

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING ("EGM") (02nd OF 2022-2023) OF THE SHAREHOLDERS OF MOSCHIP TECHNOLOGIES LIMITED WILL BE HELD THROUGH VIDEO CONFERENCING ('VC') AND OTHER AUDIO VISUAL MEANS ('OAVM') ON WEDNESDAY, THE 03rd AUGUST, 2022 AT 09.30 A.M. TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

SPECIAL BUSINESS:

Item No. 1:

Issue of Equity Shares on Preferential basis to Smilax Corporate Services LLP.

To consider and if thought fit, to pass with or without modification(s), the following resolutions as a **Special Resolution:**

"RESOLVED THAT pursuant to Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with Stock Exchange where the Company's shares are listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the "SEBI ICDR Regulations") and other applicable regulations of Securities and Exchange Board of India ("SEBI"), if any (for the time being in force) as may be applicable to the preferential issue of equity shares, the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, SEBI, Reserve Bank of India ("RBI") and other competent authorities, and subject to the approval(s), consent(s), permission(s) and/or sanction(s) as may be required from the Central Government, RBI, SEBI and/or from any other appropriate authority, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) to offer, issue, and allot in one or more tranches up to **18,01,801 Equity Shares** (Eighteen Lakhs One Thousand Eight Hundred and One only) Equity Shares of the face value of Rs.2/- (Rupees Two only) each fully paid up at an issue price of **Rs.61.05/-** (Rupees Sixty One and Five Paise only) including premium of Rs.59.05 /- (Rupees Fifty Nine and Five Paise only) per share aggregating to **Rs.10,99,99,951/-** (Rupees Ten Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Fifty One only) to M/s. Smilax Corporate Services LLP ("Proposed Allottee") on a preferential basis, in such manner and on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI ICDR Regulations or any other provisions of law as may be prevailing as on date.

RESOLVED FURTHER THAT the Equity Shares proposed to be allotted in terms of this resolution shall be subject to the following:

- The Equity Shares to be allotted to the Proposed Allottee shall be under lock-in for such period as may be prescribed under the SEBI ICDR Regulations;
- The Equity Shares so allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder;
- Allotment shall only be made in dematerialized form;

- The 'Relevant Date' for the purpose of determining the minimum price of the Equity Shares proposed to be allotted to the above mentioned allottee is Monday, July 04, 2022 i.e. being the date which is 30 days prior to the date of this meeting;
- The allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval by any regulatory authority, or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval;
- The Equity Shares proposed to be issued shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted during the financial year shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing, apply for in principle listing approval of the Equity Shares to be issued and allotted to the above mentioned allottee and to modify, accept and give effect to any modifications in the terms and conditions of the issue(s) as may be they deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors/ Key Managerial Personnel/ Officers of the Company."

Item No. 2:

Issue of Equity Shares on Preferential basis to Mayuka Holdings Private Limited on conversion of existing unsecured loan.

To consider and if thought fit, to pass with or without modification(s), the following resolutions as a **Special Resolution:**

"RESOLVED THAT pursuant to Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with Stock Exchange where the Company's shares are listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the "SEBI ICDR Regulations") and other applicable regulations of Securities and Exchange Board of India ("SEBI"), if any (for the time being in force) as may be applicable to the preferential issue of equity shares, the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, SEBI, Reserve Bank of India ("RBI") and other competent authorities, and subject to the approval(s), consent(s), permission(s) and/or sanction(s) as may be required from the Central Government, RBI, SEBI and/or from any other appropriate authority, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) to offer, issue, and allot in one or more tranches up to **31,12,203 Equity Shares** (Thirty One Lakhs Twelve Thousand Two Hundred and Three only)

Equity Shares of the face value of Rs.2/- (Rupees Two only) each fully paid up at an issue price of **Rs.61.05/-** (Rupees Sixty One and Five Paise only) including premium of Rs.59.05/- (Rupees Fifty Nine and Five Paise only) per share aggregating to **Rs.18,99,99,993/-**(Rupees Eighteen Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety Three only) to M/s. Mayuka Holdings Private Limited ("Proposed Allottee"), Promoter of the Company on a preferential basis upon conversion of partial outstanding unsecured loan, in such manner and on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI ICDR Regulations or any other provisions of law as may be prevailing as on date.

