



Date: 25th November, 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: EGM Notice of the Company.

With reference to cited subject above, we are herewith enclosing a copy of the Notice of the Extraordinary General Meeting of the Company, which is scheduled to be held on **Sunday, the 17th day of December, 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 December, 2023. The remote e-voting commences on **Thursday, 14th December, 2023 at 9:00 A.M. (IST)** and will end on **Saturday, 16th December, 2023 at 5:00 P.M. (IST)**.

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 EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING ("EGM") (02nd of 2023-2024) OF THE SHAREHOLDERS OF MOSCHIP TECHNOLOGIES LIMITED WILL BE HELD THROUGH VIDEO CONFERENCING ('VC') AND OTHER AUDIO VISUAL MEANS ('OAVM') ON SUNDAY, THE 17th DECEMBER, 2023 AT 10.00 A.M. (IST) TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

SPECIAL BUSINESS:

Item No. 1:

Issue of Equity Shares on Preferential basis to Citrus Global Arbitrage Fund.

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

"RESOLVED THAT pursuant to the provisions of Section 62 (1) (c), read with Section 42 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (the "**Listing Regulations**"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**"), the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended (the "**SAST Regulations**"), Foreign Exchange Management Act, 1999 ("FEMA") read with rules and regulations made thereunder and the applicable regulations made thereunder (including any statutory modifications, amendments thereto or re-enactment thereof ("FEMA Regulations") and subject to all other applicable laws, rules, regulations, circulars and guidelines and subject to such approvals, permissions, sanctions and consents as may be necessary or required from regulatory or other appropriate authority and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that maybe stipulated under such approvals, permissions, sanctions, and consents as the case may be) which may be accepted by the Board of Directors of the Company (herein referred to as "**Board**" which term shall include any duly constituted and authorized committee thereof to exercise its powers under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot, from time to time, in one or more tranches, on preferential basis up to **52,70,100** (Fifty Two lakhs Seventy Thousand One Hundred only) Equity Shares of the face value of Rs.2/- (Rupees Two only) each fully paid up at an issue price of **Rs. 95.52/-** (Rupees Ninety Five and Fifty Two Paisa only) including a premium of Rs. 93.52/- (Rupees Ninety Three and Fifty Two Paisa only) per share aggregating to **Rs.50,33,99,952/-** (Rupees Fifty Crore Thirty Three Lakhs Ninety Nine Thousand Nine Hundred and Fifty Two only) to M/s. Citrus Global Arbitrage Fund ("Proposed Allottee") which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the "Floor Price"), to the Proposed Allottee, who is neither a Promoter nor belong to the Promoter Group of the Company, 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 Friday, November 17, 2023 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 of equity shares is subject to receipt of any approval by any regulatory authority, or the Central Government, 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 subject to the provisions of the SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the offer, issue and allotment of Shares and vary, modify or alter any relevant terms and conditions, including size of the preferential issue to the Proposed Allottee, as it may deem expedient without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT Mr. Jayaram Susarla, CFO and Mr. Suresh Bachalakura, Company Secretary be and are hereby severally authorized to settle any question, difficulty or doubt that may arise in connection with the said issue of afore said Equity Shares 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 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.

RESOLVED FURTHER THAT Mr. Jayaram Susarla, CFO & Mr. Suresh Bachalakura, Company Secretary of the Company be and is hereby severally authorized to sign and issue the Offer Letter for subscription

of Equity Shares, in the format prescribed under Companies Act, 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and all other relevant documents to the specified person and maintain complete record of the private placement offer made in Form PAS-5.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT Mr. Suresh Bachalakura, Company Secretary of the Company, be and is hereby authorized to make requisite applications seeking necessary consents, permissions etc. and to deal with all Statutory/Regulatory/other Authorities."

