

Date: 20th August, 2021

To
The General Manager
Department of Corporate Services
BSE Ltd,
P. J. Towers, Dalal Street,
Mumbai – 400 001

Scrip code: 532407

Dear Sir,

Sub: Disclosure under Regulation 30 of SEBI (LODR) Regulations, 2015

Ref: 22nd AGM Notice of the Company.

With reference to cited subject above, we are herewith enclosing a copy of the Notice of the 22nd Annual General Meeting of the Company, which is scheduled to be held on **Monday, the 13th day of September, 2021 at 11.00 a.m.** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) without the physical presence of the Members at a common venue.

The Cut-off date for determining the eligibility of the Members to vote by remote e-voting is Friday, 03rd September, 2021. The remote e-voting commences on **Friday, 10th September 2021, at 9:00 A.M.** (IST) and will end on **Sunday, 12th September, 2021, at 5:00 P.M.** (IST).

The Register of Members and Share Transfer Books shall remain closed from **Monday, 06th September, 2021 to Monday, 13th September, 2021** (both days inclusive) on account of the AGM.

This is for your information and record.

Yours faithfully,
For MosChip Technologies Limited



CS Suresh Bachalakura
Company Secretary



Encl: As above

MosChip Technologies Limited

CIN: L31909TG1999PLC032184

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NOTICE OF 22nd ANNUAL GENERAL MEETING

NOTICE OF 22nd ANNUAL GENERAL MEETING

Notice is hereby given that the 22nd (Twenty Second) Annual General Meeting (AGM) of the members of MosChip Technologies Limited will be held on Monday, the 13th day of September, 2021 at 11.00 a.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31st March, 2021 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 Standalone Financial Statements of the Company for the financial year ended 31st March, 2021 together with the reports of the Auditors and Directors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2021 together with the report of the auditors thereon be and are hereby received, considered, approved and adopted."

2. To re-appoint the retiring director, Mr. K. Ramachandra Reddy (DIN:00042172), who retires by rotation as director and being eligible, offers herself 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. Adiseshaiah Chowdary Jakkampudi (DIN:01109704) 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, 150, 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. Adiseshaiah Chowdary Jakkampudi (DIN: 01109704), who was appointed as an Additional Director in Independent category of the Company by the Board of Directors at its meeting held on 25th January, 2021, whose term of office expires at this Annual General Meeting ('AGM'), and 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 with effect from 25th January, 2021 to 24th January, 2026, not subject to retirement by rotation."

4. **Revision in the terms of remuneration of Mr. Venkata Sudhakar Simhadri, Managing Director & CEO 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 196, 197, 198 203 and Schedule V to the Companies Act, 2013 ("the Act") read with Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Rules made there under to the extent applicable, and such other approvals, permissions and sanctions of such authorities and/or agencies as may be required in this subject and subject to the provisions of the Articles of Association of the Company, approvals of the members be and is hereby accorded to the revision in payment of remuneration of Mr. Venkata Sudhakar Simhadri (DIN:01883241), Managing Director of the Company on following terms & conditions effective from 1st April, 2021 for remaining tenure of his appointment as Managing Director of the Company i.e. upto 25th October, 2023.

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Particulars	Amount
Term	2 years 07 months (w.e.f. 01-04-2021 to 25-10-2023)
Fixed pay	INR 2,00,00,000 per annum
Variable pay	INR 40,00,000 per annum shall be payable on achieving the targets as fixed by the Board of Directors.
Sales Commission	2% commission on additional sales achieved more than Rs 155 crores with an overall EBIDTA of 12% .
Perquisites	Perquisites will be allowed in addition to salary as under:
	Provident Fund: The Company shall contribute towards provident fund as per the rules of the Company.
	Gratuity: Gratuity payable shall be in accordance with the provisions of the payment of Gratuity Act
Employee benefits	Insurance: Medical insurance and Personal accidental insurance along with all other employees.
	ESOP: Is eligible to participate in ESOP scheme as decided by the NRC committee of the Board of Directors.

"RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Managing Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Managing Director, the above remuneration excluding commission amount payable on the minimum remuneration by way of salary, perquisites and other terms & conditions as specified above and subject to receipt of the requisite approvals."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Jayaram Susarla, Chief Financial Officer and/or Mr. Suresh Bachalakura, Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company."

