

07<sup>th</sup> September, 2017

To  
The General Manager  
Department of Corporate Services  
Bombay Stock Exchange Ltd,  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai – 400 001

Dear Sir,

**Sub: Disclosure under Regulation 30 of SEBI (.ODR) Regulations, 2015**

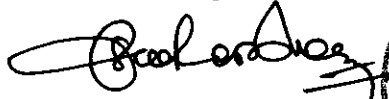
**Ref: 18<sup>th</sup> AGM Notice of the Company.**

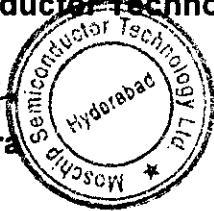
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With reference to the above, we are herewith enclosing a copy of the Notice of the 18<sup>th</sup> Annual General Meeting of the Company which is scheduled to be held on Friday, 29<sup>th</sup> day of September 2017 at 10.30 A.M at the registered office of the Company situated at Plot No 83 & 84, 02<sup>nd</sup> Floor, Punnaiah Plaza, Road No. 02, Banjara Hills, Hyderabad – 500 034.

This is for your information and record.

Yours faithfully,  
For MosChip Semiconductor Technology Limited

  
**CS Suresh Bachalakura**  
**Company Secretary**



Encl: As above

## NOTICE OF 18<sup>th</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the Eighteenth Annual General Meeting of MosChip Semiconductor Technology Limited will be held on Friday, the 29<sup>th</sup> September, 2017 at 10.30 a.m. at the registered office of the Company Situated at Plot No.83 & 84, 2<sup>nd</sup> Floor, Punnaiah Plaza, Road No.2, Banjara Hills, Hyderabad- 500 034, to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the year ended March 31, 2017, together with the reports of the Board of Directors and the Auditors thereon and in this regard to pass the following resolution as an Ordinary Resolution.

“RESOLVED THAT the Audited Financial Statements of the Company for the year ended March 31, 2017 together with the reports of the Auditors and Directors thereon and the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2017 together with the report of the auditors thereon be and are hereby received, considered, approved and adopted.”

2. To appoint a Director in place of Mr. Seetha Ramam Voleti (DIN-07332440), who retires by rotation and being eligible offers himself for re-appointment and in this regard to pass the following resolution as an Ordinary Resolution.

“RESOLVED THAT Mr. Seetha Ramam Voleti (DIN-07332440), who retires by rotation in accordance with Section 152 of the Companies Act, 2013 be and is hereby re-appointed as a director liable to retire by rotation.”

3. **Appointment of statutory auditors**

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

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Rules framed there under, as amended from time to time, pursuant to the recommendations of the audit committee of the Board of Directors, M/s. S. T. Mohite & Co., Chartered Accountants [ICAI Firm Registration No. 011410S], Hyderabad, as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the Twenty Third (23<sup>rd</sup>) AGM of the Company to be held in the year 2022 (subject to ratification of their appointment by the Members at every AGM held after this AGM) be and is hereby approved and that the Board of Directors of the Company be and is hereby authorised to fix such remuneration plus service tax, out of pocket and travelling expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors based on the recommendation of the Audit Committee.”

### Special Business:

4. Re-appointment of Mr. Prasad Gajjala (DIN-00026718) as an Independent Director of the Company.  
To consider and if thought fit, to pass with or without modification(s) if any, the following as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) read with Schedule IV to the Act, as amended from time to time and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Prasad Gajjala (DIN - 00026718), who was appointed as an Independent Director of the Company in 15<sup>th</sup> Annual General Meeting held on 11<sup>th</sup> September, 2014,

whose term of office expires at this Annual General Meeting ('AGM') who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for 05 (Five) consecutive years for a term upto the conclusion of 23<sup>rd</sup> Annual General Meeting of the Company in the calendar year 2022."

5. Re-appointment of Ms. Poornima Shenoy (DIN-02270175) as an Independent Director of the Company. To consider and if thought fit, to pass with or without modification(s) if any, the following as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) read with Schedule IV to the Act, as amended from time to time and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Poornima Shenoy (DIN-02270175), who was appointed as an Independent Director of the Company in 15<sup>th</sup> Annual General Meeting held on 11<sup>th</sup> September, 2014, whose term of office expires at this Annual General Meeting ('AGM') who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 05 (Five) consecutive years for a term upto the conclusion of 23<sup>rd</sup> Annual General Meeting of the Company in the calendar year 2022."

6. Appointment of Mr. Camillo Martino (DIN-07785530) as an Independent Director of the Company. To consider and if thought fit, to pass with or without modification(s) if any, the following as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) read with Schedule IV to the Act, as amended from time to time and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Camillo Martino (DIN-07785530), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 06<sup>th</sup> April, 2017, in terms of Section 161(1) of the Act and pursuant to the Articles of Association of the Company and whose term of office expires at this Annual General Meeting ('AGM') who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 05 (Five) consecutive years for a term upto the conclusion of 23<sup>rd</sup> Annual General Meeting of the Company in the calendar year 2022."

7. To approve the Scheme of Amalgamation of Wholly Owned Subsidiary Companies i.e. Maven Systems Private Limited (Maven Systems), ElitePlus Semiconductor Technologies Private Limited (ElitePlus Semiconductor), Orange Semiconductors Private Limited (Orange Semiconductors) and TexoTech Solutions Private Limited (TexoTech) with the Company.

To consider and if thought fit, to pass either with or without modification(s), the following resolution under Section 233 of the Companies Act, 2013:

"RESOLVED THAT pursuant to the provisions of Section 233 of the Companies Act, 2013 read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Act and the Rules and subject to sanction by the Regional Director, South Eastern Region, Ministry of Corporate Affairs or such other competent authority, as may be applicable, being obtained and subject to such terms and conditions and modification(s) as may be imposed, prescribed or suggested by the Regional Director, South Eastern Region, Ministry of Corporate Affairs or such other competent authority, as may be applicable, the Scheme of Amalgamation of Maven Systems Private Limited (Maven Systems), ElitePlus Semiconductor Technologies Private Limited (ElitePlus Semiconductor), Orange

Semiconductors Private Limited (Orange Semiconductors) and TexoTech Solutions Private Limited (TexoTech) with MosChip Semiconductor Technology Limited in terms of the draft Scheme of Amalgamation circulated with the Notice be and is hereby approved.”

“RESOLVED FURTHER THAT the Board of Directors (including any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this Resolution) or Company Secretary of the Company, be and is hereby severally authorized on behalf of the Company to sign, seal and deliver all documents, agreements and deeds and perform all acts, matters and things and to take all such steps as may be necessary or desirable to give effect to this resolution”.

By Order of the Board of Directors

Place: Hyderabad  
Date: 24<sup>th</sup> August, 2017

CS Suresh Bachalakura  
Company Secretary  
(A39381)

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Businesses under Item Nos. 4, 5, 6 & 7 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India of the person seeking appointment / re-appointment as Director under Item Nos. 2, 4, 5 & 6 of the Notice, are also annexed.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of him and such proxy need not be a member of the company. Proxies in order to be effective must be received by the company not less than 48 hours before the commencement of the meeting.  
  
A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Register of Members and Share Transfer Books of the company will remain closed from Saturday, September 23, 2017 to Friday, September 29, 2017 (both days inclusive).

7. To avoid inconvenience to members and to facilitate smooth conduct of the meeting, entry to the place of meeting will be only for members / proxies and is regulated by the attendance slip appended to the proxy form. Members are requested to affix their signature on it and hand it over at the entrance.
8. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. Members, who hold shares in de-materialized form, are requested to bring their Client ID and DP Id No's for easier identification of attendance at the meeting.
10. A member desirous of getting any information on the accounts or operations of the company is requested to forward his/her queries to the company at least seven working days prior to the meeting. So that the required information can be made available at the meeting.
11. Members are requested to notify immediately any change in their address to the company or to the Share Transfer Agents and in case their shares are held in dematerialized form, this information should be passed onto their respective Depository Participants without any delay.

The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to M/s Karvy Computershare Pvt. Ltd.

12. In all correspondence with the company, members are requested to quote their folio numbers and in case their shares are held in dematerialized form they must quote their Client ID Number and their DP ID Number.
13. Members are requested to carry their copies of Annual Report as these will not be supplied at the meeting.
14. Trading in the equity shares of the company is in the compulsory demat form. Those members who have not demated their shares are requested to open the demat accounts with the depositories and get the shares demated at the earliest.
15. Electronic copy of the Notice of the 18<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 18<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
16. Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and the Regulation 44 of the SEBI (LODR) Regulations, 2015 the Company is pleased to provide members' facility to exercise their right to vote at the 18<sup>th</sup> Annual General Meeting ("AGM") by electronic means and the businesses may be transacted through e-voting services provided by Karvy Computershare Private Limited ("Karvy").
17. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'Insta Poll'.

18. It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link <http://evoting.karvy.com>. Shareholders can cast their vote online from 9.00 a.m. (IST) on Tuesday, September 26, 2017 to 5.00 p.m. (IST) on Thursday, September 28, 2017. During the period, shareholders of the company holding shares either in dematerialized or physical form as on the cut-off date of Friday, September 22, 2017, may cast their vote electronically.
19. The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail IDs with the Company / their respective Depository Participants along with physical copy of the Notice. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail.
20. The Company has appointed M/s. B S S & Associates, Company Secretaries as Scrutinizer for conducting the remote e-voting and Insta Poll process for the Annual General Meeting in a fair and transparent manner.
21. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Friday, September 22, 2017 only shall be entitled to avail the facility of remote e-voting / Ballot.
22. The facility for voting, through ballot or polling paper is available at the meeting and members attending the meeting who have not already cast vote by remote e-voting shall be able to exercise their rights at the meeting.
23. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
24. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Friday, September 22, 2017, may obtain the User ID and password in the manner as mentioned below:
  - a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : MYEPWD <Space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399  
Example for NSDL:  
MYEPWD <SPACE> IN12345612345678  
Example for CDSL:  
MYEPWD <SPACE> 1402345612345678  
Example for Physical:  
MYEPWD <SPACE> XXXX1234567890
  - b. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - c. Member may call Karvy's toll free number 1-800-3454-001
  - d. Member may send an e-mail request to [evoting.msctl@karvy.com](mailto:evoting.msctl@karvy.com).

If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.
1. The remote e-voting facility will be available during the following period:  
Commencement of remote e-voting: From 9.00 a.m. (IST) on Tuesday, September 26, 2017

End of remote e-voting: Up to 5.00 p.m. (IST) on Thursday, September 28, 2017

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

2. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.moschip.com](http://www.moschip.com) immediately. The Company shall simultaneously forward the results to the Bombay Stock Exchange. The results declared along with the consolidated scrutinizer's report shall also be placed on the website of Karvy <https://evoting.karvy.com>.
3. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Friday, September 29, 2017.
4. Instructions and other information relating to remote e-voting:
  1. (i) In case a member receives an e-mail from Karvy [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:
    - (a) Launch internet browser by typing the URL: <https://evoting.karvy.com>
    - (b) Enter the login credentials (i.e. User ID and password) which will be sent separately. The E-Voting Event Number+Folio No. or DP ID Client ID will be your User ID.

However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
    - (c) After entering these details appropriately, click on "LOGIN".
    - (d) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
    - (e) You need to login again with the new credentials.
    - (f) On successful login, the system will prompt you to select the E-Voting Event Number for MosChip Semiconductor Technology Limited.
    - (g) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the cutoff date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.

- (h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
  - (i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
  - (j) You may then cast your vote by selecting an appropriate option and click on "Submit".
  - (k) 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. During the voting period, members can login any number of times till they have voted on the Resolution(s).
  - (l) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: [srkpcs99@gmail.com](mailto:srkpcs99@gmail.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NIO."
  - (ii) In case a member receives physical copy of the Notice by Post [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:
    - a) User ID and initial password - These will be sent separately.
    - b) Please follow all steps from Sr. No. (a) to (l) as mentioned in (A) above, to cast your vote.
2. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
3. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.

### Explanatory Statement

*[Pursuant to Section 102(1) of the Act, the following Explanatory Statement sets out material facts relating to the business under Item No. 4, 5, 6 & 7 of the accompanying Notice dated 24<sup>th</sup> August, 2017 convening the 18<sup>th</sup> Annual General Meeting of the Company scheduled for September 29, 2017.]*

#### Item No. 4, 5 & 6:

The Board at its Meeting held on April 06, 2017 appointed Mr. Camillo Martino as an Additional Director in the category of Independent. As per the provisions of Section 161(1) of the Act, he holds office of Additional Director only up to the date of this Annual General Meeting of the Company, and is eligible for appointment as Director.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has re-appointed Mr. Prasad Gajjala and Mrs. Poornima Shenoy as an Independent Directors of the Company to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM").

The Company has received notices pursuant to Section 160 of the Companies Act, 2013 (the "Act") together with the requisite amount of deposit from members signifying their intention to propose the appointment / re-appointment of Mr. Prasad Gajjala, Mrs. Poornima Shenoy and Mr. Camillo Martino as Independent Directors of the Company. The Company has also received declarations from Mr. Prasad Gajjala, Mrs. Poornima Shenoy and Mr. Camillo Martino confirming that they meet the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. Prasad Gajjala, Mrs. Poornima Shenoy and Mr. Camillo Martino are not disqualified



from being appointed as Directors in terms of Section 164 of the Act and has given their consent to act as Directors of the Company. In the opinion of the Board, each of these directors fulfil the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working day and is also available on the website of the Company [www.moschip.com](http://www.moschip.com).