Item No. 2:

Appointment of Mr. Srinivasa Rao Kakumanu (DIN: 06726305) as a Director

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 recommendation of the Nomination and Remuneration Committee, applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mr. Srinivasa Rao Kakumanu (DIN: 06726305), who was appointed as an Additional Director of the Company by the Board of Directors with effect from October 26, 2023, and who holds office until the date of the next annual general meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Srinivasa Rao Kakumanu as a candidate for the office of a director of the Company, be and is hereby appointed as a director of the Company.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the company, be and is hereby authorized to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution."

Item No. 03:

Appointment of Mr. Srinivasa Rao Kakumanu(DIN: 06726305) as the Managing Director& CEO of the Company.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force),the Articles of Association of the Company and subject to the approval of Central Government and such other approvals as may be

necessary, consent of the members be and is hereby accorded for the appointment of Mr. Srinivasa Rao Kakumanu (DIN: 06726305) as the Managing Director of the Company for a period of 5 (Five) years upon the following terms and conditions including remuneration payable to him for a period of 3 (Three) years as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, with liberty to the Board of Directors from time to time to alter the said terms and conditions, in such manner as may be agreed to between the Board and Mr. Srinivasa Rao Kakumanu and as may be permissible at law:

a) Tenure:

Five years w.e.f. 26th October, 2023 to 25th October, 2028, either party has the liberty to terminate the appointment on three months' notice in writing to the other.

b) Remuneration:

Remuneration is only for a period of three years i.e. 26th October, 2023 to 25th October, 2026

Fixed Salary: Rs. **2,00,47,500** per annum by way of Salary, Dearness Allowance and any other allowances and perquisites with annual or mid-term increments as approved by the Board/Committee of the Board. The salary will be paid on monthly basis.

c) Employ benefits:

During the term of his employment, Mr. Srinivasa Rao Kakumanu will be entitled to participate in the employee benefit plans of the Company including Employee Stock options, medical insurance, personal accidental insurance, contribution to retirement benefits such as contribution to Gratuity at a rate not exceeding half a month's salary for each completed year of service which shall not be included in the computation of the ceiling on remuneration specified above."

The aggregate of the remuneration and perquisites in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.

Provided that where, in any financial year, the Company has no profits, or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to Mr. Srinivasa Rao Kakumanu as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approvals as may be required under law.

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

Item No. 4:

To appoint Mr. Gunupati Venkata Pranav Reddy (DIN: 06381368), 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, Mr. Gunupati Venkata Pranav Reddy (DIN:06381368), who was appointed by the Board of Directors as an Additional Director (Non-Executive and Non-Independent) of the Company with effect from 04th November, 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 ensuing 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 for the purpose of giving effect to this resolution, Mr. Jayaram Susarla, Chief Financial Officer and/or Mr. Suresh Bachalakura, Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company.”

Item No. 5:

To appoint Mr. Vinayendra Parvathaneni (DIN: 07789149), 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, Mr. Vinayendra Parvathaneni (DIN:07789149), who was appointed by the Board of Directors as an Additional Director (Non-Executive and Non-Independent) of the Company with effect from 04th November, 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 ensuing 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 for the purpose of giving effect to this resolution, Mr. Jayaram Susarla, Chief Financial Officer and/or Mr. Suresh Bachalakura, Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company.”

By Order of the Board of Directors

**Hyderabad
25th November, 2023**

**CS Suresh Bachalakura
Company Secretary**

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 in respect of the businesses as set out in the EGM Notice is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to investor.relations@moschip.com.
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 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.

3. 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.
4. Since the EGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. 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.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.

7. 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.
8. 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.
9. 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.
10. 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>.

11. 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.
12. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act will be available for inspection by the Members in electronic mode during the EGM. Members who wish to seek inspect, may send their request through an email at investor.relations@moschip.com up to the date of EGM.