By Order of the Board of Directors

CS Suresh Bachalakura
Company Secretary
(A39381)

Place: Hyderabad
Date: 20th July, 2021

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Notes:

1. In view of the massive ongoing COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2020 dated January 13, 2021, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audiovisual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. In compliance with applicable provisions of the Companies Act, 2013 ("Act") read with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, the 22nd Annual General Meeting of the Company is being conducted through Video Conferencing or Other Audio Visual Means ("VC / OAVM") (hereinafter referred to as "AGM" or "e-AGM"). In accordance with the Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated 15th April, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the e-AGM.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020 read with Circular No. 02/2020 dated January 13, 2021 issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) ('Regulations'), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021, the Company is providing facility of e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venuee-voting on the date of the AGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.moschip.com The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. The AGM will be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 02/2020 dated January 13, 2021.
9. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act), relating to the Special Business 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 Standards-2, of the persons seeking re-appointment as Directors / Independent Directors, are also annexed.
10. Brief profile of Mr. K. Ramachandra Reddy and Mr. J A Chowdary proposed to be appointed / re-appointed along with the names of the Companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and other details as required under Secretarial Standard on General Meetings and Regulations 36(3) of the Regulations are also annexed to this notice.

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11. The registers i.e Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts or Arrangements in which directors are interested maintained under Section 170 and Section 189 of the Act respectively will be available electronically for inspection by members during the AGM. All documents referred to in this Notice and the Explanatory Statement annexed hereto will also be available for electronic inspection without any fee by the members from the date of circulation of this notice up to the date of AGM, i.e. September 13, 2021. Members seeking to inspect such documents can send an email to investorrelations@moschip.com.
12. As per Regulation 40 of the Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrars and Transfer Agents, M/s. KFin Technologies Private Limited, Hyderabad for assistance in this regard.
13. To support the 'Green Initiative', members who have not registered their e-mail addresses so far are requested to register their e-mail address with their Depository participants (DPs), in case the shares are held by them in electronic form/Demat form and with KFin Technologies Private Limited, in case the shares are held by them in physical form for receiving all communication(s) including Annual Report, Notices, Circulars, etc. from the Company electronically. Alternatively, members holding shares in physical form are requested to send their email address and mobile number to the company mail id investorrelations@moschip.com.
14. Members are requested to register or intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc to their Depository Participants with whom they are maintaining their demat accounts in case the shares are held by them in electronic form/demat form and to KFin Technologies Private Limited in case the shares are held by them in physical form.
15. Nomination facility: As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, quoting their folio no.
16. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, the 06th day of September, 2021 to Monday, the 13th day of September, 2021 (both days inclusive).
17. Remote e-Voting: Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members through e-Voting agency M/s. National Securities Depository Limited (NSDL).
18. Only those Members, whose names appear in Register of Members / List of beneficial owners as on Friday, September 03, 2021 ("Cut-off Date") shall be entitled to vote (through remote e-voting and during AGM) on the resolutions set forth in this Notice and their voting rights shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date. A person who is not a Member as on the Cut-off Date should treat this Notice for information only.
19. The Board of Directors has appointed M/s B S S & Associates, Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting and voting during the AGM in a fair and transparent manner.
20. The Scrutinizer will make a consolidated Scrutinizer's Report of the total votes cast in favour or against and invalid votes, if any, to the Chairman / Managing Director of the Company or in his absence to any other Director authorized by the Board of Directors, who shall countersign the same. Based on the Scrutinizer's Report, the result will be declared by the Chairman / Managing Director or in their absence by the Company Secretary within 48 hours from the conclusion of the AGM at the Registered Office of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM i.e. September 13, 2021.
21. A proxy is allowed to be appointed under Section 105 of the Companies Act, 2013 to attend and vote at the general meeting on behalf of a member who is not able to attend personally. Since the AGM will be conducted through VC / OAVM, there is no requirement of appointment of proxies. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

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Instructions for the Members for attending the AGM through VC/OAVM:

22. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and as per the requirements of the SEBI (LODR) Regulations 2015, your Company is pleased to provide members facility to exercise their right to vote at the 22nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by M/s. National Securities Depository Limited.
23. The remote e-voting period begins on 10th September, 2021 at 9:00 A.M. and ends on 12th September, 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.
24. The Instructions for remote voting are as under:
How do I vote electronically using NSDL e-Voting system?
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:
Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox.

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Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@bssandassociates.com with a copy marked to evoting@nsdl.co.in.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

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Process for those shareholders whose email IDs are not registered with the depositories for procuring user id and password and registration of e mail IDs for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investorrelations@moschip.com

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investorrelations@moschip.com

2. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

The Instructions for Members For E-Voting on the Day of the AGM are as under: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote evoting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Instructions for Members for attending the AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at investorrelations@moschip.com.
6. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investorrelations@moschip.com. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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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: 20th July, 2021 convening the 22nd Annual General Meeting of the Company scheduled for 13th September, 2021.]

