

NOTICE OF 19th ANNUAL GENERAL MEETING

Notice is hereby given that the **Nineteenth Annual General Meeting** of MosChip Semiconductor Technology Limited will be held on Saturday, the 29th September, 2018 at 10.30 a.m. at the registered office of the Company situated at Plot No. 83 & 84, 2nd Floor, Punnaiah Plaza, Road No.2, Banjara Hills, Hyderabad, Telangana - 500 034, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the report of the Board of Directors, the Audited Financial Statements (Standalone and Consolidated) of the Company for the year ended 31st March, 2018 and the Auditors report 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, 2018 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, 2018 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. K. Ramachandra Reddy (DIN: 00042172), 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. K. Ramachandra Reddy (DIN: 00042172), 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.”

SPECIAL BUSINESS:

3. Appointment of Mr. K. Pradeep Chandra (DIN: 05345536) 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. K. Pradeep Chandra (DIN: 05345536), who was appointed as an Additional Director in Independent Category of the Company by the Board of Directors at its meeting held on 27th April, 2018, 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 in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, 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 24th Annual General Meeting of the Company in the calendar year 2023.”

4. Appointment of Mr. D. G. Prasad (DIN: 00160408) 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. D. G. Prasad (DIN: 00160408), who was appointed as an Additional Director in Independent Category of the Company by the Board of Directors at its meeting held on 28th May, 2018, whose term of office expires at next 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 in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, 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 24th Annual General Meeting of the Company in the calendar year 2023.”

5. Appointment of Mr. Raja Praturi (DIN: 01819707) as a Non-Executive and Non-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 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Raja Praturi (DIN: 01819707), who was appointed as an Additional Director by the Board on 29th September, 2017 (designated as Non-Executive director by the Board on 13 August 2018) and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose Mr. Raja Praturi as a candidate for the office of Director of the Company, be and is hereby appointed as Non-Executive Director of the Company.”

6. Appointment of Mr. Damodar Rao Gummadapu (DIN: 07027779) as a Non-Executive and Non-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 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Damodar Rao Gummadapu (DIN: 07027779), who was appointed as an Additional Director by the Board on 27th April, 2018 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose Mr. Damodar Rao Gummadapu as a candidate for the

office of Director of the Company, be and is hereby appointed as Non-Executive Director of the Company.”

By Order of the Board of Directors

Place: Hyderabad

Date: 03rd September 2018

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. 3, 4, 5 & 6 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, 3, 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 meeting .
6. The Register of Members and Share Transfer Books of the company will remain closed from Saturday, September 22, 2018 to Saturday, September 29, 2018 (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 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 19th 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 19th 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 19th 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. 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 Wednesday, 26th September, 2018 to 5.00 p.m (IST) on Friday, 28th September, 2018. During the period, shareholders of the company holding shares either in dematerialized or physical form as on the cut-off date of Saturday, 22nd September, 2018, may cast their vote electronically.
18. 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.

19. 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.
20. 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. Saturday, 22nd September, 2018, only shall be entitled to avail the facility of remote e-voting / Ballot.
21. 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.
22. 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.
23. 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. Saturday, 22nd September, 2018, 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.

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 Wednesday, 26th September, 2018
End of remote e-voting: Up to 5.00 p.m. (IST) on Friday, 28th September, 2018.

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 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. Saturday, 29th September, 2018.
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: bssass99@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 NO.”
 - (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>.
24. The route map showing directions to reach the venue of the Annual General Meeting is annexed.

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. 3, 4, 5 & 6 of the accompanying Notice dated: 03rd September, 2018 convening the 19th Annual General Meeting of the Company scheduled for 29th September, 2018.]

Item No. 3, 4, 5 & 6:

On the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company at the meetings held on (i) 29th September, 2017 appointed Mr. Raja Praturi as an Additional Director in the category of Independent (category changed to Non-executive director in the meeting held on 13th August 2018), (ii) 27th April, 2018 appointed Mr. K. Pradeep Chandra as an Additional Director in the category of Independent, (iii) 27th April, 2018 appointed Mr. Damodar Rao Gummadapu as an Additional Director in Non-Executive category and (iv) 28th May, 2018 appointed Mr. D. G. Prasad as an Additional Director in the category of Independent.

In terms of the provisions of Section 161 of the Act, Mr. K. Pradeep Chandra, Mr. D. G. Prasad, Mr. Raja Praturi, and Mr. Damodar Rao Gummadapu hold the office till the date of ensuing Annual General Meeting and are eligible for appointment.

Notices under the provisions of Section 160 of the Act have been received from members signifying their intention to propose the candidature of, Mr. K. Pradeep Chandra, Mr. D. G. Prasad, Mr. Raja Praturi and Mr. Damodar Rao Gummadapu as Directors of the Company.

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.