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 Thursday, 14th December, 2023 at 9:00 A.M. and ends on Saturday, 16th December, 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, December 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-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	1. User already registered for IDeAS facility: <ul 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"

	<ul style="list-style-type: none"> 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. <p>2. User not registered for IDeAS e-Services</p> <ul 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.jsp iii. Proceed with completing the required fields. iv. Follow steps given in points 1 <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ul 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	<p>1. Existing user who have opted for Easi / Easiest</p> <ul style="list-style-type: none"> i. Visit URL: https://web.cdslindia.com/myeasi/home/loginor 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. <p>2. User not registered for Easi/Easiest</p> <ul 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. <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p>
	<ul 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 Shareholder login through their demat accounts / Website of	<ul style="list-style-type: none"> I. You can also login using the login credentials of your demat account II. through your DP registered with NSDL /CDSL for e-Voting facility. III. 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. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of

Depository Participant	KFintech for casting your vote during the remote eVoting period without any further authentication.
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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) 7774, 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 Monday, December 11, 2023, 09:00 a.m. till Friday, December 15, 2023, 5:00 p.m. shall only be considered and responded during the EGM.
- vi. the members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- vii. 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.
- viii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the EGM.
- ix. Facility of joining the EGM through VC / OAVM shall be available for at least 2000 members on first come first served basis.
- x. 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 Monday, December 11, 2023, 09:00 a.m. till Friday, December 15, 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 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 Monday, December 11, 2023, 09:00 a.m. till Friday, December 15, 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, December 08, 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 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, December 08, 2023. 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, 3, 4 & 5 of the accompanying EGM Notice dated: 25th November, 2023 convening the EGM of the Company scheduled for 17th December, 2023.]

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 25th November, 2023, subject to approval of shareholders of the Company by way of special resolution, approved the issue of up to **52,70,100** Equity Shares (Fifty Two lakhs Seventy Thousand One Hundred only) of the face value of Rs.2/- (Rupees Two only) each fully paid up at an issue price of **Rs. 95.52/-** (Rupees Ninety Five and Fifty Two Paise only) including a premium of Rs. 93.52/- (Rupees Ninety Three and Fifty Two Paise only) per share aggregating to **Rs. 50,33,99,952/-** (Rupees Fifty Crore Thirty Three Lakhs Ninety Nine Thousand Nine Hundred and Fifty Two only) to M/s. Citrus Global Arbitrage Fund 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 Allotee, 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 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 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 **52,70,100** Equity Shares (Fifty Two lakhs Seventy Thousand One Hundred only) of Rs.2/- (Rupees Two only) each, on a preferential basis ("Preferential Issue"), to the Proposed Allottee at an issue price of **Rs. 95.52/-** (Rupees Ninety Five and Fifty Two Paise only) including a premium of Rs. 93.52/- (Rupees Ninety Three and Fifty Two 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 November 25, 2023.

B. The Objects of the Issue:

The proceeds of the preferential offer are proposed to be used for the following activities;

- 1) To fund the acquisitions for inorganic growth of the Company.
- 2) General corporate purpose or
- 3) 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 **52,70,100** Equity Shares (Fifty Two lakhs Seventy Thousand One Hundred only) of Rs.2/- (Rupees Two only) each, on a preferential basis ("Preferential Issue"), to the Proposed Allottee at an issue price of **Rs. 95.52/-** (Rupees Ninety Five and Fifty Two Paise only) including premium of Rs. 93.52/- (Rupees Ninety Three and Fifty Two Paise only) per Equity Share, being the price as 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 allottee 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.

In terms of the applicable provisions of the SEBI ICDR Regulations, the floor price for the Preferential Issue is Rs.95.52/- per Share. The issue Price of **Rs. 95.52/-** (Rupees Ninety Five and Fifty Two Paise only) is determined as per the pricing formula prescribed under SEBI ICDR Regulations for the Preferential Issue of Equity Shares

E. Name and address of valuer who performed valuation

Not Applicable.

