

## NOTICE OF 20<sup>th</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the **20<sup>th</sup> Annual General Meeting** of MosChip Technologies Limited (formerly known as MosChip Semiconductor Technology Limited) will be held on Monday, the 30<sup>th</sup> day of December 2019 at 10.30 a.m. at the State Gallery of Art Auditorium, Road No. 1, Kavuri Hills, Madhapur, Hyderabad- 500 033, Telangana, 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 31<sup>st</sup> March, 2019 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 31<sup>st</sup> March, 2019 together with the reports of the Auditors and Directors thereon and the Audited Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2019 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. Raja Praturi (DIN: 01819707), 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. Raja Praturi (DIN: 01819707), 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 Mrs. Madhurika Nalluri Venkat (DIN:07147974) ) 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, Mrs. Madhurika Nalluri Venkat (DIN:07147974) , who was appointed as an Additional Director in Independent Category of the Company by the Board of Directors at its meeting held on 13<sup>th</sup> August, 2019, whose term of office expires at this Annual General Meeting ('AGM'), and who has submitted a declaration that she 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 her 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 25<sup>th</sup> Annual General Meeting of the Company in the calendar year 2024."

- 4) Transactions with Related Parties under Section 188 of the Companies Act, 2013.

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 188 and other applicable provisions of the Companies Act, 2013 and the rules made there under including any modification or amendments or clarifications thereon, if

any, and pursuant to the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, and pursuant to the Policy of the Company on Related Party Transactions, approval of the members be and is hereby accorded, for entering into transactions, including Material Related Party Transactions, in the ordinary course of business at arms' length price, whether by means of contracts/ arrangements or otherwise, from time to time, with the related parties, provided such transactions, in the opinion of the Board of Directors of the Company with those related parties are in the ordinary course of business and at arm's length price.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds, things as may be necessary in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings related thereto.

**By Order of the Board of Directors**

**Place: Hyderabad**

**Date: 05<sup>th</sup> December, 2019**

**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 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 persons seeking appointment / re-appointment as Directors under Item Nos. 2 & 3, 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, Monday, 23<sup>rd</sup> December, 2019 to Monday, 30<sup>th</sup> December, 2019 (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 Fintech 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 20<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 20<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 20<sup>th</sup> Annual General Meeting ("AGM") by electronic means and the businesses may be transacted through e-voting services provided by Karvy Fintech 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, Friday, 27<sup>th</sup> December, 2019 to 5.00 p.m (IST) on, Sunday, 29<sup>th</sup> December, 2019. During the period, shareholders of the

company holding shares either in dematerialized or physical form as on the cut-off date of, Friday, 20<sup>th</sup> December, 2019, 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., Friday, 20<sup>th</sup> December, 2019, 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., Friday, 20<sup>th</sup> December, 2019, 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, Friday, 27<sup>th</sup> December, 2019 to 5.00 p.m. (IST) on, Sunday, 29<sup>th</sup> December, 2019.

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., Monday, 30<sup>th</sup> December, 2019.
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 Technologies 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 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 of the accompanying Notice dated: 05<sup>th</sup> December, 2019 convening the 20<sup>th</sup> Annual General Meeting of the Company scheduled for 30<sup>th</sup> December, 2019.]*

#### **Item No. 3 :**

On the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company at the meeting held on 13<sup>th</sup> August, 2019 appointed Mrs. Madhurika Nalluri Venkat (DIN:07147974) as an Additional Director in the category of Independent

In terms of the provisions of Section 161 of the Act, Mrs. Madhurika Nalluri Venkat holds the office till the date of ensuing Annual General Meeting and is 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 Mrs. Madhurika Nalluri Venkat as Director of the Company.

A copy of the draft letter of appointment for Independent Director, setting out the terms and conditions for appointment of Independent Director 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).

Mrs. Madhurika Nalluri Venkat is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives, except, Mrs. Madhurika Nalluri Venkat is in any way, concerned or interested in the said resolutions.

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

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

Mrs. Madhurika Nalluri Venkat is presently serving as Board member in IQuest Enterprises Private Limited, Mapple Enterprises Private Limited, Magica Sports Ventures Private Limited and Lakshmi Finance and Industrial Corporation Limited.

