



Date: 24th August, 2023

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: 24th AGM Notice of the Company.

With reference to cited subject above, we are herewith enclosing a copy of the Notice of the 24th Annual General Meeting of the Company, which is scheduled to be held on **Friday, the 15th day of September, 2023 at 10.00 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, 08th September, 2023. The remote e-voting commences on **Tuesday, 12th September, 2023, at 9:00 A.M.** (IST) and will end on **Thursday, 14th September, 2023, at 5:00 P.M.** (IST).

The Register of Members and Share Transfer Books shall remain closed from **Saturday, 09th September, 2023 to Friday, 15th September, 2023** (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

7th Floor, My Home Twitza, TSIIC Knowledge City, Hyderabad, Telangana - 500081, India
Tel: +91 40 6622 9292, Fax: +91 40 66229393, www.MosChip.Com, CIN: L31909TG1999PLC032184

NOTICE OF 24th ANNUAL GENERAL MEETING

Notice is hereby given that the **24th (Twenty Fourth) Annual General Meeting (AGM)** of the members of MosChip Technologies Limited will be held on Friday, the **15th day of September, 2023 at 10.00 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 year ended 31st March, 2023 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 year ended 31st March, 2023 together with the reports of the Auditors and Directors thereon and the Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2023 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. Damodar Rao Gummadapu (DIN: 07027779), 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. Damodar Rao Gummadapu (DIN: 07027779), 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. **To appoint Dr. Naveed Ahmed Sherwani (DIN: 10199022), as a Non-Executive and Non-Independent Director of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules framed thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Dr. Naveed Ahmed Sherwani (DIN: 10199022), who was appointed by the Board of Directors as an Additional Director (Non-Executive and Non-Independent) of the Company with effect from 17th June, 2023 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, and who holds office as an Additional Director up to the date of this Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as a Director (Non-Executive and Non-Independent) of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps as it may deem necessary, proper or expedient to give effect to this resolution."

4. **Reclassification of certain members of Promoter Group from “Promoter and Promoter Group” category to “Public shareholding” category.**

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

“RESOLVED THAT pursuant to the provisions of Regulation 31A of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any modification(s) or re-enactment thereof for the time being in force) and other applicable laws and subject to the necessary approvals from the Stock Exchange and other appropriate statutory authorities as may be required, consent of the Members of the Company be and is hereby accorded to reclassify the following persons (hereinafter individually and jointly referred to as the ‘outgoing promoters’) from “Promoter & Promoter Group” to the “Public” shareholding of the Company:

S. No	Name of the Outgoing Promoter	No of Shares held as on date of this notice	% of holding
01	Mr. Kadiri Rama Chandra Reddy	56,40,421	3.14
02	Mr. Kadiri Prathibha Reddy	398	0.00

RESOLVED FURTHER THAT the Outgoing Promoters, presently classified as members of the Promoter Group, who are seeking reclassification, do not directly or indirectly, exercise any control over the affairs of the Company and hold minimal shares, i.e. totaling only 56,40,819 equity shares constituting 3.14 % of the total paid up equity share capital of the Company and they do not, directly or indirectly, participate in the management or any policy decisions of the Company and they neither have any representation on the Board of Directors of the Company nor any special rights and are not involved in the day to day management of affairs of the company in any manner.

RESOLVED FURTHER THAT on necessary approval(s) upon application for reclassification of the aforementioned outgoing promoters, the Company shall effect such reclassification in the statement of Shareholding pattern of the Company from immediate succeeding quarter/half year under Regulation 31 of SEBI Listing Regulations, as applicable, in compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions for the time being in force.

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 make, sign, prepare, forward, execute and submit all the necessary applications, forms, papers and documents and to make the application for reclassification to the stock exchange, where the securities of the Company are listed or any other regulatory body, as may be required, and generally to do all such acts, deeds, matters and things as may be necessary and expedient to give effect the aforesaid resolution.”

By Order of the Board of Directors

Place: Hyderabad

Date: 21st August, 2023

CS Suresh Bachalakura
Company Secretary
(A39381)

Registered office address:

7th Floor, My Home Twitza,
TSIIC Hyderabad Knowledge City,
Hyderabad, Telangana – 500081.