RESOLVED FURTHER THAT the Equity Shares proposed to be allotted in terms of this resolution shall be subject to the following:

- The Equity Shares to be allotted to the Proposed Allottee shall be under lock-in for such period as may be prescribed under the SEBI ICDR Regulations;
- The Equity Shares so allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted thereunder;
- Allotment shall only be made in dematerialized form;
- The 'Relevant Date' for the purpose of determining the minimum price of the Equity Shares proposed to be allotted to the above mentioned allottee is Monday, July 04, 2022 i.e. being the date which is 30 days prior to the date of this meeting;
- The allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval by any regulatory authority, or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval;
- The Equity Shares proposed to be issued shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted during the financial year shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing, apply for in principle listing approval of the Equity Shares to be issued and allotted to the above mentioned allottee upon conversion of their outstanding loan amounts and to modify, accept and give effect to any modifications in the terms and conditions of the issue(s) as may be they deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors/ Key Managerial Personnel/ Officers of the Company."

By Order of the Board of Directors

Hyderabad
04th July, 2022

CS Suresh Bachalakura
Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the businesses as set out in the EGM Notice is annexed hereto.
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 EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the
3. Registered Office of the Company.

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 Extraordinary General Meeting and for conducting of the e-EGM. The Members can join the e-EGM 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 EGM 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 EGM 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 EGM and hence the Proxy Form and Attendance Slip are not annexed to this EGM Notice.
5. Since the EGM 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 EGM in a fair and transparent manner.
9. 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.
10. 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.

11. In accordance with, the MCA Circulars and SEBI Circulars, the Notice of EGM 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 EGM Notice will not be sent by the modes permitted under Companies Act, 2013, the EGM 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>.

12. Members desiring any information with regard to EGM are requested to write to the Company at an early date so as to enable the management to keep the information ready.

13. **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 Sunday, 31st July, 2022 at 9:00 A.M. and ends on Tuesday, 02nd August, 2022 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, July 22, 2022**.
- 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-EGM 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-EGM) of the Company on KFintech system to participate e-EGM and vote at the EGM.

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.nsd.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.nsd.com/ ii. Select "Register Online for IDeAS" or click at: https://eservices.nsd.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.nsd.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/loginC:\Users\Engineer\AppData\Local\Microsoft\Windows\INetCache\Content.Outlook\6T5JMBHO 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: http://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 Share holder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. 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. 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.

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) 6715, 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 - EGM" 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 EGM 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 EGM 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 EGM 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 EGM 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 EGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the EGM 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 EGM 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 EGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the EGM, 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 during Thursday, July 28, 2022, 09:00 a.m. till Monday, August 01, 2022, 5:00 p.m. shall only be considered and responded during the EGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through evoting system available during the EGM. E-voting during the EGM 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 EGM.
- viii. Facility of joining the EGM 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 EGM through VC / OAVM.

OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the EGM 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 Thursday, July 28, 2022, 09:00 a.m. till Monday, August 01, 2022, 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 EGM to only those Members who have registered themselves, depending on the availability of time for the EGM.

- 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 Thursday, July 28, 2022, 09:00 a.m. till Monday, August 01, 2022, 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, July 22, 2022, 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 EGM 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, July 01, 2022. In case a person has become a Member of the Company after dispatch of EGM 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 EGM 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 EGM, count the votes cast at the EGM 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 EGM 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 EGM 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://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. 1 & 2 of the accompanying EGM Notice dated: 04th July, 2022 convening the EGM of the Company scheduled for 03rd August, 2022.]

Item No. 1:

In terms of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI ICDR Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations'), the listing agreement entered into by the Company with BSE Limited ('Stock Exchange') on which the Equity Shares having face value of Rupees 02.00 each of the Company ('Equity Shares') are listed, the Board of Directors of the Company, in their meeting held on July 04, 2022, subject to approval of shareholders of the Company by way of special resolution, approved the issue of up to **18,01,801** Equity Shares (Eighteen Lakhs One Thousand Eight Hundred and One only) Equity Shares of the face value of Rs.2/- (Rupees Two only) each fully paid up at an issue price of **Rs.61.05/-** (Rupees Sixty One and Five Paise only) including premium of Rs.59.05 /- (Rupees Fifty Nine and Five Paise only) per share aggregating to **Rs.10,99,99,951/-** (Rupees Ten Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Fifty One only) to M/s. Smilax Corporate Services LLP by way of preferential basis.