Mr. Prasad Gajjala, Mrs. Poornima Shenoy and Mr. Camillo Martino are not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Prasad Gajjala, Mrs. Poornima Shenoy and Mr. Camillo Martino, are in any way, concerned or interested in the said resolution.

The Directors therefore, recommend the resolutions as set out in item No. 4, 5 & 6 of this Notice for approval of the shareholders.

A brief profile of the Independent Directors to be appointed is given below:

Mr. Prasad Gajjala is a Commerce Graduate and is a Fellow Member of the Institute of Chartered Accountants of India. He is a partner in a leading firm of Chartered Accountants at Hyderabad. He has over 36 years of professional experience in audit and taxation matters of medium and large companies, banks and financial institutions. He is on the Board of Ventureast Trustee Company Private Limited.

Mrs. Poornima Shenoy is the Founder and CEO of Latitude Edutech. She has over two decades of experience as an entrepreneur and industry executive.

Earlier she had been the founding President of the India Semiconductor Association (ISA) and was a member of its Executive Council for over six years. She has been actively involved in creating a brand for India in electronics and semiconductors on a global arena. She has been a successful entrepreneur and has seen her company's acquisition by an international venture fund. Poornima had worked with NASSCOM and the Manipal Group in a senior management capacity prior to ISA.

Poornima has also been part of governmental committees and is an invited speaker at both national and international seminars. She has been awarded the prestigious Chevening Scholarship for Women in Leadership & Management by the British Foreign and Commonwealth Office. She was co-founder of the group Women in Business and Technology (WBT) which later merged with eMERG.

She is mentor at National Entrepreneurship Network NEN and with the Founder Institute India.

Mr. Camillo Martino holds a bachelor of applied science degree from the University of Melbourne and a graduate diploma in digital communications from Monash University in Australia.

He serves as a board member and executive advisor to a number of high technology companies. He has served on the Board of Directors of MosChip since April 06, 2017, and is also currently serving on the Board of Directors of both Cypress Semiconductor and MagnaChip. Mr. Martino also serves on the Board of Directors at multiple privately-held companies, including VVDN Technologies and SAI Technology.

Mr. Martino was the Chief Executive Officer and Director of Silicon Image until it was acquired by Lattice Semiconductor in 2015. His semiconductor experience also includes the position of COO at Zoran Corporation, and earlier in his career, he served at National Semiconductor in four different countries including Japan and China over a nearly 14-year period.

**Item No. 7:**

To approve the Amalgamation of Wholly Owned Subsidiary Companies i.e. M/s. Maven Systems Private Limited (Maven Systems), M/s. ElitePlus Semiconductor Technologies Private Limited (ElitePlus Semiconductor), M/s. Orange Semiconductors Private Limited (Orange Semiconductors) and M/s. TexoTech Solutions Private Limited (TexoTech) with MosChip Semiconductor Technology Limited.

The Company acquired 100% Equity Share Capital of M/s. Maven Systems Private Limited (Maven Systems), M/s. ElitePlus Semiconductor Technologies Private Limited (ElitePlus Semiconductor) and M/s. Orange Semiconductors Private Limited (Orange Semiconductors) in the month of September, 2016 from the Shareholders. The status of the Company is active and doing its business in order and the company is in the process of making further capital investments and it is planned to improve its operations in this Financial Year. It is proposed to Merge Maven Systems, ElitePlus Semiconductor, Orange Semiconductors and TexoTech with the Company considering various benefits arising from Amalgamation. Amalgamation will lead to operational synergies, greater efficiency and economical operations for future growth of the combined entities. There would be more efficient utilization of capital, superior deployment of brand promotion, sales strategies and create a consolidated and diversified base for future growth with a wider presence in the Semiconductor & IoT segments. Amalgamation will prevent cost duplication and result in administrative and operational rationalization and promote organizational efficiencies.

Section 233 of the Companies Act, 2013 provides for a fast track merger of a Wholly Owned Subsidiary and a Holding Company. Considering that Maven Systems, ElitePlus Semiconductor, Orange Semiconductors and TexoTech are Wholly Owned Subsidiaries of the Company; it is proposed to amalgamation of the same with the Company under Section 233 which requires consent of the members. A draft Scheme of Amalgamation is proposed for the approval of the Shareholders at the meeting. The draft Scheme has also been filed with the Registrar of Companies and Official Liquidators at Hyderabad, Bangalore and Pune, inviting objections or suggestions, if any, on the draft Scheme. The objections and suggestions, if any, received from the Registrar of Companies and Official Liquidators shall be considered at the meeting before approving the Scheme of Amalgamation.

The Board accordingly recommends the passing of the said resolution as contained in the Notice for approval by the Members as required under Section 233 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, directly or indirectly in the proposed resolution.

In this regard the following documents are attached to this notice and explanatory statement:

1. Scheme of Amalgamation as Annexure-I.
2. Details required to be given as per Rule 6 (3) of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 as Annexure-II.
3. Declaration of solvency by the Company in Form No. CAA-10 as Annexure-III.

All other material documents pertaining to the above resolution shall be available for inspection by the Members at the Registered Office of the Company.

The above explanatory statement in respect of Item No.04 to Item No. 07 sets out all facts to enable the Members to understand the meaning, scope and implications of these items of business and to take a decision thereon.

**By Order of the Board of Directors**

Place: Hyderabad  
Date: 24<sup>th</sup> August, 2017

CS Suresh Bachalakura  
Company Secretary  
(A39381)

Details of Directors seeking Appointment/ Re-appointment in the ensuing Annual General Meeting pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015.

Particulars	Mr. Seetha Ramam Voleti	Mr. Prasad Gajjala	Mrs. Poornima Shenoy	Mr. Camillo Martino
Date of Birth & Age	October 18, 1964 & 53 years	August 01, 1951 & 66 years	January 18, 1965 & 53 years	March 29, 1962 & 55 years
Date of First Appointment	12/04/2016	29.09.2006	11/09/2014	06/04/2017
Qualifications	Masters in Commerce and is also a qualified Cost Accountant and Company Secretary.	Qualified Chartered Accountant from ICAI	BA and MBA.	Bachelor of applied science degree from the University of Melbourne and a graduate diploma in digital communications from Monash University in Australia.
Expertise in specific functional areas	Accounting, Auditing, Taxation, Finance and Treasury	Accounting, Auditing, Taxation, Finance and Treasury	Business Management, Administration	ASIC, VLSI, Chip Designing and Software Development
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	Nil	Nil	Dixon Technologies (India) Limited	Nil
Chairman/Member of the Committees of other Companies on which he/she is a Member as	Nil	Nil	01	Nil
Number of equity shares held in the Company	Nil	2,750	Nil	Nil
No of Board Meetings attended during the last year	07	08	06	NA

**Annexure – I**

SCHEME OF ARRANGEMENT  
BETWEEN  
MAVEN SYSTEMS PRIVATE LIMITED  
(Transferor Company-1)  
AND  
ELITEPLUS SEMICONDUCTOR TECHNOLOGIES PRIVATE LIMITED  
(Transferor Company-2)  
AND  
ORANGE SEMICONDUCTORS PRIVATE LIMITED  
(Transferor Company-3)  
AND  
TEXOTECH SOLUTIONS PRIVATE LIMITED  
(Transferor Company-4)  
AND  
MOSCHIP SEMICONDUCTOR TECHNOLOGY LIMITED  
(Transferee Company)  
AND  
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

For Amalgamation of

MAVEN SYSTEMS PRIVATE LIMITED  
(Transferor Company-1)  
AND  
ELITEPLUS SEMICONDUCTOR TECHNOLOGIES PRIVATE LIMITED  
(Transferor Company-2)  
AND  
ORANGE SEMICONDUCTORS PRIVATE LIMITED  
(Transferor Company-3)  
AND  
TEXOTECH SOLUTIONS PRIVATE LIMITED  
(Transferor Company-4)  
WITH  
MOSCHIP SEMICONDUCTOR TECHNOLOGY LIMITED  
(Transferee Company)

Under Section 233 of the Companies Act, 2013 read with  
Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

- (a) Part I, which contains the definitions;
- (b) Part II, which deals with the Share Capital of the Transferee Company and the Transferor Companies;
- (c) Part III, which deals with Amalgamation, Transfer and vesting of undertakings of the Transferor Companies with the Transferee Company;
- (d) Part IV, which deals with Accounting Treatment adopted for the Scheme;
- (e) Part V, this part of scheme contains other provisions and conditions applicable to the scheme.

SCHEME OF ARRANGEMENT  
BETWEEN  
MAVEN SYSTEMS PRIVATE LIMITED  
(Transferor Company-1)  
AND  
ELITEPLUS SEMICONDUCTOR TECHNOLOGIES PRIVATE LIMITED  
(Transferor Company-2)  
AND  
ORANGE SEMICONDUCTORS PRIVATE LIMITED  
(Transferor Company-3)  
AND  
TEXOTECH SOLUTIONS PRIVATE LIMITED  
(Transferor Company-4)  
AND  
MOSCHIP SEMICONDUCTOR TECHNOLOGY LIMITED  
(Transferee Company)  
AND  
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

**A. An overview of Scheme of Arrangement**

This Scheme of Arrangement is presented under Section 233 and other applicable provisions of the Companies Act, 2013 read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 under fast track route for amalgamation of Maven Systems Private Limited (hereinafter referred to as “Maven Systems” or “Transferor Company-1”), ElitePlus Semiconductor Technologies Private Limited (hereinafter referred to as “ElitePlus Semiconductor” or “Transferor Company-2”), Orange Semiconductors Private Limited (hereinafter referred to as “Orange Semiconductors” or “Transferor Company-3”) and TexoTech Solutions Private Limited (hereinafter referred to as “TexoTech” or “Transferor Company-4”) with “MosChip Semiconductor Technology Limited” (hereinafter refer to as “MosChip” or “Transferee Company”).

The Transferor Company-1, the Transferor Company-2, the Transferor Company-3 and the Transferor Company-4 are collectively called as “Transferor Companies”.

The Transferor Company-1, the Transferor Company-2, the Transferor Company-3 are direct wholly owned subsidiaries of Transferee Company and the Transferor Company-4 is an indirect wholly owned subsidiary of the

Transferee Company. The Transferor Companies are direct and indirect wholly owned subsidiaries of the Transferee Company hence, in consideration the Transferee Company will not issue any shares under the Scheme of Arrangement. The existing holding of the Transferee Company in the Transferor Companies gets cancel pursuant to the Scheme of Arrangement.

The Transferor Companies are directly & indirectly wholly owned subsidiary Companies of the Transferee Company. It is proposed that the Transferor Companies be amalgamated with the Transferee Company, followed by the dissolution without winding up of the Transferor Companies and the consequent cancellation of equity shares held by the Transferee Company and its Nominees in the Transferor Companies pursuant to provisions of Sections 230 to 233 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other relevant provisions of the Act.

In addition, this Scheme of Arrangement also provides for various matter consequential or otherwise integrally connected herewith.

## B. Back Ground and Description of Companies

- 1) **Maven Systems Private Limited** (“Maven Systems” or “Transferor Company-1”) is a wholly owned subsidiary of the Transferee Company, it was incorporated as a private limited Company on 21<sup>st</sup> October 2009 under the Companies Act, 1956 and having its registered office at Galore Tech, Survey No. 22, Hissa No.1/2+2/1+3/1+4/1/1, Bavdhan Khurd, Pune, Maharastra, 411021. The CIN of the Company is U72900PN2009PTC134858.

The main objects of the Transferor Company-1 are set out in its Memorandum of Association.

- 2) **ElitePlus Semiconductor Technologies Private Limited** (“ElitePlus Semiconductor” or “Transferor Company-2”) is a wholly owned subsidiary of the Transferee Company; it was incorporated as a private limited Company on 10<sup>th</sup> June 2014 under the Companies Act, 2013 and having its registered office at Fortune Summit, 6th Sector, HSR Layout, Roopena Agrahara, Bangalore, Karnataka, 560068. The CIN of the Company is U72400KA2014PTC074813.

The main objects of the Transferor Company-2 are set out in its Memorandum of Association.

- 3) **Orange Semiconductors Private Limited** (“Orange Semiconductors” or “Transferor Company-3”) is a wholly owned subsidiary of the Transferee Company; it was incorporated as a private limited Company on 05<sup>th</sup> September 2013 under the Companies Act, 1956 and having its registered office at Fortune Summit, 6th Sector, HSR Layout, Roopena Agrahara, Bangalore, Karnataka, 560068. The CIN of the Company is U72400KA2013PTC070896.

The main objects of the Transferor Company-3 are set out in its Memorandum of Association.

- 4) **TexoTech Solutions Private Limited** (“TexoTech” or “Transferor Company-4”) is a wholly owned subsidiary of Orange Semiconductors and Indirect wholly owned subsidiary of the Transferee Company. TexoTech was incorporated as a private limited Company on 22<sup>nd</sup> November 2013 under the Companies Act, 1956 and having its registered office at Fortune Summit, 6th Sector, HSR Layout, Roopena Agrahara, Bangalore, Karnataka, 560068. The CIN of the Company is U74900KA2013PTC072049.

The main objects of the Transferor Company-4 are set out in its Memorandum of Association.

- 5) **MosChip Semiconductor Technology Limited** or “MosChip” or “Transferee Company” is a Listed Public Limited Company incorporated on July 27, 1999 under the Companies Act, 1956 and having its registered office at Plot No. 83 & 84, 2nd Floor, Punnaiah Plaza, Road 2, Banjara Hills, Hyderabad,

Telangana, 500034. The CIN of the Company is L31909TG1999PLC032184. The equity shares of the Transferee Company are listed on BSE Limited (Scrip ID: MOSCHIP, Security Code: 532407).