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

The price per Equity Share to be issued is fixed at **Rs. 95.52/-** (Rupees Ninety Five and Fifty Two Paise only) including premium of Rs. 93.52/- (Rupees Ninety Three and Fifty Two Paise only) per Equity Share. Kindly refer to the above mentioned point no. D for the basis of determination of the price.

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

The Company intends to raise up to a maximum of **Rs. 50,33,99,952/-** (Rupees Fifty Crore Thirty Three Lakhs Ninety Nine Thousand Nine Hundred and Fifty Two only) by issue of **52,70,100** Equity Shares (Fifty Two lakhs Seventy Thousand One Hundred only).

H. 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 Friday, November 17, 2023 being the date 30 days prior to the date of Extra-ordinary General Meeting.

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

The pre issue shareholding pattern of the Company as on 31st October, 2023 and the post-issue shareholding pattern (considering full allotment of shares issued on preferential basis) is mentioned at the end as "Annexure – A"

J. 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. Citrus Global Arbitrage Fund, Public shareholder of the Company.

K. 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.

L. 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 equity shares is subject to receipt 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.

M. 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. Citrus Global Arbitrage Fund PAN: AAICC0411E Address: 8 th Floor, Ebene Tower, 52 Cybercity, Ebene, Mauritius.	Public shareholder of the Company	Citrus Global Arbitrage Fund is a Category-I Foreign Portfolio Investor, incorporated under the laws of Mauritius. The registration number of Citrus Global Arbitrage Fund under the SEBI FPI Regulations is INMUFP026219. Further, there is no natural person, whether acting alone or together, who owns 25% or more of the shares or capital or profits in Citrus Global Arbitrage Fund. The senior managing

		officials of Citrus Global Arbitrage Fund are Mr. Paul Boskma , Mrs. Farhana Ali Mohmahd & Mr. Nundan Sharma
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The Proposed Allottee has not been allotted any securities of the Company during the year.

N. 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	Citrus Global Arbitrage Fund	Public shareholder	Nil	Nil	52,70,100	2.82

O. 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.

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

The Current and proposed status of M/s. Citrus Global Arbitrage Fund, the Proposed Allottee, post the preferential issue is "Non-promoter".

Q. 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:

Sl. No	Name of the Proposed Allottees	No. of equity shares allotted	Allotment price	Allotment Date
1.	Rajesh Navinchandra Shah	65,77,052	Rs. 65.22	10 th June, 2023
2.	Mansi Rajesh Shah	9,27,532		
3.	Abhishek Rajesh Shah	9,27,532		
4.	Sujata Amit Vashi	9,35,965		
5.	Naveed Ahmed Sherwani	17,70,744		
6.	Chirag Nitinkumar Dhruv	1,58,102		
7.	Simon Westbrook	84,321		
8.	Ganapathy Subramaniam	20,237		
9.	Pravin Desale	20,237		
10.	Abhijit Athavale	17,707		
11.	Vamsi Krishna Rachapudi	8,853		
12.	Dilip Gobind Lalwani	4,216		
	Total	1,14,52,498		

1,14,52,498 equity shares are allotted to the shareholders of Softnaotics Inc as Swap shares as part of purchase consideration for the acquisition of Softnaotics Inc.

R. Principle terms of assets charged as securities:

Not Applicable

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

Not Applicable

T. 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.

U. 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.

V. 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.

W. 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.

X. 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. 2 & 3:

The Board in its meeting held on October 26, 2023, appointed Mr. Srinivasa Rao Kakumanu as Additional Director and designated him as the Managing Director of the Company for a period of five (5) years with effect from 26th October, 2023 to 25th October, 2028. Mr. Srinivasa Rao Kakumanu was also appointed as Chief Executive Officer of the Company w.e.f. October 26, 2023.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs.1,00,000/- proposing the candidature of Mr. Srinivasa Rao Kakumanu for the office of director.