It may be noted that:

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
2. All equity shares of the Company held by the Proposed Allottee, if any, are in dematerialized form;
3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
4. The Company has obtained the Permanent Account Number of the Proposed Allottee.
5. The Proposed Allottee has represented and declared to the Company that it has not sold or transferred any equity Shares of the Company during the 90 trading days preceding the relevant date.
6. None of the Promoters and Directors of the Company are fugitive economic offender;
7. The Company do not have any outstanding dues to the Board, the Stock Exchange or the Depositories.
8. The Company will make the application for in-principle approval to the Stock Exchange, where its equity shares are listed, on the same day when the notice has been sent in respect of the Extra-ordinary General Meeting seeking shareholders' approval by way of Special Resolution.

In terms of Section 102 of the Companies Act, 2013 ("Act"), this Explanatory Statement sets out all the material facts in respect of afore mentioned business. As required under Section 23, 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163(1) of the Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), necessary information or details in respect of the proposed Preferential Issue of Equity Shares are as under:

A. Particulars of the offer including date of passing of Board resolution:

To create, issue, offer and allot up to **18,01,801** Equity Shares (Eighteen Lakhs One Thousand Eight Hundred and One only) Equity Shares of Rs.2/- (Rupees Two only) each, on a preferential basis ("Preferential Issue"), to the Proposed Allottee at an issue price of **Rs.61.05/-** (Rupees Sixty One and Five Paise only) including premium of Rs.59.05 /- (Rupees Fifty Nine and Five Paise only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard.

The Board of Directors has approved aforementioned Preferential Issue in their meeting held on July 04, 2022.

B. The Objects of the Issue:

The proceeds of the preferential offer are proposed to be used to meet increased working capital requirements, capital expenditure and the general corporate purpose or such other objects, as the Board may from time to time decide in the best interest of the Company.

C. Number of securities, kind of securities offered and the price at which security is being offered:

To create, issue, offer and allot up to **18,01,801** Equity Shares (Eighteen Lakhs One Thousand Eight Hundred and One only) Equity Shares of the face value of Rs.2/- (Rupees Two only) each fully paid up at an issue price of **Rs.61.05/-** (Rupees Sixty One and Five Paise only) including premium of Rs.59.05 /- (Rupees Fifty Nine and Five Paise only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations or other applicable laws in this regard.

D. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made & Pricing of the preferential issue:

The Company is listed on BSE Limited and the Equity Shares of the Company are frequently traded in accordance with Regulation 164 of the SEBI ICDR Regulations.

The price of the Equity Shares to be allotted to the Proposed Allottee of the Company shall not be less than the price determined in accordance with the SEBI ICDR Regulations. Currently, SEBI ICDR Regulations provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

a) In case of frequently traded shares (Regulation 164(1) of the SEBI ICDR Regulations):

If the equity shares of the Company have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- a. the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- b. the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

Articles of Association of the Company do not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations.

b) In case of Change in Control or allotment of more than five per cent. (Regulation 166A(1) of the SEBI ICDR Regulations:

Any preferential issue, which may result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.

However, the present preferential issue does not result any change on control and the allotment is less than 05% of post issue capital. Hence, valuation report from an independent registered valuer is not required.

The issue Price of Rs.61.05 /- (Rupees Sixty One and Five Paisa only) is determined as per the pricing formula prescribed under SEBI ICDR Regulations for the Preferential Issue of Equity Shares

E. The price or price band at/within which the allotment is proposed:

The price per Equity Share to be issued is fixed at Rs.61.05/- (Rupees Sixty One and Five Paisa only) which consists of Rs.2/- (Rupees Two only) as Face Value and Rs.59.05 /- (Rupees Fifty Nine and Five Paisa only) as premium per Equity Share. Kindly refer to the above mentioned point no. D for the basis of determination of the price.

F. Amount which the Company intends to raise by way of such securities:

The Company intends to raise up to a maximum of Rs. 10,99,99,951/- (Rupees Ten Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Fifty One only) by issue of 18,01,801 Equity Shares.

G. Relevant Date with reference to which the price has been arrived at:

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for Equity Shares to be issued is Monday, July 04, 2022 being the date 30 days prior to the date of Extra-ordinary General Meeting.

H. The pre issue and post issue shareholding pattern of the Company:

The pre issue shareholding pattern of the Company as on July 01, 2022 and the post-issue shareholding pattern (considering full allotment of shares issued on preferential basis) is mentioned at the end as "Annexure – A"

I. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the M/s. Smilax Corporate Services LLP, Public shareholder of the Company. M/s. Smilax Corporate Services LLP will be treated as PAC for the purpose of this Acquisition.