The main objects of the Transferee Company are set out in its Memorandum of Association.

- 6) The Transferor Companies are direct and indirect wholly owned subsidiaries of the Transferee Company and engaged in similar nature of business.

#### C. OBJECTS AND RATIONALE FOR THE SCHEME

- 7) The Transferor Companies are Directly & Indirectly wholly owned subsidiary Companies of the Transferee Company and engaged in the similar nature of business in order to consolidate the similar nature of business at one place and effectively manage the Transferor Companies and Transferee Company as a single entity, which will provide several benefits including streamlined group structure by reducing the number of legal entities, reducing the multiplicity of legal and regulatory compliances, rationalizing costs, it is intended that the Transferor Companies be amalgamated with the Transferee Company.
- 8) The independent operation of the Transferor Companies and the Transferee Company leads to incurrance of significant costs and the amalgamation would enable economies of scale by attaining critical mass and achieving cost saving. The amalgamation will thus eliminate a multi-layered structure and reduce managerial overlaps, which are necessarily involved in running multiple entities and also prevent cost duplication that can erode financial efficiencies of holding structure and the resultant operations would be substantially cost-efficient. This Scheme would result in simplified corporate structure of the Transferee Company and its businesses, there by leading to more efficient utilization of capital and creation of a consolidated base for the future growth of the Transferee Company.
- 9) The amalgamation will contribute in furthering and fulfilling the objectives and business strategies of all the companies thereby accelerating growth, expansion and development of the respective businesses through the Transferee Company. The amalgamation will thus enable further expansion of the Transferee Company and provide a strong and focused base to undertake the business more advantageously. Further, this arrangement would bring concentrated management focus, integration, streamlining of the management structure, seamless implementation of policy changes and shall also help enhance the efficiency and control of the Transferor Companies and the Transferee Company.
- 10) The synergies created by the scheme of arrangement would increase operational efficiency and integrate business functions.
- 11) The proposed arrangement will strengthen the 'MosChip' brand leading to a stronger market presence providing customers with a seamless experience, and removing any other brand perception / distinction in the customers mind, and provide greater integration and flexibility to the Transferee Company and strengthen its position in the industry, in terms of the asset base, revenues, product and service range.
- 12) This Scheme provides for the amalgamation of the Transferor Companies with the Transferee Company and the consequent treatment of assets and liabilities of respective Companies in the manner provided for in the Scheme.
- 13) The other benefits of the proposed amalgamation include:
  - (a) Optimum and efficient utilization and rationalization of capital, resources, assets and facilities;
  - (b) Enhancement of competitive strengths including financial resources;
  - (c) Obtaining synergy benefits;
  - (d) Better management and focus on growing the businesses.



- D. In view of the above, it is considered desirable and expedient to amalgamate the Transferor Companies with the Transferee Company in accordance with this Scheme, pursuant to Section 233 of the Companies Act, 2013 read with applicable Rules;
- E. The amalgamation of the Transferor Companies with the Transferee Company, pursuant to and in accordance with this Scheme, under Section 233 and other relevance provisions of the Companies Act, 2013, shall take place with effect from the Appointed Date and shall be in compliance with Section 2(1B) of the Income Tax Act, 1961.

## PART I

### General Provisions

#### 1. DEFINITIONS

In this Scheme, unless inconsistent with the subject or context, the following shall have the meanings as provided herein:

- 1.1 "Act" or "the Act" means the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force; the terms "Act" and "Section" shall be construed accordingly.
- 1.2 "Appointed Date" means the date from which this Scheme shall become operative viz., 1<sup>st</sup> April, 2017 (First day of April, Two Thousand and Seventeen) or such other date(s) as may be approved by the Central Government or Tribunal or any other competent authority having jurisdiction to sanction the Scheme.
- 1.3 "Board" or "Board of Directors" in relation to the Transferor Company-1, Transferor Company-2, Transferor Company-3, and Transferor Company-4 and the Transferee Company, and shall include an committee of directors, if any constituted or appointed and authorized to take any decision for the implementation of this scheme on behalf of such Board of Directors.
- 1.4 "BSE" shall mean BSE Limited
- 1.5 "Bench" means the Hon'ble National Company Law Tribunal. (NCLT) Bench of Hyderabad or such other authority empowered to sanction the Scheme as per the provisions of the Act.
- 1.6 "Central Government" means the Government of India and vide Notification No. S.O 4090 (E) dated 19<sup>th</sup> December, 2016 Central Government has delegated powers vested in the it under Section 233 of the Companies Act, 2013 to the Regional Director, Ministry of Corporate Affairs having jurisdiction.
- 1.7 "Effective Date" means the date or last of the dates on which the certified copy of the order(s) of the Regional Director under the Section 233 of the Act sanctioning this Scheme is filed with the Registrar of Companies.  
Any reference in this Scheme to the words "*upon the scheme becoming effective*" or "*effectiveness of this Scheme*" or "*date of coming into effect of the Scheme*" or "*Scheme coming into effect*" shall mean the Effective Date.
- 1.8 "Equity Share(s)" means the equity shares of the Transferor Company-1 or the Transferor Company-2 or the Transferor Company-3 or the Transferor Company-4 or the Transferee Company, as the case may be.
- 1.9 "IT Act" means the Income Tax Act, 1961 and any other statutory modifications, amendments, restatements or re-enactments thereof, from time to time and to the extent in force.

- 1.10 "Law" or "Applicable Law" includes all applicable statutes, enactments, acts of legislature or Parliament, Laws, ordinances, rules, bye-laws, regulations, notifications, guidelines, policies, directions, directives and orders of any Government, statutory Authority, Tribunal, Board, Court of India or any other Country or jurisdiction as applicable.
- 1.11 "Listing Regulations" means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- 1.12 "Official Liquidator" or "OL" means official Liquidator having jurisdiction over the Transferor Companies and Transferee Company.
- 1.13 "Record Date" means date fixed by the Board of directors or a committee thereof of the Transferee Company for the purpose of determining the members of the Transferor Company-1, the Transferor Company-2, the Transferor Company-3, the Transferor Company-4 and the Transferee Company approving the scheme of Amalgamation.
- 1.14 "Regional Director" means the Regional Director (South East Region), Ministry of Corporate Affairs, Hyderabad, having jurisdiction over the Transferee Company.
- 1.15 "Registrar of Companies" or "ROC" means the Registrar of Companies at Hyderabad, Bangalore and Pune at their respective jurisdiction of the Transferor Companies and the Transferee Companies.
- 1.16 "Rules" means the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
- 1.17 "Scheme" or "The Scheme" or "This Scheme" or "Scheme of Arrangement" or "Scheme of Amalgamation" means this Scheme of Arrangement for the Amalgamation of Maven Systems Private Limited (Transferor Company-1), ElitePlus Semiconductor Technologies Private Limited (Transferor Company-2), Orange Semiconductors Private Limited (Transferor Company-3) and TexoTech Solutions Private Limited (Transferor Company-4) (collectively 'Transferor Companies' or Wholly Owned Subsidiaries') with MosChip Semiconductor Technology Limited ('Transferee Company') under the Section of 233 of the Companies Act, 2013 as approved by the Board of Directors of all Companies in its present form and with any modification as may be approved by the Regional Director, South East Region, Hyderabad.
- 1.18 "Transferor Company-1" means "Maven Systems Private Limited", a Company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Galore Tech, Survey No. 22, Hissa No.1/2+2/1+3/1+4/1/1, Bavdhan Khurd, Pune, Maharastra – 411021.
- 1.19 "Transferor Company-2" means "Eliteplus Semiconductor Technologies Private Limited", a Company incorporated under the provisions of the Companies Act, 2013 and having its registered office at Fortune Summit, 6<sup>th</sup> Sector, HSR Layout, Roopena Agrahara, Bangalore, Karnataka – 560068.
- 1.20 "Transferor Company-3" means "Orange Semiconductors Private Limited", a Company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Fortune Summit, 6<sup>th</sup> Sector, HSR Layout, Roopena Agrahara, Bangalore, Karnataka – 560068.
- 1.21 "Transferor Company-4" means "TexoTech Solutions Private Limited", a Company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Fortune Summit, 6<sup>th</sup> Sector, HSR Layout, Roopena Agrahara, Bangalore, Karnataka – 560068.
- 1.22 "Transferor Companies" means collectively, the Transferor Company-1, the Transferor Company-2, the Transferor Company-3 and the Transferor Company-4.

- 1.23 "Transferee Company" means "MosChip Semiconductor Technology Limited" or "MosChip", a Company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Plot No. 83 & 84, 2<sup>nd</sup> Floor, Punnaiah Plaza, Road 2, Banjara Hills, Hyderabad, Telangana, 500034.
- 1.24 "Stock Exchange" shall means BSE Limited or BSE
- 1.25 "Undertaking" shall mean and include the whole of the undertaking of the Transferor Companies, as a going concern, including their businesses, all secured and unsecured debts, liabilities, duties and obligations and all the assets, properties, rights, titles and benefits, whether movable or immovable, real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible, present or contingent and including but without being limited to land and building (whether owned, leased, licensed), all fixed and movable plant and machinery, vehicles, fixed assets, work in progress, current assets, investments, reserves, provisions, funds, licenses, registrations, copyrights, patents, trade names, trademarks and other rights and licenses in respect thereof, applications for copyrights, patents, trade names, trademarks, leases, licenses, tenancy rights, premises, ownership, flats, hire purchase and lease arrangements, lending arrangements, benefits of security arrangements, computers, office equipment, telephones, telexes, facsimile connections, internet connections, communication facilities, equipment and installations and utilities, electricity, water and other service connections, benefits of agreements, contracts and arrangements, powers, authorities, permits, allotments, approvals, consents, privileges, liberties, advantages, easements and all the right, title, interest, goodwill, benefit and advantage, deposits, reserves, provisions, advances, receivables, deposits, funds, cash, bank balances, accounts and all other rights, benefits of all agreements, subsidies, grants, tax credits (including but not limited to credits in respect of income tax, sales tax, value added tax, turnover tax, service tax, etc.), Software License, Domain / Websites etc., in connection / relating to the Transferor Companies and other claims and powers, of whatsoever nature and where so ever situated belonging to or in the possession of or granted in favour of or enjoyed by the Transferor Companies, as on the Appointed Date.
- 1.26 All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning as ascribed to them under the Act and other applicable laws, rules, regulations and byelaws as the case may be, including any statutory modification or re-enactment thereof from time to time.

## PART – II

### 2. (a) SHARE CAPITAL OF THE TRANSFEROR COMPANIES AND THE TRANSFEEE COMPANY

The Capital Structure of the Transferor Companies and the Transferee Company as on appointed date i.e. 1<sup>st</sup> April, 2017 and immediately before implementation of the scheme are as under:

2.1) The share capital of the Transferor Company-1 as on 31<sup>st</sup> March 2017 was as under:

Authorised Capital	Amount in Rs.
10,000 Equity shares of Rs.10/- each	1,00,000
<b>Total</b>	<b>1,00,000</b>
Issued, Subscribed and Paid-Up Capital	
10,000 Equity shares of Rs. 10/- each fully paid up	1,00,000
<b>Total</b>	<b>1,00,000</b>

2.2) The share capital of the Transferor Company-2 as on 31<sup>st</sup> March 2017 was as under:

Authorised Capital	Amount in Rs.
11,000 Equity shares of Rs.10/- each	1,10,000
<b>Total</b>	<b>1,10,000</b>
Issued, Subscribed and Paid-Up Capital	

10,800 Equity shares of Rs. 10/- each fully paid up	1,08,000
<b>Total</b>	<b>1,08,000</b>

2.3) The share capital of the Transferor Company-3 as on 31<sup>st</sup> March 2017 was as under:

<b>Authorised Capital</b>	<b>Amount in Rs.</b>
10,000 Equity shares of Rs.10/- each	1,00,000
<b>Total</b>	<b>1,00,000</b>
<b>Issued, Subscribed and Paid-Up Capital</b>	
10,000 Equity shares of Rs.10/- each fully paid up	1,00,000
<b>Total</b>	<b>1,00,000</b>

2.4) The share capital of the Transferor Company-4 as on 31<sup>st</sup> March 2017 was as under:

<b>Authorised Capital</b>	<b>Amount in Rs.</b>
10,000 Equity shares of Rs.10/- each	1,00,000
<b>Total</b>	<b>1,00,000</b>
<b>Issued, Subscribed and Paid-Up Capital</b>	
10,000 Equity shares of Rs.10/- each fully paid up	1,00,000
<b>Total</b>	<b>1,00,000</b>

2.5) the share capital of the Transferee Company as on 31<sup>st</sup> March 2017 was as under:

<b>Authorised Capital</b>	<b>Amount in Rs.</b>
275,000,000 Equity shares of Rs.02/- each	550,000,000
<b>Total</b>	<b>550,000,000</b>
<b>Issued Capital</b>	
127,447,589 Equity shares of Rs.02/- each	254,895,178
<b>Subscribed and Paid-Up Capital</b>	
124,868,515 Equity shares of Rs.02 /- each fully paid up	249,737,030
<b>Total</b>	<b>249,737,030</b>

2.6) Since the Transferor Companies are wholly owned subsidiaries of the Transferee Company directly and indirectly, the entire share capital of the Transferor Companies is held directly and indirectly by the Transferee Company and/or its nominees shall stand cancelled on the scheme being effective, that is, on the Effective Date, however, with effect from the Appointed Date.

## 2 (b) DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme set out herein in its present form or with any modification(s), if any made as per Clause 17 of Part-V of this Scheme shall be effective from the Appointed date but shall come into force from the Effective date.