The Company has received from Mr. Srinivasa Rao Kakumanu (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, and (iii) Notice of interest in Form MBP-1 in terms of section 184 (1), and other applicable provisions of the Companies Act, 2013.

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

I	General Information		
	(1)	Nature of Industry	Semiconductor and embedded design services
(2)	Date or expected date of commencement of commercial production	August 01, 2000	
(3)	In case of new companies, expected date of commencement activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
		Description	Rs. in Lakhs

(4)	Financial performance based on given indicators		2022-23	2021-22
		Total revenue	20,332.33	15,277.79
		Total expenses	19,708.43	14,631.87
		Profit /Loss before tax	623.90	645.92
		Profit / Loss after tax	617.77	645.30
(5)	Foreign investments or collaborators, if any	<p>As per the shareholding pattern as on September 30, 2023:</p> <p>i. 2,15,41,972 Equity Shares representing 12.09 % was held by Foreign Nationals & NRIs.</p> <p>iii. 24,85,054 Equity Shares representing 1.40 % was held by overseas corporate bodies.</p> <p>The Company has not entered into any foreign collaboration.</p>		

II	Information about the appointee	
(1)	Background details	<p>Mr. Srinivasa Rao Kakumanu, commonly known as "KS," possesses an extensive professional background spanning over 28 years within the Semiconductor industry. His notable accomplishments include the co-founding of First Pass Semiconductors Pvt Ltd, a prominent VLSI design services organization established in December 2010. Throughout his illustrious career, KS has played a key role in leading numerous ASIC tape-outs across the Communication, Networking, Consumer, and Computing sectors.</p> <p>Under KS's leadership, First Pass experienced significant growth, evolving into a thriving organization boasting more than 210 employees by FY18. This remarkable journey culminated in the acquisition of First Pass by MosChip in July 2018, all while maintaining a profitable trajectory since inception. Following the acquisition, KS assumed the role of heading the Semiconductor Business Unit at MosChip, steering it to remarkable heights.</p> <p>Before his tenure at First Pass, KS held the position of General Manager for the VLSI group at Cyient (formerly known as Infotech Enterprises) in India. His career also includes stints with notable organizations such as TTM Inc. in San Jose, US; TTM India (acquired by Infotech in September 2008) Pvt Ltd in Hyderabad, India; Ikanos Communications in Fremont, US; QualCore Logic Ltd in India, and HAL in Hyderabad, among others.</p> <p>KS maintains his commitment to professional education by actively teaching Digital Design and Physical Design at MosChip Institute of Silicon Systems Pvt Ltd, a training</p>

		<p>institute he co-founded, which was subsequently acquired by MosChip in July 2018. His international experience includes a seven-year tenure in the United States between 2000 and 2007, where he contributed to TTM Inc. and Ikanos Communications</p> <p>He holds a B.E degree in E.C.E from the University College of Engineering, Osmania University, Hyderabad, India.</p>
(2)	Past remuneration	The Past Remuneration as Executive Vice President of the Company is Rs.200.47 lakhs per annum.
(3)	Recognition or awards	-
(4)	Job profile and suitability	As Managing Director & CEO of the Company he is responsible for the complete operations of the Company. He is entrusted with to perform such duties and exercise such powers as have been or may from time to time be entrusted or conferred upon him by the Board. Taking into account his previous experience, educational background, knowledge about the industry and the nature and size of operations of the Company, he is a fit and proper person as the Managing Director of the Company.
(5)	Remuneration proposed	<p>a. <u>Period</u></p> <p>26th October 2023 to 25th October 2026</p> <p>b. <u>Remuneration</u></p> <p>Fixed Salary: Rs. 2,00,47,500 per annum by way of Salary, Dearness Allowance and any other allowances and perquisites with annual or mid-term increments as approved by the Board/Committee of the Board. The salary will be paid on monthly basis.</p> <p>c. <u>Employment benefits:</u></p> <p>During the term of his employment, Mr. Srinivasa Rao Kakumanu will be entitled to participate in the employee benefit plans of the Company including Employee Stock options, medical insurance, personal accidental insurance, employer's contribution to provident fund, contribution to retirement benefits such as contribution to Gratuity fund over and above the amounts mentioned in clause b above.</p>
(6)	Comparative remuneration profile with respect to Industry, size of the company, profile of the	The remuneration being proposed to be paid to Mr. Srinivasa Rao Kakumanu is on par with the remuneration prevailing in the company of similar size in the same industry and the