Madhurika started her career as a Probationary Officer in Andhra Bank and went on to become an Assistant General Manager. During the 29 years of her professional career, she worked in diverse roles and has experience in Retail Operations, Corporate Lending, Legal and Human Resources. Subsequently, she was associated with Mylan Labs for 8 years as Head –HR and Corporate Communications and for 3 years at MAA Television Network Limited.

She holds a Law Degree from Nagarjuna University with distinction.

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

Particulars	Mrs. Madhurika Nalluri Venkat	Mr. Raja Praturi
Date of Birth & Age	23/11/1954 65 years	02 <sup>nd</sup> April, 1957 62 years
Date of First Appointment	13/08/2019	29/09/2017
Qualifications	Law Degree	Qualified Chartered Accountant from ICAI
Expertise in specific functional areas	Experience in Retail Operations, Corporate Lending, Legal and Human Resources	Corporate and international taxation, & corporate advisory services
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	01	0
Chairman/Member of the Committees of other Companies on which he/she is a Member	01	0
Number of equity shares held in the Company	Nil	Nil
No of Board Meetings attended during the last year	0	7

**Item No. 4:**

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, requires that for entering into any contract or arrangement as mentioned herein below with the related party, the Company must obtain prior approval of the Board of Directors and as per Rules 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 prior approval of the shareholders by way of an Ordinary Resolution must be obtained. All the proposed transactions put up for approval are in ordinary course of business and at arm's length.

Pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 transactions detailed in the resolution are material in nature and require the approval of the unrelated shareholders of the Company by an Ordinary resolution.

The particulars of contract/ arrangements/transactions with related parties are as under:



S. No.	Name of the Related Party	Name of the Director / KMP who is related	Nature of Relationship	Maximum value of Transactions per annum	Nature and Material Terms / Particulars of the contract or arrangement
1	MosChip Institute of Silicon Systems Private Limited	Venkata Sudhakar Simhadri, Jayaram Susarla,	Subsidiary	10 Crores	sale, purchase or supply of any goods or materials; availing or rendering of any services;
				5 Crores	Capital Contribution
				5 crores	Loans & borrowings
				5 crores	Bank Guarantees / Corporate Guarantees to be issued on behalf of Banks / financial institutions
2	Maven Systems Private Limited	Venkata Sudhakar Simhadri, K. Pradeep Chandra, Jayaram Susarla, Suresh Bachalakura.	Subsidiary	50 Crores	Capital Contribution
3	IQuest Enterprises Private Limited	Mrs Mrs. Madhurika Nalluri Venkat	Common Promoter	25 Crores	sale, purchase or supply of any goods or materials; availing or rendering of any services;
				50 Crores	Capital Contribution
				100 crores	Loans & borrowings
				50 crores	Bank Guarantees / Corporate Guarantees to be issued on behalf of Banks / financial institutions
4	Mapple Enterprises Private Limited	Mrs. Madhurika Nalluri Venkat	Common Promoter	50 Crores	sale, purchase or supply of any goods or materials;
				50 Crores	Capital Contribution
				100 crores	Loans & borrowings
				50 crores	Bank Guarantees / Corporate Guarantees to be issued on behalf of Banks / financial institutions
5	Mayuka Holdings Private Limited	Nill	Common Promoter	50 Crores	sale, purchase or supply of any goods or materials; availing or rendering of any services;
				100 Crores	Capital Contribution
				100 crores	Loans & borrowings
				100 crores	Bank Guarantees / Corporate Guarantees to be issued on behalf of Banks / financial institutions

The above contracts / arrangements / transactions were approved by the Audit Committee at its Meeting held on December 05, 2019 and recommended by the Board of Directors at its Meeting held on December 05, 2019 to the unrelated Shareholders of the Company for their approval.

The members are further informed that no member/s of the Company being a related party or having any interest in the resolution as set out at item No. 4 shall be entitled to vote on this Ordinary Resolution.

The Board of Directors recommends the resolution set forth in item No. 4 for approval of the Members.

Mr. Venkata Sudhakar Simhadri, Ms. Madhurika Nalluri Venkat, Mr. Gummadapu Damodar Rao, Directors and Mr. Jayaram Susarla, CFO, Mr. Suresh Bachalakura Company Secretary of the Company and their relatives are interested in the said resolution. None of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in passing of this resolution.