J. Proposal/Intention of Promoters, Directors or Key Managerial Personnel to subscribe the offer:

The Equity Shares shall be offered to the Proposed Allottee only. None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Issue.

K. The proposed time within which the allotment shall be completed:

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of the Equity Shares on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the Members for issue and allotment of the Equity Shares, provided that where the issue and allotment of the shares is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

L. The identity of the Natural Persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee:

Name of the Proposed Allottee	Category	Ultimate Beneficial Owner
M/s. Smilax Corporate Services LLP PAN: ACYFS1786M Address: # 1-1-151, Sixth Floor, Sairam Towers, Alexander Road, Secunderabad, Telangana - 500003	Public shareholder of the Company	Mrs. Asha Nimmagadda
		Mr. Nikhil Bharadwaj
		Mrs. Priyanka Parvathaneni

The Proposed Allottee has not been allotted any securities of the Company during the year.

M. The names of the Proposed Allottee and the percentage of post preferential offer capital that may be held by them:

S. No.	Name of the proposed allottee	Category	Pre-preferential holding		Post preferential Holding	
			No of Equity shares	% of Pre issue Capital	No of Equity shares	% of Post issue Capital
01	Smilax Corporate Services LLP	Public shareholder	Nil	Nil	18,01,801	1.09

Note: Smilax Corporate Services LLP will be considered as PAC for the purpose of this acquisition.

N. The change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

O. The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:

The Current and proposed status of the Proposed Allottee post the preferential issue is "Non-promoter".

P. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment of any securities has been made to any person till date.

Q. Principle terms of assets charged as securities:

Not Applicable

R. Valuation and justification for the allotment proposed to be made for consideration other than cash:

Not Applicable

S. Certificate of Practicing Company Secretary:

The Certificate from M/s. B S S & Associates, Company Secretaries, Hyderabad, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations. A copy of said Certificate will be hosted on the website of the Company and is accessible at link www.moschip.com.

T. Lock in Period:

The Equity Shares to be allotted shall be subject to 'lock-in' as per Chapter V of the SEBI ICDR Regulations. Further, the entire pre-preferential allotment shareholding of the allottee, if any, shall be locked-in from the relevant date up to a period of 90 Trading days from the date of trading approval.

U. Undertaking regarding re-computation of price:

The Company undertakes to re-compute the price of the Equity Shares in terms of provision of SEBI ICDR Regulations, where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.

V. Listing:

The Company will make an application to BSE Limited at which the existing equity shares of the Company are listed, for listing of the Equity Shares allotted under this Preferential Issue. All the Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

W. Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a willful defaulter or fugitive economic offender or fraudulent borrower:

The Company, its Promoters and its Directors have not been declared as willful defaulters or a fraudulent borrower or fugitive economic offender as defined under SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.

Pursuant to Section 62(1)(c) of the Companies Act, 2013, further equity shares may be issued to persons other than the existing members of the Company as specified in Section 62(1)(a) of the Companies Act, 2013, provided that the members of the Company approve the issue of such equity shares by means of a special resolution. In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after the approval of its shareholders by way of a special resolution. Further in terms of Regulation 160 of SEBI ICDR Regulations, a special resolution needs to be passed by shareholders of a listed company prior to issue of specified securities on preferential basis.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI ICDR Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the equity shares on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

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

The Board accordingly recommends the resolution set forth at Item no. 1 for approval of the members as a Special Resolution.

Item No. 02:

The Company has an outstanding loan of Rs.38,50,95,170/- (Rupees Thirty Eight Crores Fifty Lakhs Ninety Five Thousand One Hundred and Seventy only) payable to M/s. Mayuka Holdings Private Limited ("Mayuka" / "Proposed Allottee") the Promoter of the Company. The Company requested Mayuka to convert outstanding loan into equity to reduce the interest out flow from the Company and to improve financial position. Mayuka has agreed to convert an amount of Rs.18,99,99,993/- (Rupees Eighteen Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety Three only) into equity. Based on the said request, the Board has resolved to create, issue, offer and allot upto **31,12,203 Equity Shares** (Thirty One Lakhs Twelve Thousand Two Hundred and Three only) Equity Shares of the face value of Rs.2/- (Rupees Two only) each fully paid up at an issue price of **Rs. 61.05/-** (Rupees Sixty One and Five Paise only) including premium of Rs.59.05/- (Rupees Fifty Nine and Five Paise only) per share per share to M/s. Mayuka Holdings Private Limited, promoter of the Company by way of conversion of unsecured loan on a preferential basis. The Special Resolution as mentioned under Item No. 2 proposes to authorize the Board to issue and allot these shares on preferential basis, in such manner and on such terms and conditions as prescribed under SEBI ICDR Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