	position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	remuneration to be paid would be restricted to the ceiling prescribed under Schedule V of the Companies Act, 2013.
(7)	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Mr. Srinivasa Rao Kakumanu doesn't have any pecuniary relationship with the Company other than the remuneration payable to him as Managing Director & CEO of the Company. He is working with the Company purely in a professional capacity. There is no relationship with other managerial personnel in the Company.

III	Other Information	
(1)	Reasons for loss or inadequate profits	The Company has invested considerable amounts in new business areas. In view of the gestation period involved in these initiatives, the Company doesn't get adequate profits.
(2)	Steps taken or proposed to be taken for improvement	The benefits of these investments will be seen in the coming years. Company is focusing on mixed signal intellectual property and full suite of design services that include physical design & Analog layout. In addition, Company has consolidated its hardware and firmware design services into product engineering services. The Company also plans to expand its operation in Multiple geographies including USA.
(3)	Expected increase in productivity and profits	The Company is working to increase the revenue with emphasis on increasing IP portfolio and focusing on IP enabled services.

Pursuant to the applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) consent of the members is being sought by way of Ordinary resolution for the item no.2 and by way of Special Resolution for item no.3.

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

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

The resolution in Item no. 02 seeks the approval of the members for regularization of Mr. Srinivasa Rao Kakumanu as a Director of the Company.

The resolution in Item no. 03 seeks the approval of the members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made

thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) for the appointment of Mr. Srinivasa Rao Kakumanu as a Managing Director of the Company.

No director, key managerial personnel or their relatives, except Mr. Srinivasa Rao Kakumanu, to whom the resolutions relate, is interested or concerned in the resolution.

The Board recommends the Ordinary Resolution set out in Item No. 02 and Special resolution set out in Item no. 03 for the approval of members.

Item No. 4

Ordinary Resolution : Appointment of Mr. Gunupati Venkata Pranav Reddy (DIN: 06381368), 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 04th November 2023, on the basis of the recommendation of the Nomination and Remuneration Committee ("NRC"), appointed Mr. Gunupati Venkata Pranav Reddy (DIN: 06381368) as an Additional Director (Non-Executive and Non-Independent) with effect from 04th November 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, Mr. Gunupati Venkata Pranav Reddy 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 Mr. Gunupati Venkata Pranav Reddy for the office of a Director of the Company. Mr. Gunupati Venkata Pranav Reddy 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

Mr. Gunupati Venkata Pranav Reddy is an entrepreneur and investor spanning across Infrastructure, Hospitality, Real Estate and Private Equity. He is also the primary promotor of RAPS, an aerospace and defence firm that manufactures composites for DRDO and ISRO.

Mr. Gunupati Venkata Pranav Reddy has graduated from the Kelley School of Business at Indiana University, Bloomington, US with a Bachelors in Finance and Business Management.

Mr. Gunupati Venkata Pranav Reddy would be entitled to remuneration including sitting fees, commission as permitted by law, and as may be approved by the Board/NRC from time to time, subject to such further approvals, as applicable. Mr. Gunupati Venkata Pranav Reddy holding 6,75,754 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 Mr. Gunupati Venkata Pranav Reddy 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 Mr. Gunupati Venkata Pranav Reddy, 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. 4 of the Notice.

The Board is of the view that Mr. Gunupati Venkata Pranav Reddy 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. 4 of the accompanying Notice for approval by the Members of the Company.