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act), relating to Special business 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 appointment / re-appointment as Directors / Managing Director are also annexed..
2. In accordance with the applicable MCA Circulars, SEBI Circulars, provisions of the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
3. The Company has made arrangements through its Registrar & Transfer Agent (RTA), KFin Technologies Limited (formerly known as 'KFin Technologies Private Limited') ("KFintech"), to provide Video Conferencing (VC) / Other Audio-Visual Means (OAVM) facility for the AGM and for conducting of the e-AGM. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
4. Pursuant to the provisions of Section 105 the Companies Act, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/ her behalf and the Proxy need not be a Member of the Company. However, since this AGM is being held pursuant to the applicable MCA and SEBI Circulars as mentioned hereinabove, through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this AGM Notice.
5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. Corporate Members intending to depute their authorized representatives to attend the Meeting through VC/ OVAM are requested to send to the Company a certified true copy of the Board Resolution together with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote at the Meeting on their behalf.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
8. The Board of Directors of the Company has appointed M/s B S S & Associates, Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting and e-voting during the AGM in a fair and transparent manner.
9. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, the 09th day of September, 2023 to Friday, the 15th day of September, 2023 (both days inclusive).
10. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled-in to the RTA of the Company. Members holding shares in electronic mode may contact their respective DPs for availing this facility.

11. 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.
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. SEBI has mandated submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to provide their PAN details to their respective DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA.
14. In accordance with, the MCA Circulars and SEBI Circulars, the Notice of AGM & 24th Annual Report is being sent only in electronic mode to Members whose e-mail addresses are registered with the Company or the Depository Participant(s).

As physical copy of the AGM Notice will not be sent by the modes permitted under Companies Act, 2013, the AGM Notice is available on the Company's website at <https://www.moschip.com> and website of the Stock Exchange i.e. BSE Limited at <https://www.bseindia.com/> and on the website of Registrar and Share Transfer Agent at <https://www.kfintech.com>.

15. Members desiring any information with regard to AGM are requested to write to the Company at an early date so as to enable the management to keep the information ready.
16. 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 15, 2023. Members seeking to inspect such documents can send an email to investorrelations@moschip.com.
17. 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.
18. **PROCEDURE FOR REMOTE E-VOTING**
 - i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of

the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all the resolution(s) set forth in this Notice. The instructions for e-Voting are given herein below.

- ii. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process will be enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences on Tuesday, 12th September, 2023 at 9:00 A.M. and ends on Thursday, 14th September, 2023 at 5:00 P.M. The remote e-voting module will be disabled by KFintech thereafter.
- v. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the **cut-off date**, being **Friday, September 08, 2023**.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Access to join virtual meetings (e-AGM) of the Company on KFintech system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

i) Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method

Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> i. Visit URL: https://eservices.nsdl.com/ ii. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. iii. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" iv. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> i. To register click on link : https://eservices.nsdl.com/ ii. Select "Register Online for IDeAS" or click at: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsphttps://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Proceed with completing the required fields. iv. Follow steps given in points 1 3. Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> i. Open URL: https://www.evoting.nsdl.com/ ii. Click on the icon "Login" which is available under Shareholder/Member' section. iii. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. iv. Post successful authentication, you will be requested to select the name of the company and the eVoting Service Provider name, i.e. KFintech. v. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> i. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: http://www.cdslindia.com/ ii. Click on New System Myeasi iii. Login with your registered user id and password. iv. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. v. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> i. Option to register available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration ii. Proceed with completing the required fields. iii. Follow the steps given in point 1. 3. Alternatively, by directly accessing the e-Voting website of CDSL
	<ol style="list-style-type: none"> i. Visit URL: www.cdslindia.comhttp://www.cdslindia.com/ ii. Provide your demat Account Number and PAN No. iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. iv. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.

Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of Kfintech for casting your vote during the remote eVoting period without any further authentication.</p>
---	--

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

ii) Login method for e-Voting for shareholders other than Individual’s shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- A. Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 7554, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on “LOGIN”.
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (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 ID 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.