The following are the details of the unsecured loan sought to be converted into Equity Shares pursuant to this resolution:

SN	Name of the Proposed Allottee	Amount Outstanding as on 04-07-2022 (in Rs in crores.)	Number of Equity Shares to be allotted	Balance of loan outstanding after conversion (in Rs.)
1	Mayuka Holdings Private Limited	38,50,95,170	31,12,203	19,50,95,177

It may be noted that:

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
2. All equity shares of the Company held by the Proposed Allottee, if any, are in dematerialised form;
3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
4. The Company has obtained the Permanent Account Numbers of the Proposed Allottee.
5. The Proposed Allottee has represented and declared to the Company that it has not sold or transferred any equity Shares of the Company during the 90 trading days preceding the relevant date.
6. None of the Promoters and Directors of the Company are fugitive economic offender;
7. The Company do not have any outstanding dues to the Board, the Stock Exchange or the Depositories.
8. The Company will make the application for in-principle approval to the Stock Exchange, where its equity shares are listed, on the same day when the notice has been sent in respect of the Extraordinary General Meeting seeking shareholders' approval by way of Special Resolution.

In terms of Section 102 of the Companies Act, 2013 ("Act"), this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 23, 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163(1) of the Chapter V of the SEBI ICDR Regulations, necessary information or details in respect of the proposed Preferential Issue of Equity Shares are as under:

A. Particulars of the offer including date of passing of Board resolution:

To create, issue, offer and allot up to 31,12,203 Equity Shares (Thirty One Lakhs Twelve Thousand Two Hundred and Three only) Equity Shares of the face value of Rs. 2/- (Rupees Two only) each fully paid up at an issue price of Rs. 61.05/- (Rupees Sixty One and Five Paise only) including premium of Rs. 59.05/- per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard.

The Board of Directors has approved aforementioned Preferential Issue in their meeting held on July 04, 2022.

B. The Objects of the Issue:

The object of this issue is to convert apart of outstanding unsecured loan received from M/s. Mayuka Holdings Private Limited into Equity Shares as specified in the resolution and thereby to reduce the amount of outstanding liabilities of the Company and to increase the Equity amount of the Company.

C. Number of securities, kinds of securities offered and the price at which security is being offered:

To create, issue, offer and allot up to 31,12,203 Equity Shares (Thirty One Lakhs Twelve Thousand Two Hundred and Three only) Equity Shares of the face value of Rs. 2/- (Rupees Two only) each fully paid up at an issue price of Rs. 61.05/- (Rupees Sixty One and Five Paise only) including premium of Rs. 59.05/- (Rupees Fifty Nine and Five Paise only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations and

upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations or other applicable laws in this regard.

D. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made & Pricing of the preferential issue:

The Company is listed on BSE Limited and the Equity Shares of the Company are frequently traded in accordance with Regulation 164 of the SEBI ICDR Regulations.

The price of the Equity Shares to be allotted to the Proposed Allottee of the Company shall not be less than the price determined in accordance with the SEBI ICDR Regulations. Currently, SEBI ICDR Regulations provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

a) In case of frequently traded shares (Regulation 164(1) of the SEBI ICDR Regulations):

If the equity shares of the Company have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- c. the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- d. the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

Articles of Association of the Company do not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations.

b) In case of Change in Control or allotment of more than five per cent. (Regulation 166A(1) of the SEBI ICDR Regulations):

Any preferential issue, which may result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.

However, the present preferential issue does not result any change on control and the allotment is less than 05% of post issue capital. Hence, valuation report from an independent registered valuer is not required.