Item No. 3:

On the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company at the meeting held on 25th January, 2021 appointed Mr. Adisshaiah Chowdary Jakkampudi (DIN: 01109704) as an Additional Director in the category of Independent.

In terms of the provisions of Section 161 of the Act, Mr. Adisshaiah Chowdary Jakkampudi 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 Mr. Adisshaiah Chowdary Jakkampudi as Director of the Company.

In the opinion of the Board, Mr. Adisshaiah Chowdary Jakkampudi fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management and possesses appropriate skills, experience and knowledge.

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.

Mr. Adisshaiah Chowdary Jakkampudi 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, Mr. Adisshaiah Chowdary Jakkampudi 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:

Item No. 4:

Mr. Venkata Sudhakar Simhadri was appointed as Managing Director w.e.f. 26th October, 2018 for a period of 05 years with a remuneration of Rs. 168 lakhs p.a. (payable for a period of 03 years). Considering the contribution of Mr. Venkata Sudhakar Simhadri and the progress made by the Company under his leadership and guidance and as per the recommendation of the Nomination & Remuneration Committee the Board at its meeting held on 27th April, 2021 approved the revision in remuneration of Mr. Venkata Sudhakar Simhadri for the remaining period of his tenure i.e. w.e.f. 01st April, 2021 to 25th October, 2023 on terms and conditions enumerated in the resolution.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the revised remuneration of Mr. Venkata Sudhakar Simhadri as decided by the Board is required to be approved by the members at their meeting.

It is hereby confirmed that the Company has not committed any default in respect of any of its debt or interest payable thereon for a period of 30 days in the preceding the financial year and in the current financial year.

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The statement containing information required to be furnished under Section II of Part II of Schedule V to the Companies Act, 2013 is given below:

I General Information				
(1)	Nature of Industry	Semiconductor Services and IoT		
(2)	Date or expected date of commencement of commercial production	August 01, 2000		
(3)	In case of new companies, expected date of commencement activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
(4)	Financial performance based on given indicators	Description	Rs. in Lakhs	
			2020-2021	2019-20
		Total revenue	10,692.08	10,110.32
		Total expenses	11,600.94	13,017.83
		Loss before tax	(908.85)	(4,644.47)
	Loss after tax	(915.08)	(4,601.50)	
(5)	Foreign investments or collaborators, if any	As per the shareholding pattern as on June 30, 2021 : i. 8,17,27,739 Equity Shares representing 51.70 % was held by OSHIN GLOBAL PTE LTD & EIJI HOLDINGS PTE LTD, holding Company. ii. 92,96,457 Equity Shares representing 5.88 % was held by Foreign Nationals & NRIs. iii. 36,31,357 Equity Shares representing 2.30% was held by overseas corporate bodies. The Company has not entered into any foreign collaboration.		
II Information about the appointee				
(1)	Background details	Mr. Venkata Sudhakar Simhadri is a serial entrepreneur and proven executive in the semiconductor industry. He is the Founder, President & CEO of Gigacom Semiconductor LLC & Founder / Director of Gigacom India (where Gigacom Semiconductor LLC was merged with MosChip Technologies, USA and Gigacom India was merged with the Company) and the driving force behind establishing IP licensing and design services business with leading semiconductor companies. Earlier to Gigacom, Mr. Venkata Sudhakar Simhadri was the Founder, President & CEO of Time-to-Market (TTM) from 1998 till its acquisition by Cyient in 2008 and was its head of Hi-tech Business Unit till 2012. Mr. Venkata Sudhakar Simhadri has 30 years of experience, primarily working in the USA and India region. He did his B.E. from Andhra University and MS from New Jersey Institute of Technology (NJIT).		
(2)	Past remuneration	The Past Remuneration as Managing Director of the Company is Rs.168 lakhs per annum.		