## PART III

### **AMALGAMATION, TRANSFER AND VESTING OF UNDERTAKINGS OF THE TRANSFEROR COMPANIES WITH THE TRANSFEE COMPANY**

#### **3) TRANSFER AND VESTING OF UNDERTAKINGS**

3.1 Subject to the provisions of this Scheme as specified hereinafter and with effect from the Appointed Date, the entire business and undertakings of the Transferor Companies including all the debts, liabilities, duties and obligations, including those arising on account of taxation laws and other allied laws, of the Transferor Companies of every description and also including, without limitation, all the

movable and immovable properties and assets (whether tangible or intangible) of the Transferor Companies comprising, amongst others, all furniture and fixtures, computers / data processing, office equipment, testing equipment, electrical installations, telephones, telex, facsimile and other communication facilities and business licenses, permits, authorizations, approvals, lease, tenancy rights, permissions, incentives, if any, and all other rights, patents, know-how, trademark, service mark, trade secret or other intellectual property rights, proprietary right, title, interest, contracts, consent, approvals and rights and powers of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, benefits and approvals, shall, under the provisions of Section 230 read with Section 233, as may be applicable, of the Act, and pursuant to the orders of the Central Government or any other appropriate authority sanctioning this Scheme and without further act, instrument or deed, be transferred and/or deemed to be transferred to and vested in the Transferee Company so as to become the properties, assets, rights, business and undertaking(s) of the Transferee Company.

- 3.2 With effect from the Appointed Date all debts, liabilities, duties and obligations of the Transferor Companies as on the Appointed Date whether provided for or not in the books of account of the Transferor Companies and all other liabilities which may accrue or arise after the Appointed Date but which relate to the period on or up to day of the Appointed Date shall be the debts, liabilities, duties and obligations of the Transferee Company including any encumbrance on the assets of the Transferor Companies or on any income earned from those assets.
- 3.3 With effect from the Appointed Date, all inter-party transactions between the Transferor Companies and the Transferee Company shall be considered as intra-party transactions for all purposes.
- 3.4 With effect from the Appointed Date, all the Loans, advances and other obligations (including any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form), if any, due or which may at any time in future become due between the Transferor Companies and the Transferee Company shall, *ipso facto*, stand discharged and come to an end and there shall be no liability in that behalf on any such party and appropriate effect shall be given in the books of accounts and records of the Transferee Company. It is hereby clarified that there will be no accrual of interest or other charges in respect of any inter-company loans, advances and other obligations with effect from the Appointed Date.
- 3.5 All the existing securities, mortgages, charges, encumbrances or liens, if any, as on the Appointed Date and created by the Transferor Companies after the Appointed Date, over the assets comprised in the undertaking or any part thereof transferred to the Transferee Company by virtue of this Scheme and in so far as such securities, mortgages, charges, encumbrances or liens secure or relate to liabilities of the Transferor Companies, the same shall, continue to relate and attach to such assets or any part thereof to which they are related or attached prior to the Appointed Date and as are transferred to the Transferee Company, and such securities, mortgages, charges, encumbrances or liens shall not relate or attach to any of the other assets of the Transferee Company, provided however that no encumbrances shall have been created by any of the Transferor Companies over its assets after the date of filing of the Scheme without the prior written consent of the Board of Directors of the Transferee Company.
- 3.6 All the existing encumbrances over the assets and properties of the Transferee Company or any part thereof which relate to the liabilities and obligations of the Transferee Company prior to the Appointed Date shall continue to relate only to such assets and properties and shall not extend or attach to any of the assets and properties of the Transferor Companies transferred to and vested in the Transferee Company by virtue of this Scheme.
- 3.7 It is expressly provided that, save as herein provided, no other term or condition of the liabilities transferred to the Transferee Company is modified by virtue of this Scheme except to the extent that such amendment is required statutorily or by necessary implication.

3.8 With effect from the Appointed Date, all statutory licences, permissions, approvals or consents to carry on the operations of the Transferor Companies shall stand vested in or transferred to the Transferee Company without any further act or deed and shall be appropriately mutated by the statutory authorities concerned in favour of the Transferee Company upon the vesting and transfer of the undertaking of the Transferor Companies pursuant to this Scheme. The benefit of all statutory and regulatory permissions, factory licences, environmental approvals and consents, sales tax registrations or other licences and consents shall vest in and become available to the Transferee Company pursuant to this Scheme.

3.9 The amalgamation of the Transferor Companies with the Transferee Company, pursuant to and in accordance with this Scheme, shall take place with effect from the Appointed Date and shall be in accordance with Section 2(1B) of the Income- tax Act, 1961.

#### 4) CONSIDERATION

4.1. The entire Equity Share capital of the Transferor Companies is held directly and indirectly by the Transferee Company and its nominees. In other words the Transferor Companies are direct and indirect wholly owned subsidiaries of the Transferee Company. Accordingly, pursuant to this amalgamation, no shares of the Transferee Company shall be allotted in respect of its holding in the Transferor Companies. Upon the Scheme becoming effective, the entire share capital of the Transferor Companies shall be cancelled and extinguished.

4.2. The investments in the shares of the Transferor Companies, appearing in the books of account of Transferee Company shall, without any further act or deed, stand cancelled. Further details of the accounting treatment is provided for in Para 10 of the Scheme.

#### 5) LEGAL PROCEEDINGS

5.1. Any suit, appeal or other proceedings of whatever nature by or against the Transferor Companies is pending as on the Appointed Date, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of or by anything contained in this Scheme, but the said suit, appeal or other legal proceedings may be continued, prosecuted and enforced by or against the Transferee Company, as the case may be, in the manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Companies as if this Scheme had not been made.

5.2. In case of any litigation, suits, recovery proceedings which are to be initiated or may be initiated against the Transferor Companies after the Appointed Date, the Transferee Company shall be made party thereto and any payment and expenses made thereto shall be the liability of the Transferee Company.

#### 6) CONTRACTS, DEEDS AND OTHER INSTRUMENTS

6.1. Subject to the other provisions of this Scheme, all contracts, deeds, bonds, insurance, Letters of Intent, memorandum of understanding, undertakings, term sheets, arrangements, policies, agreements and other instruments, if any, of whatsoever nature pertaining to the Transferor Companies and to which the Transferor Companies are a party and subsisting or having effect on the Appointed Date, shall be in full force and effect against or in favour of the Transferee Company, as the case may be, and may be enforced by or against the Transferee Company as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party thereto.

6.2. The Transferee Company shall enter into and/or issue and/or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novation's, to which the Transferor Companies will, if necessary, also be party in order to give formal effect to the provisions of this Scheme, if so required or becomes necessary. The Transferee Company shall be deemed to be authorized to execute any such deeds, writings or confirmations on behalf of the Transferor Companies and to implement or carry out all formalities required on the part of the Transferor Companies to give effect to the provisions of this Scheme.

6.3 With effect from the Appointed Date and upon the Scheme becoming effective, without prejudice to the generality of the forgoing, all rights and licenses including those relating to intellectual property rights, such as trademarks, service marks, designs, patents, copyrights and domain names (whether registered or not), know-how, technical know-how, trade names, descriptions trading styles, franchises, labels, label designs, logos, emblems, and items of such nature, colour schemes, utility models, holograms, bar codes, designs, patents, copyrights, privileges and any rights, title or interest in intellectual property rights forming part of/ relating to the Transferor Companies or to which the Transferor Companies are a party or to the benefit of which the Transferor Companies may be entitled/eligible, shall be in full force and effect on, or against, or in favour of, the Transferee Company as the case may be, and may be enforced as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party or beneficiary or obliged thereto.

6.4 Without prejudice to the generality of the foregoing, the Transferee Company shall be entitled to the benefit of all insurance policies which have been issued in respect of the Transferor Companies and the name of the Transferee Company shall be substituted as “insured” in the policies as if the Transferee Company was initially a party thereto.

## 7) STAFF AND EMPLOYEES OF THE TRANSFEROR COMPANIES

7.1. On the Scheme taking effect as aforesaid, the employees, if any, of the Transferor Companies on the Appointed Date shall be deemed to have become the employees of the Transferee Company and their employment with the Transferee Company shall be on the following terms and conditions:

- i. The terms and conditions of service applicable to the employees shall not be less favourable than those applicable to them as on the Appointed Date;
- ii. The services of such employees shall not be treated as having been broken or interrupted for the purpose of provident fund or gratuity or otherwise and for all purposes will be reckoned from the date of their appointment with the Transferor Companies; and
- iii. The Transferee Company undertakes to continue to abide by the agreement/settlement if any entered into by the Transferor Companies with any of its employees, which is in force as on the Appointed Date,
- iv. It is expressly provided that, on the Scheme becoming effective, the provident fund, gratuity fund, superannuation fund or any other special fund or trusts, if any, created or existing for the benefit of the staff, workmen and employees of the Transferor Companies shall become trusts / funds of the Transferee Company for all purposes whatsoever in relation to the administration or operation of such fund or funds or in relation to the obligation to make contributions to the said fund or funds in accordance with the provisions thereof as per the terms provided in the respective trust deeds, if any, to the end and intent that all rights, duties, powers and obligations of the Transferor Companies in relation to such fund or funds shall become those of the Transferee Company. The Trustees including Board of Directors of the Transferee Company shall be entitled to adopt such course in this regard as may be advised provided however that there shall be no discontinuation or breakage in the service of the employees of the Transferor Companies.

## 8) PAYMENT OF TAX

All taxes paid or payable by the Transferor Companies in respect of the operations and/or the profits before the Appointed Date under Applicable Law, shall be on account of the Transferee Company and, in so far it relates to the tax payment (whether by way of deduction at source, advance tax or otherwise howsoever) by the Transferor Companies in respect of the profits made from and after the Appointed Date, the same shall be deemed to be the tax paid by the Transferee Company, and shall, in all proceedings, be dealt with accordingly.

## 9) BANK OPERATION

Upon the Scheme being sanctioned and taking effect, all cheques, drafts, pay orders, direct and indirect tax balances and/or payment advices of any kind or description issued in favour of the Transferor Companies, either before or after the Appointed Date, or in future, may be deposited with the Bank of the Transferee Company and credit of all receipts thereunder will be given in the accounts of the Transferee Company.

## PART IV

### ACCOUNTING TREATMENT

#### 10) ACCOUNTING TREATMENT

Upon this Scheme coming into effect, the amalgamation of the Transferor Companies with the Transferee Company shall be accounted for as per the "Accounting Standard-14: Accounting for Amalgamations" as prescribed in the Companies (Accounting Standards) Rules, 2006 issued by the Ministry of Corporate Affairs or the "Indian Accounting Standard (Ind AS) 103 for Business Combination" prescribed under Section 133 of the Companies Act, 2013, as notified under the Companies (Indian Accounting Standard) Rules, 2015, (if applicable), as amended from time to time such that:

10.1 The Transferee Company shall, record all the assets and liabilities, including Reserves of the Transferor Companies vested in it pursuant to this Scheme, at their respective book values as appearing in the books of the Transferor Companies on the Appointed Date.

10.2 If at the time of amalgamation, the Transferor Companies and the Transferee Company have conflicting accounting policies, a uniform accounting policy shall be adopted by the Transferee Company following the amalgamation. The effect on the financial statements of any change in accounting policies shall be reported in accordance with applicable Accounting Standard-5, prior period and extraordinary items and changes in accounting policies.

10.3 investment, if any, in the equity share capital of the Transferor Companies or vice versa as appearing in the books of accounts of the Transferee Company, if not transferred before the effective Date, shall stand cancelled and there shall be no further obligation/ outstanding in that behalf.

10.4 The loans and advances or payables or receivables of any kind, held inter-se, if any between the Transferor Companies and the Transferee Company, as appearing in its respective books of accounts shall stand discharged prior to Effective Date.

#### 11) AUTHORIZED SHARE CAPITAL

11.1. Upon the Scheme becoming effective, the authorized share capital of the Transferor Companies shall stand combined with the authorized share capital of the Transferee Company. Filing fees and stamp duty, if any, paid by the Transferor Companies on its authorized share capital, shall be deemed to have been so paid by the Transferee Company on the combined authorized Share capital and accordingly, the Transferee Company shall not be required to pay any fee/ stamp duty for its increased authorized share capital.

11.2. 'Clause V' of the Memorandum of Association of the Transferee Company shall, without any further act, instrument or deed, be and stand altered, modified and amended pursuant to the applicable provisions of the Act accordingly by deleting the existing Clause and replacing it by the following:



*“The Authorized Share Capital of the Company is Rs.550410000 (Rupees Fifty Five Crore Four Lakh Ten Thousand Only) divided into 27,52,05,000 (Twenty Seven Crores Fifty two Lakhs Five Thousand Only) equity shares of Rs.2/- (Two Only) each with power of the company to consolidate & Convert, subdivide, reduce or increase the capital into issue any new shares with preferential rights and conditions attached thereto, subject to the Companies Act, 2013.*”

## 12) TRANSACTIONS BETWEEN APPOINTED DATE AND EFFECTIVE DATE

With effect from the Appointed Date and up to and including the Effective Date:

12.1 The Transferor Companies shall be deemed to have been carrying on and shall carry on its business and activities and shall be deemed to have been held and stood possessed of and shall hold and stand possessed of all of the Assets of the Transferor Companies for and on account of, and in trust for, the Transferee Company. The Transferor Companies hereby undertake to hold the said Assets with utmost prudence until the Effective Date.

12.2 All the profits or income, taxes (including advance tax and tax deducted at source) or any costs, charges, expenditure accruing to the Transferor Companies or expenditure or losses arising or incurred or suffered by the Transferor Companies shall for all purpose be treated and be deemed to be and accrue as the profits, taxes, incomes, costs, charges, expenditure or losses of the Transferee Company, as the case may be.