- v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'MOSCHIP TECHNOLOGIES LIMITED - AGM" and click on "Submit"
 - vii. 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 "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. 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.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), 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).
 - xii. 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/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id **cs@bssandassociates.com** with a copy marked to **evoting@kfintech.com**. The scanned image of the abovementioned documents should be in the naming format "Corporate Name Even No."
- B. Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number registered with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
 - ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of AGM and the e-voting instructions.

- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by Kfintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/Kfintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. 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 above.
- ii. Facility for joining AGM through VC/ OAVM shall open at least 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members 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.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at investor.relations@MosChip.com. Questions /queries received by the Company till 11 AM on Tuesday, September 12, 2023 shall only be considered and responded during the AGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM.
- viii. Facility of joining the AGM through VC / OAVM shall be available for at least 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com/> and login through the user id and password provided in the mail received from Kfintech. On successful login,

select 'Speaker Registration', which will remain open from Sunday, September 10, 2023, 09:00 A.M. till Tuesday, September 12, 2023, 5:00 P.M. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will remain open from Sunday, September 10, 2023, 09:00 A.M. till Tuesday, September 12, 2023, 5:00 P.M.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com/> (Kfintech Website) or contact Mr. V Raghunath, Manager – RIS, at evoting@kfintech.com or call Kfintech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, September 01, 2023, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. This AGM Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on Friday, August 18, 2023. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - i. 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
 1. Example for NSDL: MYEPWD <SPACE> IN12345612345678
 2. Example for CDSL: MYEPWD <SPACE> 1402345612345678
 3. Example for Physical: MYEPWD <SPACE> XXXX1234567890
 - ii. 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.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact Kfintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- VI. The Scrutinizer shall, immediately after the conclusion of AGM, count the votes cast at the AGM and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses, who are not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, within the prescribed time limit after the conclusion of the AGM to the Chairman or a person authorised by him. The Chairman or any other person authorised by him shall declare the result of the voting forthwith.
- VII. The resolution(s) will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolution(s). The Results declared along with the Scrutinizer's

Report(s) will be available on the website of the Company at <https://www.moschip.com> and Service Provider's website at <https://evoting.kfintech.com/> and the communication will be sent to the BSE Limited.

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: 21st August, 2023 convening the 24th Annual General Meeting of the Company scheduled for 15th September, 2023.]

Item No. 3:

Ordinary Resolution : Appointment of Dr. Naveed Ahmed Sherwani (DIN: 10199022), as a Non-Executive and Non Independent Director of the Company:

Pursuant to provisions of Section 152 of the Companies Act, 2013 ("the Act") read with the applicable rules made thereunder, the Board of Directors of the Company ("Board") on 17th June, 2023 through the resolution by circulation, on the basis of the recommendation of the Nomination and Remuneration Committee ("NRC"), appointed Dr. Naveed Ahmed Sherwani (DIN: 10199022) as an Additional Director (Non-Executive and Non-Independent) with effect from 17th June, 2023 . In accordance with the provisions of Section 161 of the Act read with the applicable rules made thereunder and the Articles of Association of the Company, Dr. Naveed Ahmed Sherwani being an Additional Director, holds office up to the date of the ensuing Annual General Meeting ("AGM"), and in accordance with Regulation 17(1C) of the SEBI Listing Regulations approval of shareholders shall be obtained within a time period of three months from the date of appointment. The Company has received a notice in writing from a Member of the Company under Section 160 of the Act proposing the candidature of Dr. Naveed Ahmed Sherwani for the office of a Director of the Company. Dr. Naveed Ahmed Sherwani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. He is not debarred from holding the office of a Director by virtue of any order of the Securities and Exchange Board of India or any other such authority.

Brief Profile

Dr. Naveed Ahmed Sherwani has decades of experience in entrepreneurship, technical engineering and general management. Dr. Sherwani currently serves as Chairman, President and CEO of RapidSilicon, a leading FPGA company. In addition to serving on multiple boards and advisor to several companies.

Prior to this role, he served as chairman, president and CEO of SiFive, a leader in RISC-V. He also serves as chairman of several companies, including StarFive and LeapFive. In addition, he served as chair, RISC-V strategic alliances at RISC-V international.

Dr. Sherwani started his first company, when he was only 18 years old. He has founded and co-founded multiple companies.