NOTICE OF 22nd ANNUAL GENERAL MEETING

(3)	Recognition or awards	-
(4)	Job profile and suitability	As Managing Director & CEO of the Company he is responsible for the complete operations of the Company. He is entrusted with to perform such duties and exercise such powers as have been or may from time to time be entrusted or conferred upon him by the Board. Taking into account his previous experience, educational background, knowledge about the industry and the nature and size of operations of the Company, he is a fit and proper person as the Managing Director of the Company.
(5)	Remuneration proposed	<p>a. Period 01st April, 2021 to 25th October, 2023.</p> <p>b. Remuneration Remuneration is only for the remaining period of his tenure as Managing Director i.e.01st April, 2021 to 25th October, 2023.</p> <p>i) Fixed Salary: Annual salary of Rs.2,00,00,000/- (Rupees Two crores only) by way of Salary, Dearness Allowance and any other allowances and perquisites with annual or mid-term increments as approved by the Board/Committee of the Board.</p> <p>ii) Variable Pay: Shall be paid Annual Variable pay of Rs. 40,00,000 /- subject to achieving the targets as fixed by the Board of Directors.</p> <p>c. Sales Commission 2% commission on additional sales achieved more than Rs 155 crores with an overall EBIDTA of 12%.</p> <p>d. Employment benefits: During the term of his employment, Mr. Venkata Sudhakar Simhadri will be entitled to participate in the employee benefit plans of the Company including Employee Stock options, medical insurance, personal accidental insurance, employer's contribution to provident fund, contribution to retirement benefits such as contribution to Gratuity fund over and above the amounts mentioned in clause b above.</p>
(6)	Comparative remuneration profile with respect to Industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The remuneration being proposed to be paid to Mr. Venkata Sudhakar Simhadri is on par with the remuneration prevailing in the company of similar size in the same industry and the remuneration to be paid would be restricted to the ceiling prescribed under Schedule V of the Companies Act, 2013.
(7)	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Mr. Venkata Sudhakar Simhadri & together his relatives holding 69,36,725 number of equity shares, constituting 4.39 % voting power in the Company as on 20.07.2021.

NOTICE OF 22nd ANNUAL GENERAL MEETING

III Other Information		
(1)	Reasons for loss or inadequate profits	The Company has invested considerable amounts in new business areas. In view of the gestation period involved in these initiatives, the Company incurred losses.
(2)	Step taken or proposed to be taken for improvement	The Company restructuring measures, focus on core competencies along with operational efficiencies yielded positive results during previous year. This is expected to set the stage for a long term sustained growth. The Company steady improvement for the last couple of quarters. The performance is the testament to the strategic changes and tremendous hard work and dedication. The Company investments into IP and world-class engineering team puts us in a position to address the growth opportunities.
(3)	Expected increase in productivity and profits	The Company is working to increase the revenue with emphasis on increasing IP portfolio and focusing on IP enabled services.

Pursuant to the applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) consent of the members is being sought by way of Special Resolution.

Except Mr. Venkata Sudhakar Simhadri, none of the promoters, directors, key managerial personnel and their relatives is considered to be concerned or interested financially or otherwise, in the resolution.

The Board of Directors recommend passing of the Special Resolution set out in Item No. 03 & item No. 04 of the Notice for the approval of the shareholders.

By Order of the Board of Directors

Place: Hyderabad
Date: 20th July, 2021

CS Suresh Bachalakura
Company Secretary
(A39381)

Registered office address:
7th Floor, My Home Twitza,
TSIIC Hyderabad Knowledge City,
Hyderabad, Telangana – 500081.

NOTICE OF 22nd ANNUAL GENERAL MEETING

Details of Directors seeking Appointment/ Re-appointment in the ensuing Annual General Meeting pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2

Particulars	Mr. K. Ramachandra Reddy	Mr. Adisheshaiah Chowdary Jakkampudi	Venkata Sudhakar Simhadri
Date of Birth & Age	04/01/1949 72 years	18 th February, 1955 66 years	21/07/1963 57 years
Date of First Appointment	27/01/1999	25/01/2021	26/10/2018
Qualifications	Electrical Engineering From IIT, Madras. M.S.E.E. degree from University of Wisconsin	M.TECH from IIT Madras and M.SC from SV University	BE, MS
Nature of Expertise in specific functional areas	Experience in Design, Manufacturing and Marketing of Various Integrated Chips (ICs), Semiconductor and Systems	Information Technology, Business Strategy, Administration, corporate advisory services	Experience in Design, Manufacturing and Marketing of Various Integrated Chips (ICs), Semiconductor & Systems
Terms and conditions of appointment or re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Kadirri Ramachandra Reddy who was appointed as Non-Executive Director at the AGM held on 29.09.2018, is liable to retire by rotation	As per the resolution at Item No. 3 of the Notice convening this Meeting read with explanatory statement thereto, Mr. J A Chowdary is proposed to be appointed as an Independent Director for 5 years.	As approved by the Shareholders through Postal Ballot dated 15.01.2019 and as set out in the resolution number 05.
Directorships held in other listed Entities	1	1	0
Member of the Committees of other Companies on which he/she is a Member	1	Nil	0
Number of equity shares held in the Company	74,98,592	Nil	68,52,376
Number of Board Meetings attended during the last year	4	0	04
Disclosure of Inter-relationship between Directors and KMP's.	Nil	Nil	Nil