The issue Price of Rs.61.05 /- (Rupees Sixty One and Five Paise only) is determined as per the pricing formula prescribed under SEBI ICDR Regulations for the Preferential Issue of Equity Shares

E. The price or price band at/within which the allotment is proposed:

The price per Equity Share to be issued is fixed at Rs.61.05 /- (Rupees Sixty One and Five Paise only) which consists of Rs.2/- (Rupees Two only) as Face Value and Rs.59.05 /- (Rupees Fifty Nine and Five Paise only) as premium per Equity Share. Kindly refer to the abovementioned point no. D for the basis of determination of the price.

F. Relevant Date with reference to which the price has been arrived at:

The “Relevant Date” as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for Equity Shares to be issued is Monday, July 04, 2022 being the date 30 days prior to the date of Extra-ordinary General Meeting.

G. The pre issue and post issue shareholding pattern of the Company:

The pre issue shareholding pattern of the Company as on July 01, 2022 and the post-issue shareholding pattern (considering full allotment of shares issued on preferential basis) is mentioned at the end as “Annexure – A”

H. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the M/s. Mayuka Holdings Private Limited, Promoter of the Company.

I. Proposal/Intention of Promoters, Directors or Key Managerial Personnel to subscribe the offer:

The preferential issue is being made to M/s. Mayuka Holdings Private Limited, Promoter of the Company, which intends to subscribe to the Equity Shares. No shares being offered to any Directors or Key Managerial Personnel. This issue/offer is limited to the Promoter on a preferential basis through a letter of offer.

J. The proposed time within which the allotment shall be completed:

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of the Equity Shares on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the Members for issue and allotment of the Equity Shares, provided that where the issue and allotment of the shares is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

K. The identity of the Natural Persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee:

Name of the Proposed Allottee	Category	Ultimate Beneficial Owner
M/s. Mayuka Holdings Private Limited PAN: AAMCM7574N Address: 104, 4 th Floor, F-Block, Surya Towers, S P Road, Secunderabad, Hyderabad, Telangana – 500003	Promoter of the Company	Mr. Damodar Rao Gummadapu
		Mrs. G. Swathi Reddy
		Mrs. Asha Nimmagadda

The Proposed Allottee has not been allotted any securities of the Company during the year.

L. The names of the Proposed Allottee and the percentage of post preferential offer capital that may be held by them:

S. NO.	Name of the proposed allottee	Category	Pre-preferential holding		Post preferential Holding	
			No of Equity shares	% of Post issue Capital	No of Equity shares	% of Post issue Capital
01	Mayuka Holdings Private Limited*	Promoter	8,17,27,739	51.05	8,48,39,942	51.42

** Mayuka Holdings Private Limited became the holding company (Promoter) of the Company by acquiring 8,17,27,739 equity shares through a Scheme of Amalgamation of Oshin Global Pte Ltd, Singapore ("Transferor Company-1") and Eiji Holdings Pte. Ltd, Singapore ("Transferor Company-2") with Mayuka Holdings Private Limited, India ("Transferee Company") vide NCLT, Hyderabad order dated March 10, 2022 in CP (CAA) No. 337/230/HDB/2020. However, the credit of 8,15,31,739 equity shares in the demat account of Mayuka Holdings Private Limited is still in process.*

M. The change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

N. The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:

The current and proposed status of the Proposed Allottee post the preferential issue is "Promoter".

O. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment of any securities has been made to any person till date.

P. Principle terms of assets charged as securities:

Not Applicable

Q. Valuation and justification for the allotment proposed to be made for consideration other than cash:

Not Applicable

R. Certificate of Practicing Company Secretary:

The Certificate from M/s. B S S & Associates, Company Secretaries, Hyderabad, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations. A copy of said Certificate will be hosted on the website of the Company and is accessible at link www.moschip.com.

S. Lock in Period:

The Equity Shares to be allotted shall be subject to 'lock-in' as per Chapter V of the SEBI ICDR Regulations. Further, the entire pre-preferential allotment shareholding of the allottee, if any, shall be locked-in from the relevant date up to a period of 90 Trading Days from the date of trading approval.

T. Undertaking regarding re-computation of price:

The Company undertakes to re-compute the price of the Equity Shares in terms of provision of SEBI ICDR Regulations, where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.

U. Listing:

The Company will make an application to BSE Limited at which the existing equity shares of the Company are listed, for listing of the Equity Shares allotted under this Preferential Issue. All the Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

V. Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a willful defaulter or fugitive economic offender or fraudulent borrower:

The Company, its Promoters and its Directors have not been declared as willful defaulters or a fraudulent borrower or fugitive economic offender as defined under SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.