Mr. K. Pradeep Chandra, Mr. D. G. Prasad, Mr. Raja Praturi, and Mr. Damodar Rao Gummadapu 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. K. Pradeep Chandra, Mr. D. G. Prasad, Mr. Raja Praturi, and Mr. Damodar Rao Gummadapu, are in any way, concerned or interested in the said resolutions.

The Directors therefore, recommend the resolutions as set out in item No. 3, 4, 5 & 6 of this Notice for approval of the shareholders.

A brief profile of the Independent & Non-Executive Directors to be appointed is given below:

Mr. K. Pradeep Chandra, IAS (R), was a former Chief Secretary of the State of Telangana. He is an alumni of IIT Madras, and IIM Kolkata. He holds master's Degree in Management & Finance from Atkinson Graduate School of Management, Willamette University, USA, and PhD in Public Administration, Ethics and Citizen Participation in Governance, University of Southern California, USA.

1. Mr. K. Pradeep Chandra selected to the Indian Administrative Service (IAS) in 1982, has over 34 years' experience in Government, in various positions and functional areas including as Chief Rationing Officer, Collector and District Magistrate, Vizag and Guntur Districts, Director of Technical Education, Special Chief Secretary of Finance, Industries & Commerce and Revenue Departments and Chief Secretary, Government of Telangana.
2. Mr. K. Pradeep Chandra is the Author of the Telangana State Industrial Policy and wrote the internationally acclaimed TS-iPASS single window system, resulting in Telangana State being ranked No. 1 in the Government of India "Ease of Doing Business" Ranking.

Mr. D. G. Prasad is a qualified Chartered Accountant and had been a Career Banker for over 33 years. He started his Banking career with Canara Bank and moved over to Export-Import Bank of India (Exim Bank) in its formative stage. As a Chief General Manager, he has considerable expertise in trade finance, international finance, merchant banking, corporate strategies, mergers and acquisitions, loan syndications, international negotiations and co-financing with Multilateral Funded Agencies. He served as a member on Industry and Trade Bodies and as a Consultant with African Development Bank. He has been a guest faculty at Business Schools on International Finance and International Marketing. Mr D. G. Prasad is at a present a Corporate Advisor and a practicing Chartered Accountant.

Mr. Raja Praturi is a qualified Chartered Accountant with over 35 years of experience in corporate and international taxation, business restructuring, M&A services, corporate strategies, group taxation, due diligence audits & corporate advisory services. He is currently a partner in PRSV & Co. LLP, Hyderabad, a firm of Chartered Accountants.

Mr. Damodar Rao Gummadapu has more than 25 years of global experience across various Fortune 500 companies including big 5 consulting companies including KPMG, Bearing Point, Deloitte, Johnson & Johnson and Pfizer.



Mr. Damodar Rao Gummadapu is the co-founder of Techwave Consulting, USA & Hyderabad. He is a proven leader and instrumental for Techwave's rapid growth. He has experience in envisioning the role of technology solutions for business growth, optimization and expansion.

Mr. Damodar Rao Gummadapu is a Commerce Graduate and a qualified Chartered Accountant and Cost & Management Accountant.

By Order of the Board of Directors

Place: Hyderabad

Date: 03rd September, 2018

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. Kadiri Ramachandra Reddy	Mr. D. G. Prasad	Mr. K.Pradeep Chandra	Mr. Raja Praturi	Mr. Damodar Rao Gummadapu
Date of Birth & Age	04/01/1949 & 69 years	30 th June, 1948 & 70 years	15 th December, 1956 & 62 years	02 nd April, 1957 & 61 years	08 th June, 1970 & 48 years
Date of First Appointment	27/07/1999	28/05/2018	27/04/2018	29/09/2017	27/04/2018
Qualifications	Electrical Engineering From IIT, Madras. M.S.E.E. degree from University of Wisconsin	Qualified Chartered Accountant from ICAI	Master's Degree in Management & Finance and PhD in Public Administration, Ethics and Citizen Participation in Governance.	Qualified Chartered Accountant from ICAI	Commerce Graduate, Qualified Chartered Accountant from ICAI and Cost Accountant.
Expertise in specific functional areas	Experience in Design, Manufacturing and Marketing of Various Integrated Chips (ICs), Semiconductor and Systems	Trade finance, international finance, merchant banking, corporate strategies, mergers and acquisitions,	Management, Finance, Public Administration, Governance	Corporate and international taxation, & corporate advisory services	Entrepreneur & SAP Consultant & Information Technology solutions
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	0	03	01	0	0
Chairman/Member of the Committees of other Companies on which he/she is a Member	0	03	01	0	0
Number of equity shares held in the Company	39,43,037	Nil	Nil	Nil	2,04,000
No of Board Meetings attended during the last year	9	0	0	4	0
Relationship with other directors & KMP	Nil	Nil	Nil	Nil	Nil