Prior to joining SiFive, he founded PeerNova, a company focused on technology solutions Based on blockchain technology. Dr. Sherwani served as Chairman, President and CEO of PeerNova.

Prior to PeerNova, Dr. Sherwani co-founded Open-Silicon, a leading provider of ASIC solutions. Under his leadership, Open-Silicon designed over 300 ASICs. Prior to Open-Silicon, as the founder and General Manager of

Intel Microelectronics Services, he pioneered Open methodology for ASICs. He also founded Brite Semi, a leading ASIC solution provider in China/APAC.

He has served on the boards of various companies, including Touchstone Semiconductor, and Integration associates (sold to Silicon Labs).

Dr. Sherwani worked at Intel for nearly a decade, where he co-architected the Intel microprocessor design methodology and design environment used in several microprocessors and received the prestigious Intel achievement Award in 1997.

Dr. Sherwani is a noted author having authored several books and over 100 articles on various aspects of VLSI Physical Design Automation and ASICs. Dr. Sherwani served as a Professor at Western Michigan University, where his research focused on ASICs, EDA, Combinatorics, graph algorithms and parallel computing. He received his Ph.D. from the University of Nebraska-Lincoln.

Dr. Sherwani would be entitled to remuneration including sitting fees, commission, stock options as permitted by law, and as may be approved by the Board/NRC from time to time, subject to such further approvals, as applicable. Dr. Sherwani holding 17,70,744 equity shares of the Company as on date of this Notice and is not inter-se related to any Director or Key Managerial Personnel ("KMPs") of the Company.

He does not have any material pecuniary relationships or transactions with the Company, its subsidiaries, or any of the Directors, which would have any potential conflict with the interests of the Company at large.

Other disclosures and details of terms and conditions of appointment of Dr. Naveed Sherwani as stipulated under Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are provided in the Annexure to this Explanatory Statement and should be taken and read as part hereof.

Save and except for Dr. Naveed Sherwani, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, KMPs of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

The Board is of the view that Dr. Naveed Sherwani knowledge, skills, expertise and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the NRC, recommends his appointment as a Director (Non-Executive and Non-Independent) of the Company as set out in the Ordinary Resolution at Item No. 3 of the accompanying Notice for approval by the Members of the Company.

Item No. 04:

Ordinary Resolution: Reclassification of certain members of Promoter Group from "Promoter and Promoter Group" category to "Public shareholding" category

In terms of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred as "SEBI Listing Regulations"), the Stock Exchange where the Company's equity shares are listed may allow re-classification of promoters as public shareholders or vice versa subject to fulfilment of conditions as provided therein. In this regard, the Company has received representations/applications from the following members of the Promoter Group (hereinafter called as "Outgoing Promoters");

S. No	Name of the Outgoing Promoter	No of Shares held as on date of this notice	% of holding
01	Mr. Kadiri Rama Chandra Reddy	56,40,421*	3.14
02	Mr. Kadiri Prathibha Reddy	398	0.00
Total		59,55,819	3.14

* Mr. Kadiri Rama Chandra Reddy holding 62,40,113 equity shares as on the date of submitting his request letter dated 15th July, 2023, subsequently Mr. Kadiri Rama Chandra Reddy sold 5,99,692 equity shares and his shareholding as on 21st August, 2023 is 56,40,421 equity shares with 3.14 % shareholding.

Vide their letters dated 15th July, 2023 the Outgoing Promoters requested the Board of Directors to reclassify them from the "Promoter and Promoter Group" Category to the "Public" Category". The Outgoing Promoters has also confirmed that they shall comply with the conditions set out in the SEBI Listing Regulations upon re-classification as a 'public' shareholders. The Request letters received from Outgoing Promoters was placed before the Board of Directors at its meeting held on 17th July, 2023.

The Board of Directors of the Company at their duly held meeting on 17th July, 2023 approved the request for reclassification of Mr. Kadiri Rama Chandra Reddy and Mrs. Kadiri Prathibha Reddy, Promoters of the Company and noted that they are not, directly or indirectly, associated with the business of the Company and do not have any influence over the business and policy decisions made by the Company and they are not involved in the day to day activities of the Company nor are they exercising any control over the affairs of the Company so it would be just and equitable to reclassify them in public category of shareholders.