Item No. 5:

Ordinary Resolution : Appointment of Mr. Vinayendra Parvathaneni (DIN: 07789149), 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 04th November 2023, on the basis of the recommendation of the Nomination and Remuneration Committee ("NRC"), appointed Mr. Vinayendra Parvathaneni (DIN: 07789149) as an Additional Director (Non-Executive and Non-Independent) with effect from 04th November 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, Mr. Vinayendra Parvathaneni 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 Mr. Vinayendra Parvathaneni for the office of a Director of the Company. Mr. Vinayendra Parvathaneni 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

Mr. Vinayendra Parvathaneni completed his MS in Global Management from Thunderbird School of Global Management, USA and BSc (Hons) in Management from the University of Manchester, UK.

He has over 10 years' experience in the Marine, Shipping and Logistics Business, having worked in the USA as Commercial Manager of Resolve Marine Group.

He then relocated to India to work with Seaways Shipping & Logistics Limited, where he is presently working as Director - Subsidiaries. In 2023, he was also elected to be the youngest Vice President of the International Force Group.

Mr. Vinayendra Parvathaneni would be entitled to remuneration including sitting fees, commission as permitted by law, and as may be approved by the Board/NRC from time to time, subject to such further approvals, as applicable. Mr. Vinayendra Parvathaneni does not hold any 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 Mr. Vinayendra Parvathaneni 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 Mr. Vinayendra Parvathaneni, 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. 5 of the Notice.

The Board is of the view that Mr. Vinayendra Parvathaneni 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. 5 of the accompanying Notice for approval by the Members of the Company.

By Order of the Board of Directors

Place: Hyderabad

Date: 25th November, 2023

**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)	55,38,006	3.05	55,38,006	2.96
Body Corporate	8,48,39,942	46.70	8,48,39,942	45.39
Sub- Total (A) (1)	9,03,77,948	49.75	9,03,77,948	48.35
2.Foreign				
Individuals (NRI's/Foreign individuals) (Including Persons Acting in Concert)	-	-	-	-
Foreign Body Corporate	-	-	-	-
Sub- Total (A) (2)	-	-	-	-
Total Shareholding of Promoter & Promoter Group(A)=(A)(1) + (A) (2)	9,03,77,948	49.75	9,03,77,948	48.35
(B) Public Share Holdings				
1.Institutions				
Mutual Funds	-	-	-	-
Venture Capital Funds	-	-	-	-
Alternate Investment Funds	-	-	-	-
Foreign Venture Capital Investors	-	-	-	-
Foreign Portfolio Investors	73,774	0.04	53,43,874	2.86
Financial Institutions/Banks	-	-	-	-
Insurance Companies	-	-	-	-
Provident Funds/Pension Funds	-	-	-	-
Any Other	-	-	-	-
Sub- Total (B) (1)	73,774	0.04	53,43,874	0
2.Non-Institutions				
Directors and their relatives	25,28,124	1.39	25,28,124	1.35
Key Managerial Personnel	57,287	0.03	57,287	0.03
Relatives of promoters	1,500	0.00	1,500	0.00
Individuals				
Individuals- Shareholders holding nominal share capital up to Rs. 2 Lakh	4,25,21,355	23.41	4,25,21,355	22.75
Shareholders holding nominal share capital in excess of Rs. 2 Lakh	1,40,50,538	7.73	1,40,50,538	7.52
Non Resident Indians (NRIs)	96,02,438	5.29	96,02,438	5.14
Foreign Nationals	1,18,76,996	6.54	1,18,76,996	6.35
Foreign Companies	24,46,015	1.35	24,46,015	1.31
Bodies Corporate	58,35,717	3.21	58,35,717	3.12