12.3 On and after the Appointed Date and until the Effective Date, the Transferor Companies shall not without the prior written approval of the Board of Directors of the Transferee Company undertake (i) any material decision in relation to their businesses and affairs and operations (ii) any agreement or transaction (other than an agreement or transaction in the ordinary course of business) (iii) any new business, or discontinue any existing business or change the installed capacity of facilities.

12.4 With effect from the date of the Board meeting of the Transferee Company approving the Scheme and upto and including the Effective Date, the Transferor Companies shall carry on its business and activities with reasonable diligence, prudence and in the same manner as carried on before and shall not (without the prior written consent of the Transferee Company) undertake any additional financial commitments of any nature whatsoever, borrow any amounts nor incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitments or sell, transfer, alienate, charge, mortgage, encumber or otherwise deal with or dispose of the Undertaking of the Transferor Companies or any part thereof except in the ordinary course of business, or pursuant to any pre-existing obligation(s) undertaken by the Transferor Companies .

12.5 Without prejudice to the above provisions, with effect from the Appointed Date, all inter-party transactions between the Transferor Companies and the Transferee Company shall be considered as intra-party transactions for all purposes.

## 13) SAVING OF CONCLUDED TRANSACTIONS

The transfer of properties and liabilities under Clause 3 above and the continuance of proceedings by or against the Transferor Companies under Clause 5 above shall not affect any transaction or proceedings already concluded by the Transferor Companies on or after the Appointed Date till the Effective Date, to the end and

intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Companies in respect thereto as done and executed on behalf of itself.

#### 14) DISSOLUTION OF THE TRANSFEROR COMPANIES WITHOUT WINDING UP

On the Scheme coming into effect, the Transferor Companies shall, without any further act or deed, stand dissolved without winding up in accordance with the provisions of the Act and the Rules made thereunder.

### PART V

#### OTHER PROVISIONS

#### 15) APPLICATION TO THE CENTRAL GOVERNMENT, OR SUCH OTHER APPROPRIATE AUTHORITY

15.1 The Transferor Companies and the Transferee Company shall, with all reasonable dispatch, make application to the Regional Director (Central Government) of relevant jurisdiction, under the Section 233 and other applicable provisions of the Act read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, for the sanctioning the Scheme with such modifications as may be approved by the Regional Director.

15.2 On the scheme being agreed to by the requisite majorities of all the classes of the members and/ or creditors of the Transferor Companies and the Transferee Company shall, with all reasonable dispatch, apply to the Regional Director (Central Government), for sanctioning the Scheme under the Section 233 and other applicable provisions of the Act read with Rule 25 of the Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016, and for such other orders, as the said Regional Director (Central Government) may deem fit for carrying this Scheme into effect and for dissolution of the Transferor Companies without winding-up

#### 15A) Listing Agreement and SEBI Compliances

15A.1 Since the Transferee Company is listed Company, this Scheme is subject to the compliances of all requirements under the Listing Regulations and all statutory directives of the Securities Exchange Board of India (SEBI) insofar as they relate to sanction and implementation of the Scheme.

15A.2 SEBI vide Notification No. SEBI/LAD/NRO/GN/2016-17/029 dated 15<sup>th</sup> February, 2017 has amended the Listing Regulations and relaxed the requirement obtaining prior approval or no objection/ observation letter of the Stock Exchanges and SEBI in case of merger of wholly owned subsidiary with its holding company. The draft schemes shall be filed with the Stock exchange for disclosure purpose in compliance with the above notification.

#### 16) MODIFICATIONS / AMENDMENTS TO THE SCHEME

16.1. The Transferor Companies (by its Board of Directors) and the Transferee Company (by its Board of Directors) in their full and absolute discretion may assent to any modification(s) or amendment(s) in this Scheme which the Central Government or such other appropriate authority and/or any other authorities may deem fit to direct or impose or which may otherwise be considered necessary or desirable for settling any question or doubt or difficulty that may arise for implementing and/or carrying out the Scheme. Further, the Transferor Companies (by its Board of Directors), the Transferee Company (by its Board of Directors) and after the dissolution of the

Transferor Companies, the Transferee Company (by its Board of Directors) be and are hereby authorized to take such steps and do all acts, deeds and things as may be necessary, desirable or proper to give effect to this Scheme and to resolve any doubts, difficulties or questions whether by reason of any orders of the Central Government or such other appropriate authority or of any directive or orders of any other authorities or otherwise howsoever arising out of, under or by virtue of this Scheme and/or any matters concerning or connected therewith.

16.2. The Board of Directors of the Transferor Companies hereby authorise the Board of Directors of the Transferee Company or any committee thereof to give assent to any modification(s) or amendment(s) in the Scheme which may be considered necessary or desirable for any reason whatsoever and without prejudice to the generality of the foregoing, any modification to the Scheme involving withdrawal of any of the parties to the Scheme at any time and for any reason whatsoever, the implementation of the Scheme shall not get adversely affected as a result of acceptance of any such modification by the Board of Directors of the Transferee Company and the Board of Directors of the Transferor Companies be and is hereby authorised by the Board of Directors of the Transferor Companies to take such steps and to do all acts, deeds and things as may be necessary, desirable or proper to give effect to this Scheme and to resolve any doubt, difficulties or questions howsoever arising out of, under or by virtue of this Scheme and/or any matters concerning or connected therewith.

## 17) CONDITIONALITY OF SCHEME

The Scheme is conditional upon and subject to —

17.1. the observations/objections of Registrar of Companies and Official Liquidator in terms of Section 233.

17.2. the Scheme being agreed to by the requisite majority of members and creditors of the Transferor Companies and Transferee Company.

17.3. the Scheme being approved by the Regional Director (Central Government) at Hyderabad/ Regional Director (Central Government) of relevant jurisdiction.

17.4. the Confirmation order of Regional Director (Central Government) sanctioning this Scheme being filed with the Registrar of Companies having jurisdiction over the Transferee Company.

17.5 all other sanctions and approvals, as may be required by law, in respect of this Scheme being obtained.

## 18) REVOCATION AND SEVERABILITY

18.1. In the event of any of the said sanctions and approvals referred to in Clause 16 and 17 above not being obtained and/or complied with and/or satisfied and/or this Scheme not being sanctioned by the Central Government or such other appropriate authority and/or order or orders not being passed as aforesaid before 28 February 2018 or such other date as may be mutually agreed upon by the respective Board of Directors of the Transferor Companies and the Transferee Company who are hereby empowered and authorised to agree to and extend the aforesaid period from time to time without any limitations in exercise of their powers through and by their respective delegate(s), this Scheme shall stand revoked, cancelled and be of no effect and in that event, no rights and liabilities whatsoever shall accrue to or be incurred inter se the Transferor Companies and the Transferee Company or their respective shareholders or creditors or employees or any other person save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or

obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out in accordance with the applicable law and in such case, each Company shall bear its own costs unless otherwise mutually agreed. Further, Board of Directors of the Transferor Companies and the Transferee Company shall be entitled to revoke, cancel and declare the Scheme of no effect if such Board of Directors are of the view that the coming into effect of the Scheme in terms of the provisions of this Scheme or filing of the drawn up orders with any authority could have adverse implication on all/any of the company;

18.2. If any part of this Scheme hereof is invalid, ruled illegal by any tribunal of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the parties that such part shall be severable from the remainder of the Scheme, and the Scheme shall not be affected thereby, unless the deletion of such part shall cause this Scheme to become materially adverse to any party, in which case the parties shall attempt to bring about a modification in the Scheme, as will best preserve for the parties the benefits and obligations of the Scheme, including but not limited to such part.

18.3. The Scheme may be withdrawn by the Board of Directors of the Transferor Companies and the Transferee Company only by mutual consent and only if such Boards of Directors jointly agree that the coming into effect of the Scheme could have adverse implication on both the Transferor Companies and Transferee Company.

## 19. EXPENSES CONNECTED WITH THE SCHEME

19.1. All costs, charges, taxes including duties (including the stamp duty, if any, applicable in relation to this Scheme), levies and all other expenses, if any (saved as expressly otherwise agreed) of the Transferor Companies and the Transferee Company arising out of or incurred in carrying out and implementing this Scheme and matters incidental thereto shall be borne and paid by the Transferee Company.

## Annexure – II

### Explanatory Statement as required under Section 230(3) read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

(i) Details of the order of the Tribunal directing the calling, convening and conducting of the meeting:-The clause is not applicable.

(ii) Details of the Companies:

#### TRANSFEROR COMPANY - 01:

S. No.	Category	Particulars												
1.	CIN	U72900PN2009PTC134858												
2.	PAN	AAGCM2256F												
3.	Name of the Company	Maven Systems Private Limited												
4.	Date of Incorporation	21/10/2009												
5.	Type of Company	Private Company												
6.	Registered Office of the company and email ID	Galore Tech, Survey No. 22, Hissa No.1/2+2/1+3/1+4/1/1, Bavdhan Khurd Pune, Pune, Maharastra - 411 021. investorrelations@moschip.com												
7.	Main Objects of the Company as per the Memorandum of Association	1) To provide design services in embedded systems, solutions and software by designing the hardware, developing the software and integrating the same.												
8.	Details of change of name, registered office and objects of the company during the last five years	The Company has not changed its name since incorporation.  On 10/02/2017, the Company has shifted its registered office from "13, Jeevanchhaya Society, L I C Colony, Paud Road, Pune, Maharashtra-411038" to "Galore Tech, Survey No. 22, Hissa No.1/2+2/1+3/1+4/1/1, Bavdhan Khurd, Pune, Maharashtra-411021".  The Company has not altered its objects since incorporation.												
9.	Name of stock exchanges (s) where securities of the company are listed, if applicable	As on the date, the securities of the Company are not listed on any Recognized Stock Exchange.												
10.	Details of the capital structure of the company	<table border="1"> <thead> <tr> <th>Authorised Capital</th> <th>Amount in Rs.</th> </tr> </thead> <tbody> <tr> <td>10,000 Equity shares of Rs.10/- each</td> <td>1,00,000</td> </tr> <tr> <td><b>Total</b></td> <td><b>1,00,000</b></td> </tr> <tr> <td><b>Issued, Subscribed and Paid-Up Capital</b></td> <td></td> </tr> <tr> <td>10,000 Equity shares of Rs.10/- each fully paid up</td> <td>1,00,000</td> </tr> <tr> <td><b>Total</b></td> <td><b>1,00,000</b></td> </tr> </tbody> </table>	Authorised Capital	Amount in Rs.	10,000 Equity shares of Rs.10/- each	1,00,000	<b>Total</b>	<b>1,00,000</b>	<b>Issued, Subscribed and Paid-Up Capital</b>		10,000 Equity shares of Rs.10/- each fully paid up	1,00,000	<b>Total</b>	<b>1,00,000</b>
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11.	Name of the Promoter and director along with their address	<table border="1" data-bbox="703 226 1430 656"> <thead> <tr> <th>S. No.</th> <th>Name of the Director</th> <th>Address</th> </tr> </thead> <tbody> <tr> <td>01</td> <td>Mr. Seetha Ramam Voleti</td> <td># 203 Srivari Residency, Venkatasai Enclave, Nizampet, Hyderabad-500090</td> </tr> <tr> <td>02</td> <td>Mr. Kasinath Tumuluru</td> <td># 2-2-1089, Flat 406, Ratnam Happy Homes Residency, Golnaka, Musheerabad, Hyderabad-500044</td> </tr> <tr> <td>03</td> <td>Mr. A. Chandra Shekar</td> <td># 9 -146, Panduranga Nagar, near Moti Nagar, Hyderabad, Telangana-500018</td> </tr> </tbody> </table> <table border="1" data-bbox="703 689 1430 1193"> <thead> <tr> <th>S. No.</th> <th>Name of the Promoters</th> <th>Address</th> </tr> </thead> <tbody> <tr> <td>01</td> <td>MosChip Semiconductor Technology Limited</td> <td>Plot No. 83 &amp; 84, 02<sup>nd</sup> Floor, Punnaiah Plaza, Road No. 02, Banjara Hills, Hyderabad - 500034</td> </tr> <tr> <td>02</td> <td>Mr. Seetha Ramam Voleti (Nominee of MosChip Semiconductor Technology Limited)</td> <td># 203 Srivari Residency, Venkatasai Enclave, Nizampet, Hyderabad-500090</td> </tr> </tbody> </table>	S. No.	Name of the Director	Address	01	Mr. Seetha Ramam Voleti	# 203 Srivari Residency, Venkatasai Enclave, Nizampet, Hyderabad-500090	02	Mr. Kasinath Tumuluru	# 2-2-1089, Flat 406, Ratnam Happy Homes Residency, Golnaka, Musheerabad, Hyderabad-500044	03	Mr. A. Chandra Shekar	# 9 -146, Panduranga Nagar, near Moti Nagar, Hyderabad, Telangana-500018	S. No.	Name of the Promoters	Address	01	MosChip Semiconductor Technology Limited	Plot No. 83 & 84, 02 <sup>nd</sup> Floor, Punnaiah Plaza, Road No. 02, Banjara Hills, Hyderabad - 500034	02	Mr. Seetha Ramam Voleti (Nominee of MosChip Semiconductor Technology Limited)	# 203 Srivari Residency, Venkatasai Enclave, Nizampet, Hyderabad-500090
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12.	If the scheme of compromise or arrangement relates to more than one company, the fact and details of any relationship subsisting between such companies who are parties to such scheme of compromise or arrangement, including holding, subsidiary or of associate Companies.	Maven Systems Private Limited (the "Transferor Company-01") is a wholly owned subsidiary of MosChip Semiconductor Technology Limited (the Transferee Company) in terms of Section 2(87) of the Companies Act, 2013. The Transferee Company currently holds 100% of the paid-up equity share capital of the Transferor Company.																					
13.	The date of the Board meeting at which the scheme was approved by the Board of directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote/ participate on such resolution;	<p>The Board of Directors approved the Scheme of Amalgamation on 24.08.2017.</p> <p>The following Directors voted in favour of the resolution:</p> <ol style="list-style-type: none"> <li>1. Mr. Seetha Ramam Voleti</li> <li>2. Mr. Kasinath Tumuluru</li> <li>3. Mr. A. Chandra Shekar</li> </ol> <p>All the Directors present in the meeting have voted in favour of the resolution.</p>																					