**By Order of the Board of Directors**

**Place: Hyderabad**

**Date: 05<sup>th</sup> December, 2019**

**CS Suresh Bachalakura  
Company Secretary  
(A39381)**

**Registered office address:**

Plot No.83 & 84, 2<sup>nd</sup> Floor, Punnaiah Plaza,  
Road No.02, Banjara Hills,  
Hyderabad – 500 034, Telangana.

**MOSCHIP TECHNOLOGIES LIMITED**  
**(formerly 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

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies vide its circular no. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 after considering certain provisions of the Information Technology Act, 2000, permitted the companies to send the notices / annual reports etc. through email to its members. To support this green initiative of the MCA whole heartedly, members who have not yet registered their email address, are requested to register their e-mail address with the Depository through their concerned Depository Participant and members who hold shares in physical mode are requested to intimate their e-mail address at which they would like to receive the above documents electronically, either to the company or to its Registrar and Share Transfer Agent. Shareholders are requested to fill the consent form below and send it to the Registrar and Share Transfer Agent, Karvy Fintech Pvt. Ltd or to the company

**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 Fintech Private Limited  
Tower – B, Plot No. 31 & 32,  
Financial District, Nanakramguda,  
Hyderabad, Telangana - 500032

Dear Sir,

I/We shareholder (s) of MOSCHIP TECHNOLOGIES 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 Fintech 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 Participant

**MOSCHIP TECHNOLOGIES LIMITED**  
**(formerly 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 TECHNOLOGIES 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

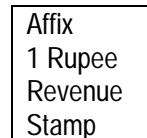
3. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20<sup>th</sup> Annual General Meeting of the Company, to be held on Monday, 30<sup>th</sup> December, 2019 at 10.30 a.m. at State Gallery of Art Auditorium, Road No. 1, Kavuri Hills, Madhapur, Hyderabad – 500033, Telangana 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 receive, consider and adopt Standalone and Consolidated Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2019, together with the Reports of Auditors and Directors thereon.			
2.	To appoint a Director in place of Mr. Raja Praturi (DIN: 01819707) who retires by rotation and being eligible offers himself for re-appointment			
3.	Appointment of Mrs. Madhurika Nalluri Venkat (DIN:07147974) as an Independent Director of the Company			
4.	To approve transactions with Related Parties under Section 188 of the Companies Act, 2013 and other relevant provisions.			

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019



\_\_\_\_\_  
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 TECHNOLOGIES LIMITED**  
**(formerly 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 Monday, 30<sup>th</sup> December, 2019 at 10.30 a.m. at State Gallery of Art Auditorium, Road No. 1, Kavuri Hills, Madhapur, Hyderabad – 500033, Telangana .

\_\_\_\_\_  
**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.

**FORM NO. MGT-12  
POLLING PAPER**

**[Pursuant to Section 109 (5) of the Companies Act, 2013 and Rule 21 (1) (C) of the Companies  
(Management and Administration) Rules, 2014]**

Name of the Company	MOSCHIP TECHNOLOGIES LIMITED
CIN	L31909TG1999PLC032184
Registered Office	Plot No.83 & 84, 2nd Floor, Punnaiah Plaza, Road No.02, Banjara Hills, Hyderabad – 500 034.
Telephone	040-66229292

**BALLOT PAPER**

S. No	Particulars	Details
1.	Name of the First Named Shareholder (In BLOCK letters)	
2.	Postal address	
3.	Registered Folio No./ *DP ID and Client ID No.(*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	
5.	No of shares held	

I hereby exercise my vote in respect of Ordinary/ Special Resolution/s enumerated below by Recording my assent or dissent to the said resolution in the following manner:

S. No	ITEM NO.	I/we assent to the resolution (For)	I/we dissent from the resolution (Against)	Abstain
	<b>ORDINARY BUSINESS</b>			
1.	To receive, consider and adopt Standalone and Consolidated Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2019, together with the Reports of Auditors and Directors thereon.			
2.	To appoint a Director in place of) Mr. Raja Praturi (DIN: 01819707), who retires by rotation and being eligible offers himself for re-appointment.			
	<b>SPECIAL BUSINESS</b>			
3.	Appointment of Mrs. Madhurika Nalluri Venkat (DIN:07147974) as an Independent Director of the Company.			
4.	To approve transactions with Related Parties under Section 188 of the Companies Act, 2013 and other relevant provisions.			

Place:  
Date:

**(Signature of the shareholder)**