Category	Pre-Issue Equity Shareholding		Post-Issue Equity Shareholding	
	No. of shares	% of Holding	No. of shares	% of Holding
Any Other (specify)-NRI				
Clearing Member	1	0.00	1	0.00
Trusts	900	0.00	900	0.00
HUF	20,84,569	1.15	20,84,569	1.12
Sub- Total (B) (2)	9,10,05,440	50.10	9,10,05,440	48.69
(B). Total Public Shareholding (B)=(B)(1) + (B) (2)	9,10,79,214	50.14	9,63,49,314	51.54
(C) Non Promoter - Non Public				
Shares held by Custodian for GDRs & ADRs	-	-	-	-
Employee Benefit Trust	1,97,470	0.11	1,97,470	0.11
GRAND TOTAL (A+B+C)	18,16,54,632	100.00	18,69,24,732	100.00

Note: 1) Pre & Post shareholding pattern is calculated based on shareholding as on 17th November, 2023.

2) Promoter reclassification application of Mr. K. Rama Chandra Reddy & Mrs. K. Pratibha Reddy is pending with BSE.

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. Srinivasa Rao Kakumanu	Mr. Gunupati Venkata Pranav Reddy	Mr. Vinayendra Parvathaneni
DIN	06726305	06381368	07789149
Date of Birth & Age	05 th June, 1974 49 years	24 th May, 1986 37 years	21 st December, 1989 34 years
Date of First Appointment	26/10/2023	04/11/2023	04/11/2023
Designation/category of the Director	Managing Director	Non-Executive& Non Independent Director	Non-Executive& Non Independent Director
Qualifications	B.E degree in E.C.E from the University College of Engineering, Osmania University	Bachelors in Finance and Business Management from Kelley School of Business at Indiana University, Bloomington, US	MS in Global Management from Thunderbird School of Global Management, USA and BSc (Hons) in Management from the University of Manchester, UK.
Expertise in specific functional areas	Experience in Design, Manufacturing of Various Integrated Chips (ICs), Semiconductor and Systems	Entrepreneurship, general administration, management, strategy, infrastructure	Experience in Marine, Shipping and Logistics Business
Experience (in years)	28 years	15 years	11 years
Remuneration last drawn	Rs. 2,00,47,500 p.a.	Not applicable	Not applicable
Remuneration sought to be paid	Rs. 2,00,47,500 p.a.	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	As set out in the resolution number 02 of this EGM notice.	The terms and condition of appointment of the Non-executive and Non Independent Directors are uploaded on the website of the Company https://moschip.com/board-of-directors/ and is available for inspection.	The terms and condition of appointment of the Non-executive and Non Independent Directors are uploaded on the website of the Company https://moschip.com/board-of-directors/ and is available for inspection.
Directorships in other Companies (other than listed companies)	1. MosChip Institute of Silicon Systems Pvt Ltd	1. Srinivasa Resorts Limited 2. Monochrome Foods Pvt Ltd 3. Ramesh's Aerospace Products & Services Pvt Ltd	1. Seamaster Sea and Air Logistics Pvt Ltd. 2. Seaways Ports and Inland Logistics Pvt Ltd. 3. Seaways Liner Agencies Pvt Ltd. 4. Seaways Supply Chain Pvt Ltd.

Particulars	Mr. Srinivasa Rao Kakumanu	Mr. Gunupati Venkata Pranav Reddy	Mr. Vinayendra Parvathaneni
			5. Viminco Solutions Pvt Ltd.
Directorships held in other public companies (excluding foreign Companies and Section 8 companies) Names of listed Companies, if any.	Nil	01	Nil
Member of the Committees of other Companies on which he/she is a Member	0	0	0
Chairmanship of the Committees of other Companies.	0	0	0
Names of listed entities from which the person has resigned in the past three years	Nil	Nil	Nil
Number of equity shares held in the Company	18,52,370	6,75,754	Nil
No of Board Meetings attended during the last year	Not Applicable	Not Applicable	Not Applicable
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	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/> .