**TRANSFEROR COMPANY - 02:**

S. No.	Category	Particulars
1.	CIN	U72400KA2014PTC074813
2.	PAN	AADCE6861H
3.	Name of the Company	ElitePlus Semiconductor Technologies Private Limited
4.	Date of Incorporation	10/06/2014
5.	Type of Company	Private Company
6.	Registered Office of the company and email ID	Fortune Summit, 6 <sup>th</sup> Sector, HSR Layout, Roopena Agrahara, Bangalore, Karnataka-560068 <a href="mailto:investorrelations@moschip.com">investorrelations@moschip.com</a>
7.	Main Objects of the Company as per the Memorandum of Association	<ol style="list-style-type: none"> <li>1. To carry on the business as designers, developers, trainers, fabricators, assemblers, repair, modify, trade, merchants, stockiest, consignor, consultants, contractors, advisors, manufacturers, assemblers, buyers, sellers, importers, exporters, service and dealers in all kind of technology, software and hardware related to semiconductors and semiconductor products of all kinds and description.</li> <li>2. To carry on the business as developers, manufacturers, assemblers, buyers, sellers, importers, exporters and dealers in all kinds of semiconductor products, systems, components, consumables, stationery, spare parts, stores, accessories and materials related to semiconductors.</li> <li>3. To undertake the business of IT enabled out sourcing services including back office, call office, call centres, hardware and software maintenance services and other information technology services related to semiconductors.</li> </ol>
8.	Details of change of name registered office and objects of the Company during the last five years	<p>The Company has not changed its name since incorporation.</p> <p>On 10/02/2017, the Company has shifted its registered office "No.991/992, 2nd Floor, 5<sup>th</sup> Main HSR Layout, Sector-7, Bangalore, Karnataka-560102" to "Fortune Summit, 6<sup>th</sup> Sector, HSR Layout, Roopena Agrahara, Bangalore, Karnataka-560068".</p> <p>The Company has not altered its objects since incorporation.</p>
9.	Name of stock exchanges (s) where securities of the company are listed, if applicable	As on the date, the securities of the Company are not listed on any Recognized Stock Exchange.

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12.	If the scheme of compromise or arrangement relates to more than one company, the fact and details of any relationship subsisting between such companies who are parties to such scheme of compromise or arrangement, including	ElitePlus Semiconductor Technologies Private Limited (the "Transferor Company-2") is a wholly owned subsidiary of MosChip Semiconductor Technology Limited (the Transferee Company) in terms of Section 2(87) of the Companies Act, 2013. The Transferee Company currently holds 100% of the paid-up equity share capital of the Transferor Company.																					



	holding, subsidiary or of associate Companies.	
13.	The date of the Board meeting at which the scheme was approved by the Board of directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote/ participate on such resolution;	<p>The Board of Directors approved the Scheme of Amalgamation on 24.08.2017.</p> <p>The following Directors voted in favour of the resolution:</p> <ol style="list-style-type: none"> <li>1. Mr. Seetha Ramam Voleti</li> <li>2. Mr. Kasinath Tumuluru</li> <li>3. Mr. A. Chandra Shekar</li> </ol> <p>All the Directors present in the meeting have voted in favour of the resolution.</p>

**TRANSFEROR COMPANY - 03:**

S. No	Category	Particulars
1.	CIN	U72400KA2013PTC070896
2.	PAN	AABCO9026C
3.	Name of the Company	Orange Semiconductors Private Limited
4.	Date of Incorporation	05/09/2013
5.	Type of Company	Private Company
6.	Registered Office of the company and email ID	Fortune Summit, 6 <sup>th</sup> Sector, HSR Layout, Roopena Agrahara, Bangalore, Karnataka-560068 investorrelations@moschip.com
7.	Main Objects of the Company as per the Memorandum of Association	<ol style="list-style-type: none"> <li>1) To perform design and innovations in the field of engineering, computer science, semiconductor technology, performing innovative services and innovative operations and delivery models.</li> <li>2) To carry on the business of providing consultancy services, process and workflow solutions, management services, administration services, technical and legal consultation services, co-ordination services for management and educational courses, agency services, marketing and vendor development services, international and local business development services, Quality Management Services, Product Branding Services, services of liaisoning and representation for various business segments whether located in India or abroad and render all kind of services required by industries, trade and commerce in respect of any project, job work, import, export, trade, formation, incorporation, promotion, registration of various business units and process re-engineering.</li> <li>3) To carry on the business of consultants in the field of Information Technology, hardware and software, Telecom and Consumer Electronics, Industrial segments, design and fabrication of semiconductor devices and all related areas.</li> </ol>
8.	Details of change of name registered office and objects of the Company during the last five years	<p>The Company has not changed its name since incorporation.</p> <p>On 04/03/2014, the Company has shifted its registered office from "33, Saraswatipuram, Behind Rashi Pride Appts, IIM Post, B G Road, Nayanappanahalli, Bangalore, Karnataka-560076" to "13/35, 1st Floor, 3,rd Cross, Venkatareddy Layout, Koramangala, Bangalore, Karnataka-560095".</p> <p>On 10/02/2017, the Company has shifted its registered office form "13/35, 1st Floor, 3,rd Cross, Venkatareddy Layout, Koramangala, Bangalore, Karnataka-560095" to "Fortune Summit, 6<sup>th</sup> Sector, HSR Layout, Roopena</p>

		Agrahara, Bangalore, Karnataka -560068".  The Company has not altered its objects since incorporation.																					
9.	Name of stock exchanges (s) where securities of the company are listed, if applicable	As on the date, the securities of the Company are not listed on any recognized Stock Exchange.																					
10.	Details of the capital structure of the company	<table border="1"> <thead> <tr> <th>Authorised Capital</th> <th>Amount in Rs.</th> </tr> </thead> <tbody> <tr> <td>10,000 Equity shares of Rs. 10/- each</td> <td>1,00,000</td> </tr> <tr> <td><b>Total</b></td> <td><b>1,00,000</b></td> </tr> <tr> <th>Issued, Subscribed and Paid-Up Capital</th> <td></td> </tr> <tr> <td>10,000 Equity shares of Rs. 10/- each fully paid up</td> <td>1,00,000</td> </tr> <tr> <td><b>Total</b></td> <td><b>1,00,000</b></td> </tr> </tbody> </table>	Authorised Capital	Amount in Rs.	10,000 Equity shares of Rs. 10/- each	1,00,000	<b>Total</b>	<b>1,00,000</b>	Issued, Subscribed and Paid-Up Capital		10,000 Equity shares of Rs. 10/- each fully paid up	1,00,000	<b>Total</b>	<b>1,00,000</b>									
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12.	If the scheme of compromise or arrangement relates to more than one company, the fact and details of any relationship subsisting between such companies who are parties to such scheme of compromise or arrangement, including holding, subsidiary or of associate Companies.	Orange Semiconductors Private Limited (the "Transferor Company-3") is a wholly owned subsidiary of MosChip Semiconductor Technology Limited (the Transferee Company) in terms of Section 2(87) of the Companies Act, 2013. The Transferee Company currently holds 100% of the paid-up equity share capital of the Transferor Company.
13.	The date of the Board meeting at which the scheme was approved by the Board of directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote/ participate on such resolution;	<p>The Board of Directors approved the Scheme of Amalgamation on 24.08.2017.</p> <p>The following Directors voted in favour of the resolution:</p> <ol style="list-style-type: none"> <li>1. Mr. Seetha Ramam Voleti</li> <li>2. Mr. Kasinath Tumuluru</li> <li>3. Mr. A. Chandra Shekar</li> </ol> <p>All the Directors present in the meeting have voted in favour of the resolution.</p>

**TRANSFEROR COMPANY - 04:**

S. No.	Category	Particulars
1.	CIN	U74900KA2013PTC072049
2.	PAN	AABCO9026C
3.	Name of the Company	TexoTech Solutions Private Limited
4.	Date of Incorporation	22/11/2013
5.	Type of Company	Private Company
6.	Registered Office of the company and email ID	Fortune Summit, 6 <sup>th</sup> Sector, HSR Layout, Roopena Agrahara, Bangalore, Karnataka-560068. <a href="mailto:investorrelations@moschip.com">investorrelations@moschip.com</a>
7.	Main Objects of the Company as per the Memorandum of Association	<ol style="list-style-type: none"> <li>1. To carry on the business of providing technical manpower resources, recruitment, placement, selecting, interviewing, staffing and employing at all levels of employment, relating to IT industry and providing of consultancy or other services in this aspect.</li> <li>2. To promote, encourage, establish, develop, maintain, organize, undertake, manage, operate, conduct the business of training and consultancy of IT resources in all types of business, trade, commerce and industry, including the fields of engineering, management, financial and information technology and to advise the management, in training, development, evaluation, appraisal and recruitment, in business, trade, commerce, and industry.</li> <li>3. To carry on the business of consultants and service providers in the field of Human Resources Services in all its aspects including testing and analyzing abilities and skills of persons and rating the same, developing the test modules, conducting training programmes of all kinds including orientation programmes.</li> <li>4. To carry on the business of development and design of software programs related any industry, business, application, product, device, computer, microprocessor, including design and implementation of hardware and software whether in India or abroad with the help of own or outsourced technical manpower resources.</li> </ol>
8.	Details of change of name registered office and objects of the Company during the last five years	<p>The Company has not changed its name since incorporation.</p> <p>On 09/12/2015, the Company has shifted its registered office from "805, Elbrus Block, Alpine Eco, Doddanekundi Village, Ferncity Main Road, Alpine Avenue, Mahadevapura, Bangalore, Karnataka-560037" to "No.8, 1<sup>st</sup> Floor, 3<sup>rd</sup> Cross, Venkatareddy Layout, Koramangala, Bangalore, Karnataka-560095".</p>

		<p>On 10/02/2017, the Company has shifted its registered office from “No.8, 1st Floor, 3rd Cross, Venkatareddy Layout, Koramangala, Bangalore, Karnataka-560095” to “Fortune Summit, 6<sup>th</sup> Sector, HSR Layout, Roopena Agrahara, Bangalore, Karnataka -560068”.</p> <p>The Company has not altered its objects since incorporation.</p>																					
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13.	The date of the Board meeting at which the scheme was approved by the Board of directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote/ participate on such resolution;	<p>The Board of Directors approved the Scheme of Amalgamation on 24.08.2017.</p> <p>The following Directors voted in favour of the resolution:</p> <ol style="list-style-type: none"> <li>1. Mr. Seetha Ramam Voleti</li> <li>2. Mr. Kasinath Tumuluru</li> <li>3. Mr. A. Chandra Shekar</li> </ol> <p>All the Directors present in the meeting have voted in favour of the resolution.</p>

#### TRANSFEEE COMPANY:

S. No.	Category	Particulars
1.	CIN	L31909TG1999PLC032184
2.	PAN	AACCM3938L
3.	Name of the Company	MosChip Semiconductor Technology Limited
4.	Date of Incorporation	27/07/1999
5.	Type of Company	Listed Public Limited Company
6.	Registered Office of the company and email ID	<p>Plot No. 83 &amp; 84, 02<sup>nd</sup> Floor, Punnaiah Plaza, Road No. 02, Banjara Hills, Hyderabad, Telangana-500034.            Email: <a href="mailto:investorrelations@moschip.com">investorrelations@moschip.com</a></p>
7.	Main Objects of the Company as per the Memorandum of Association	<ol style="list-style-type: none"> <li>1) To carry on the business of and to render consultancy, training and professional services in the area of information technology and software development, to develop programmes and systems, to undertake turnkey software projects and operation research to offer complete hardware and software solutions and technical services and to subject the same to commercial exploitation, export, import and to act as dealers and authorized representatives of the same.</li> <li>2) To carry out researches, investigations and experimental work of every description in relation to the electrical, electronic and telecommunication industry, to act as consultants and advisors or provide consultation services, in all aspects of automation, including computerization or any</li> </ol>