Further, Mr. Kadiri Rama Chandra Reddy and Mrs. Kadiri Prathibha Reddy, Promoters of the Company have confirmed that they comply and will continue to comply with the provisions of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that they:

- i) does not, together, hold more than 10% (ten percent) of the total voting rights in the Company;
- ii) does not exercise control over the affairs of the Company, directly or indirectly;
- iii) does not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv) are not represented on the board of directors of the Company (including through nominee director);
- v) is not acting as a key managerial person in the Company;
- vi) is not 'willful defaulters' as per the Reserve Bank of India Guidelines; and
- vii) is not fugitive economic offenders.

The said transaction has following impact on the total Shareholding of the Company.

Pre-Reclassification shareholding of the Company:

Particulars	No of equity shares	%
Promoters	9,06,84,761	50.45
Public shareholders	8,88,76,969	49.44
Non-promoter & non-public shareholders	1,97,470	0.11
Total	17,97,59,200	100

Post-Reclassification shareholding of the Company:

Particulars	No of equity shares	%
Promoters	8,50,43,942	47.31
Public shareholders	9,45,17,788	52.58
Non-promoter & non-public shareholders	1,97,470	0.11
Total	17,97,59,200	100

With respect to the pre-requisites in relation to the Company, Board also noted that as at the date of the approval:

- a) The Company is in compliance with requirements of minimum public shareholding as required under Regulation 38 of the SEBI Listing Regulations;
- b) The trading in equity shares of the Company have not been suspended by the stock exchanges where equity shares of the Company are listed;
- c) The Company does not have outstanding dues to the SEBI, Stock Exchanges or the Depositories.

Considering the above, Board recommended reclassification of Mr. Kadiri Rama Chandra Reddy and Mrs. Kadiri Prathibha Reddy from the 'Promoter' to 'Public' category and proposed Item No. 6 of the Notice for the approval of Members by way of an Ordinary Resolution.

The relevant documents in this regard are available for inspection in physical and/or electronic form, between 11.00 A.M. to 1.00 P.M. on all working days, till September 15, 2023 at the Registered office of the Company.

None of Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.

By Order of the Board of Directors

Place: Hyderabad
Date: 21st August, 2023

CS Suresh Bachalakura
Company Secretary
(A39381)

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

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. Damodar Rao Gummadapu	Mr. Naveed Ahmed Sherwani
DIN	07027779	10199022
Date of Birth & Age	08 th June, 1970 & 53 years	25 th April, 1960 & 63 years
Date of First Appointment	27/04/2018	17/06/2023
Designation/category of the Director	Non-Executive & Non Independent Director	Non-Executive & Non Independent Director
Qualifications	Commerce Graduate, Qualified Chartered Accountant from ICAI and Cost Accountant..	MS and Phd
Expertise in specific functional areas	Entrepreneur & SAP Consultant & Information Technology solutions, Finance & Administration.	Experience in Design, Manufacturing and Marketing of Various Integrated Chips (ICs), Semiconductor and Systems
Experience (in years)	25 years	40 years
Remuneration last drawn	No remuneration was drawn	Not applicable
Remuneration sought to be paid	Payment of sitting fees for attending meeting of Board of Directors and Committees thereof.	Payment of sitting fees for attending meeting of Board of Directors and Committees thereof.
Terms and conditions of appointment or re-appointment	Appointment as a Non-Executive Director subject to retirement by rotation under Section 152 of the Companies Act, 2013	As set out in the resolution number 03 of this AGM notice.
Directorships held in other public companies (excluding foreign Companies and Section 8 companies) Names of listed Companies, if any.	Nil	Nil
Member of the Committees of other Companies on which he/she is a Member	Nil	Nil
Chairmanship of the Committees of other Companies.	Nil	Nil
Names of listed entities from which the person has resigned in the past three years	Nil	Nil
Number of equity shares held in the Company	2,04,000	17,70,744
No of Board Meetings attended during the last year	05	Nil
Disclosure of Inter-se relationship between Directors and KMP's.	No inter-se relationship between Directors and KMP's	No inter-se relationship between Directors and KMP's

The profile of the Directors is available on the Company's website at <https://moschip.com/board-of-directors/> .