Pursuant to Section 62(1)(c) of the Companies Act, 2013, further equity shares may be issued to persons other than the existing members of the Company as specified in Section 62(1)(a) of the Companies Act, 2013, provided that the members of the Company approve the issue of such equity shares by means of a special resolution. In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after the approval of its shareholders by way of a special resolution. Further in terms of Regulations 160 of SEBI ICDR Regulations, a special resolution needs to be passed by shareholders of a listed company prior to issue of specified securities on preferential basis.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI ICDR Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the equity shares on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

Except M/s. Mayuka Holdings Private Limited, Promoter and the Proposed Allottee and Mr. Gummadapu Rao Damodar, Director and Promoter, none of the Directors and/or Key Managerial Personnel of the Company and/ or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board accordingly recommends the resolution set forth at Item no. 2 for approval of the members as a Special Resolution.

By Order of the Board of Directors

Place: Hyderabad
Date: 04th July, 2022

CS Suresh Bachalakura
Company Secretary
(A39381)

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

Annexure- A

Category	Pre-Issue Equity Shareholding		Post-Issue Equity Shareholding	
	No. of shares	% of Holding	No. of shares	% of Holding
(A) Shareholding of Promoter & Promoter Group				
1.Indian				
Individuals/Hindu Undivided Family (Including Persons Acting in concert)	67,80,262	4.24	67,80,262	4.11
Body Corporate *	8,17,27,739	51.05	8,48,39,942	51.42
Sub- Total (A) (1)	8,85,08,001	55.28	9,16,20,204	55.52
2.Foreign				
Individuals (NRI's/Foreign individuals) (Including Persons Acting in Concert)	-	-	-	-
<i>Foreign Body Corporate</i>	-	-	-	-
Sub- Total (A) (2)	-	-	-	-
Total Shareholding of Promoter & Promoter Group(A)=(A)(1) + (A) (2)	8,85,08,001	55.28	9,16,20,204	55.52
(B) Public Share Holdings				
1.Institutions				
Mutual Funds	-	-	-	-
Venture Capital Funds	-	-	-	-
Alternate Investment Funds	-	-	-	-
Foreign Venture Capital Investors	-	-	-	-
Foreign Portfolio Investors	-	-	-	-
Financial Institutions/Banks	-	-	-	-
Insurance Companies	-	-	-	-
Provident Funds/Pension Funds	-	-	-	-
Any Other	-	-	-	-
Sub- Total (B) (1)	-	-	-	-
2.Non-Institutions				
<i>Foreign Nationals</i>	71,30,850	4.45	71,30,850	4.32
<i>Foreign Corporate Bodies</i>	24,85,054	1.55	24,85,054	1.51
Individuals				
<i>Individuals- Shareholders holding nominal share capital up to Rs. 2 Lakh</i>	3,70,63,779	4.45	3,70,63,779	4.11
<i>Shareholders holding nominal share capital in excess of Rs. 2 Lakh</i>	1,80,40,722	11.27	1,80,40,722	10.93
Any Other (specify)-NRI	17,35,462	1.08	17,35,462	1.05
Clearing Member	74,037	0.05	74,037	0.04
NBFC Registered with RBI	500	0.00	500	0.00
Bodies Corporate	48,59,903	3.04	66,61,704	4.04
Sub- Total (B) (2)	7,13,90,307	44.59	7,31,92,108	44.36
(B). Total Public Shareholding (B)=(B)(1) + (B) (2)	7,13,90,307	44.59	7,31,92,108	44.36

(C) Non Promoter - Non Public				
Shares held by Custodian for GDRs & ADRs	-	-	-	-
Employee Benefit Trust	1,97,470	0.12	1,97,470	0.12
GRAND TOTAL (A+B)	16,00,95,778	100.00	16,50,09,782	100.00

** Mayuka Holdings Private Limited became the holding company (Promoter) of the Company by acquiring 8,17,27,739 equity shares through a Scheme of Amalgamation of Oshin Global Pte Ltd, Singapore ("Transferor Company-1") and Eiji Holdings Pte. Ltd, Singapore ("Transferor Company-2") with Mayuka Holdings Private Limited, India ("Transferee Company") vide NCLT, Hyderabad order dated March 10, 2022 in CP (CAA) No. 337/230/HDB/2020. However, the credit of 8,15,31,739 equity shares in the demat account of Mayuka Holdings Private Limited is still in process.*