		<p>others, to government, statutory or semi-government organizations, business, commerce and industry, or any other organization whatever nature, in all their branches, activities, operations or projects.</p> <p>3) To undertake the designing, development and programming of systems and application software either for its own use or for sale in India or abroad and to design and develop such systems and application software for or on behalf of manufacturers, owners and users of computer systems and analogue/digital/electronic/optical/laser/photographic equipment and to provide design services of ASIC, embedded technologies, design automation including architectural development, RTL development synthesis, mixed signal design, technology migration retargeting, logic design, logic verification, circuit design, physical design, gate array/standard cell implementations physical verification, hardware design, ATM, embedded operating systems, Device Drives, DSP Hardware net work protocols, Routing, Frame relays, High speed bus design, Network management and EDA methodologies, custom tool and GUI development, Tool customization, Frame works, Data and code conversions in India or elsewhere in the world and to buy, sell, import and export, deal, convert and exploit, the same on commercial lines or otherwise in respect of the same.</p> <p>4) To carry on the business of and to provide application and development in the area of internet and e-commerce and to offer web based solutions, to publish multimedia websites for companies, corporations, institutions, and to create design services for website, internet business solutions, intranet, extra net, and other information over internet.</p> <p>5) To set up and run electronic data processing centers and to carry on the business of data processing, word processing, software development, programming and consultancy, system studies, management consultancy, techno-economic feasibility studies of project, design and development of management information systems, technical analysis of data, data storage and retrieval services and services of all kinds and description in connection with commerce, finance, accounts, medicine, engineering, communication and other technological fields.</p> <p>6) To carry on the business of manufacturers, developers, buyers, sellers, importers, exporters,</p>
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		agents, job workers, assemblers, and dealers of metal oxide semiconductor chips, chips of Integrated Circuit nature and all types of computer and communication systems including micro computers, macro computers, workstations, software and hardware of all description, peripherals and accessories, parts and consumables including mother boards, VDUs, LCDs, and such other products or things which may be considered either as an integral part of a computer system or as an optional attachment or supplement there to and to undertake turnkey projects and operations, research, to offer complete solutions and technical services including data transmission, data processing devices whether present or future and to subject the same to commercial exploitation either for its own use or for sale in India or elsewhere in the world and to execute and install thereof the same whether by the company or on behalf of manufacturers, owners and users.																				
8.	Details of change of name registered office and objects of the Company during the last five years	<p>During the last five years, the Company has not changed its name.</p> <p>During the last five years, the Company has not changed its registered office.</p> <p>During the last five years, the Company has not changed its objects.</p>																				
9.	Name of stock exchange(s) where securities of the company are listed, if applicable	Bombay Stock Exchange Limited (BSE) BSE Limited, Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001																				
10.	Details of the capital structure of the company	<table border="1"> <thead> <tr> <th>Authorised Capital</th> <th>Amount in Rs.</th> </tr> </thead> <tbody> <tr> <td>27,50,00,000 Equity shares of Rs.2/- each</td> <td><b>55,00,00,000</b></td> </tr> <tr> <td>Total</td> <td>55,00,00,000</td> </tr> <tr> <th>Issued Capital</th> <td></td> </tr> <tr> <td>12,74,47,589 Equity shares of Rs.2/- each</td> <td>25,48,95,178</td> </tr> <tr> <th>Subscribed Capital</th> <td></td> </tr> <tr> <td>12,48,68,515 Equity shares of Rs.2/- each</td> <td>24,97,37,030</td> </tr> <tr> <th>Paid-up Capital</th> <td></td> </tr> <tr> <td>12,48,68,515 Equity shares of Rs.2/- each</td> <td>24,97,37,030</td> </tr> <tr> <td><b>Total paid-up</b></td> <td><b>24,97,37,030</b></td> </tr> </tbody> </table>	Authorised Capital	Amount in Rs.	27,50,00,000 Equity shares of Rs.2/- each	<b>55,00,00,000</b>	Total	55,00,00,000	Issued Capital		12,74,47,589 Equity shares of Rs.2/- each	25,48,95,178	Subscribed Capital		12,48,68,515 Equity shares of Rs.2/- each	24,97,37,030	Paid-up Capital		12,48,68,515 Equity shares of Rs.2/- each	24,97,37,030	<b>Total paid-up</b>	<b>24,97,37,030</b>
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<b>Total paid-up</b>	<b>24,97,37,030</b>																					
11.	Name of the Promoter and director along with their address	<p><b>A) Details of the Promoters of the Company:</b></p> <p><b>1.Techwave Pte Limited</b> # 01, Scotts Road, #21-07 Shaw Centre, Singapore</p>																				

		<p>(228208).</p> <p><b>2. K. Ramachandra Reddy</b> # Plot No.828, Road No. 42, Jubilee Hills, Hyderabad, Telangana – 500 034.</p> <p><b>3. C. Dayakar Reddy</b> # Plot No. 686, Road No 33, Jubilee Hills, Hyderabad, Telangana – 500033.</p> <p><b>4. C. Surekha Reddy</b> # Plot No. 686, Road No 33, Jubilee Hills, Hyderabad, Telangana – 500033.</p> <p><b>5. Vinay D. Kumar</b> # 53 Whisper Valley, H.S. Darga, Golconda Post, Hyderabad, Telangana – 500008</p> <p><b>6. Art Khachaturian</b> # 5911 Fleet St, San Jose, California, USA – 95120.</p> <p><b>7. K. Pratibha Reddy</b> # Plot No.828, Road No. 42, Jubilee Hills, Hyderabad, Telangana – 500 034.</p> <p><b>8. Chandram Rama Reddy</b> # 45 ICRISAT Colony, Phase-1, Brig Sayeed Rd, Tadbund, Secunderabad, Telangana – 500009.</p> <p><b>9. Joseph K. Wai</b> # 24940, Oneonta DR, Los Altos, California, CA, USA – 94022.</p> <p><b>10. Laruence N Benz</b> # 15211, Champion Lakes Place Louisville, KY 40245 Jefferson County, USA</p> <p><b>11. Sean Paul Carney</b> # 905, Wallea DR, Menlo Park, California, CA, USA – 94025.</p> <p><b>12. Gary Kennedy</b> # 15155, Alondra Lane, Saratoga, CA 95070 USA.</p> <p><b>13. Steve Shu Fun Kam</b> # 28001 Arastradero Road, Los Altos Hills, CA - 94022, USA</p> <p><b>14. Eddie Sin Po Chiu</b> # Block M, 7th Floor, Scenic Villas, Scenic Villa Drive, Pokfulam, Hong Kong, China</p> <p><b>B) Details of the Directors of the Company:</b></p>
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		<p><b>01) Kadiri Ramachandra Reddy</b> # 828, Road No. 42, Jubilee Hills, Hyderabad - 500033</p> <p><b>02) Seetha Ramam Voleti</b> # 203 Srivari Residency, Venkatasai Enclave, Nizampet, Hyderabad-500090.</p> <p><b>03) Prasad Gajjala</b> # Flat No. 401, Gharonda Annapurna Apartments, 1-10-15, Ashok Nagar, Hyderabad-500020.</p> <p><b>04) Poornima Shenoy</b> # B - 1, Hulkul Residency No. 81, Lavelle Road, Bangalore, Karnataka-560001.</p> <p><b>05) Camillo Martino</b> # 18841 Graystone Ln San Jose, California, CA – 95120, USA.</p>
12.	If the scheme of compromise or arrangement relates to more than one company, the fact and details of any relationship subsisting between such companies who are parties to such scheme of compromise or arrangement, including holding, subsidiary or of associate Companies.	MosChip Semiconductor Technology Limited (the “Transferee Company”) is holding company of Maven Systems Private Limited (the “Transferor Company-01”), elitePlus Semiconductor Technologies Private Limited (the “Transferor Company-2”), Orange Semiconductors Private Limited (the “Transferor Company-3”) and TexoTech Solutions Private Limited (the “Transferor Company-4”)
13.	The date of the Board meeting at which the scheme was approved by the Board of directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote/ participate on such resolution;	<p>The Board of Directors approved the Scheme of Amalgamation on 24.08.2017.</p> <p>The following Directors voted in favour of the resolution:</p> <ol style="list-style-type: none"> <li>1. Mr. Seetha Ramam Voleti</li> <li>2. Mr. Kadiri Ramachandra Reddy</li> <li>3. Mr. Prasad Gajjala</li> </ol> <p>All the Directors present in the meeting have voted in favour of the resolution.</p>

**STATEMENT TO BE ANNEXED TO THE NOTICE**

Pursuant to Clause (v) of Sub-rule (3) of Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

Following are the details disclosing of the Scheme of Amalgamation:

<b>S. No.</b>	<b>CATEGORY</b>	<b>PARTICULARS</b>
01	Parties involved in such compromise or arrangement	<p><b>M/s. Maven Systems Private Limited</b> (Transferor Company-01)</p> <p><b>M/s. ElitePlus Semiconductor Technologies Private Limited</b> (Transferor Company-02)</p> <p><b>M/s. Orange Semiconductor Technologies Private Limited</b> (Transferor Company-03)</p> <p><b>M/s. TexoTech Solutions Private Limited</b> (Transferor Company-04)</p> <p><b>M/s. MosChip Semiconductor Technology Limited</b> (Transferee Company)</p>
02	In case of amalgamation or merger, appointed date, effective date, share exchange ratio (if applicable) and other considerations, if any	<p><b>Appointed date:</b> 01.04.2017</p> <p><b>Effective date:</b> The date on which the certified copy of the order of the Regional Director, South East Region, Hyderabad sanctioning the Scheme of Amalgamation is filed with Registrar of Companies, Telangana and Andhra Pradesh, Hyderabad.</p> <p><b>Consideration:</b> Since, all Transferor Companies are wholly owned subsidiaries of Transferee Company, the entire equity share capital of Transferor Companies shall stand cancelled and hence no new equity shares will be allotted through the proposed Scheme of Amalgamation.</p>
03	Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any; and the declaration that the valuation reports is available for inspection at the registered office of the company;	Not Applicable since, all Transferor Companies are wholly owned subsidiaries of Transferee Company, the entire equity share capital of Transferor Companies shall stand cancelled and hence no new equity shares will be allotted through the proposed Scheme of Amalgamation

04	<p>Details of capital/ debt restructuring, if any;</p> <p><b>PRE MERGER:</b></p> <table border="1" data-bbox="293 342 1520 734"> <thead> <tr> <th data-bbox="293 342 504 461">Authorised Share Capital</th> <th data-bbox="504 342 711 461">MosChip</th> <th data-bbox="711 342 903 461">Maven</th> <th data-bbox="903 342 1131 461">ElitePlus</th> <th data-bbox="1131 342 1326 461">Orange</th> <th data-bbox="1326 342 1520 461">TexoTech</th> </tr> </thead> <tbody> <tr> <td data-bbox="293 461 504 734">Equity Shares</td> <td data-bbox="504 461 711 734">Rs.55,00,00,000/- (Divided into 27,50,00,000 Equity Shares of Rs. 02/- each)</td> <td data-bbox="711 461 903 734">Rs.1,00,000/- (Divided into 10,000 Equity Shares of Rs.10/- each)</td> <td data-bbox="903 461 1131 734">Rs.1,10,000 /- (Divided into 11,000 Equity Shares of Rs. 10/- each)</td> <td data-bbox="1131 461 1326 734">Rs.1,00,000/- (Divided into 10,000 Equity Shares of Rs.10/- each)</td> <td data-bbox="1326 461 1520 734">Rs.1,00,000/- (Divided into 10,000 Equity Shares of Rs.10/- each)</td> </tr> </tbody> </table> <p><b>POST MERGER:</b></p> <table border="1" data-bbox="293 808 1337 967"> <thead> <tr> <th data-bbox="293 808 730 853">Authorised Share Capital</th> <th data-bbox="730 808 1337 853">MosChip</th> </tr> </thead> <tbody> <tr> <td data-bbox="293 853 730 967">Equity Shares</td> <td data-bbox="730 853 1337 967">55,04,10,000 /- (Divided into 27,52,05,000 Shares of Rs.02/- each)</td> </tr> </tbody> </table>		Authorised Share Capital	MosChip	Maven	ElitePlus	Orange	TexoTech	Equity Shares	Rs.55,00,00,000/- (Divided into 27,50,00,000 Equity Shares of Rs. 02/- each)	Rs.1,00,000/- (Divided into 10,000 Equity Shares of Rs.10/- each)	Rs.1,10,000 /- (Divided into 11,000 Equity Shares of Rs. 10/- each)	Rs.1,00,000/- (Divided into 10,000 Equity Shares of Rs.10/- each)	Rs.1,00,000/- (Divided into 10,000 Equity Shares of Rs.10/- each)	Authorised Share Capital	MosChip	Equity Shares	55,04,10,000 /- (Divided into 27,52,05,000 Shares of Rs.02/- each)
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05	<p>Rationale for the compromise or arrangement</p>	<ul style="list-style-type: none"> <li>• To achieve greater integration and greater financial strength and flexibility, to maximize overall shareholder value.</li> <li>• To achieve cost savings from more focused operational efforts, rationalisation, standardization and simplification of business processes, productivity improvements and rationalization of administrative expenses.</li> <li>• The consolidation of activities of the Transferor Companies and the Transferee Company by way of amalgamation will lead to operational synergies, greater productivity and economical operations for future growth of the Transferee Company.</li> <li>• The Scheme of Amalgamation will provide for pooling of the managerial, technical and financial resources of the Transferor Companies and the Transferee Company which will help in increasing the competitiveness of the Transferee Company.</li> <li>• The Scheme of Amalgamation will result in economies of scale, reduction in overheads including administrative, managerial and other expenditure, operational rationalization, organizational efficiency and optimal utilization of resources.</li> </ul>																

		<ul style="list-style-type: none"> <li>• The Scheme of Amalgamation will result in a significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by both the Transferor Companies and the Transferee Company.</li> <li>• The banks, creditors and financial institutions, if any, are not adversely affected by the proposed amalgamation as their security and asset cover will be maintained.</li> <li>• The Scheme provides for vesting and transfer of business and undertaking of the wholly owned subsidiary Companies including all the debts, liabilities, duties and obligations w.e.f the Appointed Date.</li> </ul>
06	Benefits of the compromise or arrangement as perceived by the Board of directors to the Company, members, creditors and others (as applicable);	The Benefits are detailed in the enclosed Draft Scheme of Amalgamation
07	Amount due to unsecured creditors	Rs.3,310.11 Lakhs
08	Disclosure about the effect of the compromise or arrangement on:	
(a)	Key Managerial Personnel	None
(b)	Directors	None
(c)	Promoters	None
(d)	Non promoter Members	None
(e)	Depositors	There are no Depositors
(f)	Creditors	The creditors of Transferor Companies shall become the creditors of the transferee company on the effective date and the liabilities towards such creditors shall stand transferred to the transferee company.
(g)	Debenture holders	There are no debenture holders
(h)	deposit trustee and debenture trustee	As the Company doesn't have any Depositors and Debenture holders, there is no Deposit Trustee and Debenture Trustee
(i)	Employees of the Company	The employees on the Rolls of Transferor Companies as on the effective date shall become the employees of the Transferee Company.
09	Disclosure about effect of compromise or arrangement on material interests of directors, Key Managerial Personnel (KMP) and debenture trustee.	The proposed scheme would not affect the material interests of directors, Key Managerial Personnel (KMP). There is no debenture trustee to the Company.
10	Investigation or proceedings, if any, pending against the Company under the Act.	There are no pending proceedings against the Company.
11	Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection by the members and creditors, namely:	

(a)	Latest audited financial statements of the company including consolidated financial statements	Available at the Registered Office
(b)	Copy of the order of Tribunal in pursuance of which the meeting is to be convened or has been dispensed with;	Not applicable as the Meeting is held under Section 233 of the Companies Act, 2013
(c)	Copy of scheme of compromise or arrangement;	Attached to the Notice of the meeting. Also available at the Registered Office
(d)	Contracts or agreements material to the compromise or arrangement;	None [There would be employment contracts, service contracts with the clients and other...]
(e)	The certificate issued by Auditor of the company to the effect that the accounting treatment, if any, proposed in the scheme of compromise or arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013	Available at the Registered Office
(f)	Such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the scheme;	None
12	Details of approvals, sanctions or no-objection(s), if any from regulatory or any other governmental authorities required, received or pending for the proposed scheme of compromise or arrangement.	Application shall be filed with the Regional Director, South Eastern Region, Ministry of Corporate Affairs under Section 233 of the Companies Act, 2013 for the approval of the Scheme of Amalgamation.
13	A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means.	Yes. (Included in notes forming a part of the General Meeting Notice).

**Annexure – III****FORM NO. CAA.10  
(DECLARATION OF SOLVENCY)**

[Pursuant to Section 233(1)(c) of the Companies Act, 2013 read with Rule 25(2) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

1. (a) Corporate Identity Number (CIN) of Company: L31909TG1999PLC032184  
(b) Global location number (GLN) of company: Not Applicable
2. (a) Name of the Company: MosChip Semiconductor Technology Limited  
(b) Address of the registered office of the company: Plot No. 83 & 84, 2<sup>nd</sup> Floor, Punnaiah Plaza Road No. 2, Banjara Hills, Hyderabad TG 500034  
(c) E-mail ID of the company: [suresh.cs@moschip.com](mailto:suresh.cs@moschip.com)
3. (a) Whether the company is listed: Yes  
(b) If listed, please specify the name(s) of the stock exchange(s) where listed: BSE Limited, Mumbai.
4. Date of Board of Director's resolution approving the scheme: 24.08.2017

**Declaration of Solvency**

We, the directors **of M/s. MosChip Semiconductor Technology Limited** do solemnly affirm and declare that we have made a full enquiry into the affairs of the company and have formed the opinion that the Company is capable of meeting its liabilities as and when they fall due and that the company will not be rendered insolvent within a period of one year from the date of making this declaration.

We append an audited statement of company's assets and liabilities as at 31st March, 2017, being the latest date of making this declaration.

We further declare that the Company's Audited Annual Accounts including the Balance Sheet have been filed upto date with the Registrar of Companies, Hyderabad.

Signed for and behalf of the board of directors  
For **M/s. MosChip Semiconductor Technology Limited**

**Seetha Ramam Voleti**

Date: 24.08.2017  
Place: Hyderabad

Whole-Time Director  
DIN: 07332440  
Address: 203 Srivari  
Residency, Venkatasai  
Enclave, Nizampet,  
Hyderabad-500090

**Kadiri Ramachandra  
Reddy**

Director  
DIN: 00042172  
Address: 828, Road No. 42,  
Jubilee Hills, Hyderabad  
Hyderabad-500033



## Verification

We solemnly declare that we have made a full enquiry into the affairs of the Company including the assets and liabilities of this company and that having done so and having noted that the scheme of merger or amalgamation between M/s. MosChip Semiconductor Technology Limited (Transferee Company) and M/s. ElitePlus Semiconductor Technologies Private Limited, M/s. Orange Semiconductors Private Limited, M/s. TexoTech Solutions Private Limited (Step down Subsidiary) and M/s. Maven Systems Private Limited (100% Wholly-owned Subsidiaries) (Transferor Companies) is proposed to be placed before the Shareholders and Creditors of the Company for approval as per the provisions of Sub-section of (1) of Section 233 of the Companies Act, 2013, We make this solemn declaration believing the same to be true.

Verified this day the 24<sup>th</sup> August, 2017.

*Signed for and behalf of the board of directors  
for **M/s. MosChip Semiconductor Technology Limited***

***Seetha Ramam Voleti***

Date: 24.08.2017  
Place: Hyderabad

Whole-Time Director  
DIN: 07332440  
Address: 203 Srivari  
Residency, Venkatasai  
Enclave, Nizampet,  
Hyderabad-500090

***Kadiri Ramachandra  
Reddy***

Director  
DIN: 00042172  
Address: 828, Road No. 42,  
Jubilee Hills, Hyderabad  
Hyderabad-500033

Statement of assets and liabilities as at 31/03/2017

Name of the company: MosChip Semiconductor Technology Limited

<b>S. No</b>	<b>Assets</b>	<b>Rs. In Lakhs</b>
1.	Balance at Bank	17.73
2.	Cash in hand	0.75
3.	Marketable securities	-
4.	Bills receivables	-
5.	Trade debtors	2200.65
6.	Loans & advances	1999.30
7.	Unpaid calls	-
8.	Stock-in-trade	-
9.	Work in progress	407.62
10.	Freehold property	-
11.	Leasehold property	18.48
12.	Plant and machinery	0.22
13.	Furniture, fittings, utensils, etc.	1.65
14.	Patents, trademarks, etc.	-
15.	Investments other than Marketable securities	-
16.	Other property	457.05
	<b>Total (A)</b>	<b>5103.45</b>
	<b>Liabilities</b>	<b>Rs. In Lakhs</b>
1.	Secured on specific assets	-
2.	Secured by floating charge(s)	-
3.	Estimated cost of liquidation and other expense including Interest accruing until payment of debts in full.	-
4.	Unsecured creditors (Amounts estimated to rank for payment)	
(a)	Trade accounts	-
(b)	Bills payable	45.45
(c)	Accrued expense	1001.66
(d)	Other liabilities	2263.00
(e)	Contingent liabilities	-
	<b>Total (B):</b>	<b>3310.11</b>
	Total value of assets (A) Rs:	<b>5103.45</b>
	Total liabilities (B) Rs:	<b>3310.11</b>
	Estimated surplus after paying debts in full (A-B) Rs:	<b>1793.33</b>

Remarks: All the numbers have been extracted from the audited financial statements for the year ended 31 March 2017

(1) Signature: .....  
Name: Seetha Ramam Voleti  
Director

(2) Signature: .....  
Name: Ramachandra Reddy Kadiri  
Director

Place: Hyderabad  
Date: 24<sup>th</sup> August, 2017

**CONSENT FOR RECEIVING DOCUMENTS IN ELECTRONIC MODE**

(Pursuant to circulars no. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011)

To,  
Karvy Computershare Pvt. Ltd.  
Karvy Selenium, Tower B,  
Plot No. 31 & 32, Financial District,  
Gachibowli, Hyderabad - 500 032,  
Telangana, India

Dear Sir,

I/We shareholder (s) of MOSCHIP SEMICONDUCTOR TECHNOLOGY LIMITED, agree to receive all notices and documents including the Annual Report, Notice for General Meetings and other Shareholders Communication in electronic mode (through email).

I/We request you to kindly register my / our below mentioned email id in the Company's records for sending such communication through email.

Folio No...../DP ID No.\*.....and Client ID No.\*.....

\*Applicable for members holding shares in electronic form.

Name of the Sole / First Shareholder : \_\_\_\_\_

Name of the Joint Shareholders (if any) : \_\_\_\_\_

No. of Shares held : \_\_\_\_\_

E-mail id for receipt of documents in Electronic mode : \_\_\_\_\_

Date:

Place:

Signature:

\_\_\_\_\_  
(Sole / First Shareholder)

Note:

1. Shareholders are requested to inform the Company's Registrar and Share Transfer Karvy Computershare Pvt. Ltd, as and when there is change in their registered email-id.
2. for shares held in demat form, shareholders are also requested to inform /update their email-ids to their respective Depository Participants

**MOSCHIP SEMICONDUCTOR TECHNOLOGY LIMITED**  
 Regd. Office: Plot No.83 & 84, 2<sup>nd</sup> Floor, Punnaiah Plaza, Road No.02, Banjara Hills,  
 Hyderabad – 500 034.CIN: L31909TG1999PLC032184

**FORM NO. MGT - 11**  
**PROXY FORM**

[Pursuant to the provisions of Section 105(6) of the Companies Act, 2013 and  
 Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : \_\_\_\_\_  
 Registered Address : \_\_\_\_\_  
 \_\_\_\_\_  
 E-mail ID : \_\_\_\_\_  
 Folio No. / Client ID: DP ID: \_\_\_\_\_

I/We being the Member(s) of \_\_\_\_\_ equity shares of Rs.2 each of MOSCHIP SEMICONDUCTOR TECHNOLOGY LIMITED, hereby appoint:

1. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 \_\_\_\_\_ Signature: \_\_\_\_\_

Or failing him/her

2. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 \_\_\_\_\_ Signature: \_\_\_\_\_

Or failing him/her

3. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, September 29, 2017 at 10.30 a.m. at Regd. Office: Plot No.83 & 84, 2<sup>nd</sup> Floor, Punnaiah Plaza, Road No.02, Banjara Hills, Hyderabad – 500034 and at any adjournment(s) thereof, in respect of the resolutions, as indicated below:

I/We wish my above proxy (ies) to vote in the manner as indicated in the box below:

Resolution No.	Description	(For)*	(Against)*	(Abstain)*
1.	To adopt Standalone and Consolidated Financial Statements of the Company including Report of Board of Directors and Auditors for the financial year ended 31st March, 2017.			
2.	To appoint a Director in place of Mr. Seetha Ramam Voleti (holding DIN: 07332440), who retires by rotation and being eligible offers himself for re-appointment			
3.	To appoint M/s S. T. Mohite & Co., Chartered Accountants (FRN No.011410S) as Statutory Auditors of the Company to hold office from the conclusion of the 18th Annual General Meeting (AGM) until the conclusion of the Twenty Third (23rd) AGM of the Company to be held in the year 2022 and fix their remuneration.			

4.	Re-appointment of Mr. Prasad Gajjala (DIN: 00026718) as an Independent Director of the company for a period of five years.			
5.	Re-appointment of Ms. Poornima Shenoy (DIN: 02270175) as an Independent Director of the company for a period of five years.			
6.	Appointment of Mr. Camillo Martino (DIN: 07785530) as an Independent Director of the company for a period of five years.			
7.	To approve the Scheme of Amalgamation of Wholly Owned Subsidiary Companies i.e. Maven Systems Private Limited (Maven Systems), ElitePlus Semiconductor Technologies Private Limited (ElitePlus Semiconductor), Orange Semiconductors Private Limited (Orange Semiconductors) and TexoTech Solutions Private Limited (TexoTech) with MosChip Semiconductor Technology Limited as per the provisions of Section 233 of the Companies Act, 2013.			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017.

Affix 1 Rupee Revenue Stamp
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\_\_\_\_\_  
Signature of Shareholder/s

\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
Signature of second proxy holder

\_\_\_\_\_  
Signature of third proxy holder

\*Please put a (√) in the appropriate column against the resolution as indicated in the Box. Alternatively, you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Notes:

1. This Form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

2. A proxy need not be a Member of the Company.

3. In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorisation should be attached to the proxy form.

4. A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

5. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.

6. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

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MOSCHIP SEMICONDUCTOR TECHNOLOGY LIMITED  
Regd. Office: Plot No.83 & 84, 2<sup>nd</sup> Floor, Punnaiah Plaza, Road No.02, Banjara Hills,  
Hyderabad – 500 034. CIN: L31909TG1999PLC032184

(To be handed over at entrance of the Meeting Venue)

**ATTENDANCE SLIP**

Regd. Folio No. / DPID – Client ID No. \_\_\_\_\_

SHAREHOLDER'S NAME: \_\_\_\_\_

(In Block Capitals)

In case of Proxy

NAME OF PROXY: \_\_\_\_\_

(In Block Capitals)

No. of Shares held \_\_\_\_\_

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence at the Annual General Meeting of the Company held on Friday, September 29, 2017 at 10.30 A.M. at Plot No.83 & 84, 2<sup>nd</sup> Floor, Punnaiah Plaza, Road No.02, Banjara Hills, Hyderabad – 500 034.

**Signature of Shareholder/s / Proxy**

Notes:

- a) Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- b) Member/Proxy who wishes to attend the meeting must bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.
- c) Member/Proxy should bring his/her copy of the annual report for reference at the meeting.
- d) Please bring this Attendance Slip when coming to the Meeting.

## Route Map for the venue of AGM

