



# B S S & ASSOCIATES

## COMPANY SECRETARIES

Flat No. 5A, Parameswara Apartments, Beside SBI, Anandnagar, Khairatabad, Hyderabad -500 004

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To

The Chairman,

**MOSCHIP TECHNOLOGIES LIMITED**

(CIN: L31909TG1999PLC032184)

7th Floor, My Home Twitza, Plot No.30/A,Sy.No.83/1

TSIIC Hyderabad Knowledge City, Raidurg, Panmaktha

Hyderabad, Rangareddi, Telangana – 500081.

Dear Sir,

**Sub: Consolidated Report of Scrutinizer on e-voting system and remote e-voting pursuant to the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 for the Extra Ordinary General Meeting of MOSCHIP TECHNOLOGIES LIMITED held on Wednesday, the 3<sup>rd</sup> day of August, 2022 at 9:30 a.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM).**

1. We, **B S S & Associates**, Company Secretaries, Hyderabad, were appointed by the Board of Directors of **"MOSCHIP TECHNOLOGIES LIMITED"** (**"the Company"**) for the purpose of scrutinizing the remote e-voting process and e-voting system during Extra Ordinary General Meeting conducted on 3<sup>rd</sup> day of August, 2022 at 9:30 a.m through Video Conferencing (VC) /Other Audio Visual Means (OAVM) in a fair and transparent manner and ascertaining the requisite majority on voting through e-voting system and remote e-voting carried out, as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 [Amendment Rules 2015], on the resolutions contained in item number 1 and 2 as set out in the Notice dated 4<sup>th</sup> July, 2022 of the said Extra Ordinary General Meeting.
2. In compliance with the MCA General Circular No.14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020, dated 15th June 2020, 33/2020, dated 28th September, 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December, 2021 and 03/2022 dated 5th May, 2022 and SEBI (LODR) Regulations, the Notice dated 4<sup>th</sup> July, 2022, as confirmed by the Company was sent in respect of the below mentioned resolutions passed at the e-EGM of the Company through electronic mode to those members whose email addresses are registered with the Company/ Depositories.



*Shri Kantar*

3. The Company had availed the e-voting facility offered by KFin Technologies Limited (KFintech) for conducting remote e-voting prior to e-EGM and for conducting e-voting during the e-EGM.
4. The remote e-voting period was kept open for Three days from 31<sup>st</sup> July, 2022, 9.00 A.M. (IST) to 2<sup>nd</sup> August, 2022, 5:00 P.M (IST).
5. The cut-off date for the purpose of determining the entitlement for voting on the proposed resolutions was 22<sup>nd</sup> July, 2022.
6. The Company had also provided e-voting facility at the e-EGM through VC/OAVM and to those shareholders who had not cast their vote earlier through remote e-voting.
7. After the closure of e-voting at the e-EGM through VC/OAVM, the report on voting done at the e-EGM and the votes cast under remote e-voting facility prior to the e-EGM were unblocked and were counted.
8. We have scrutinized and reviewed the remote e-voting prior to e-EGM and e-voting during the e-EGM and votes cast therein, based on the reports generated by the KFintech.
9. The management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to e-EGM and e-voting during the e-EGM on the resolutions contained in the notice of the e-EGM.
10. Our responsibility as scrutinizer for the remote e-voting and e-voting during e-EGM is restricted as Scrutinizer to making a report of the votes cast in favour or against the resolutions.
11. We now submit our consolidated report on the results of remote e-voting together with that of e-voting conducted through the e-voting system at the e-EGM provided by KFin Technologies Limited (KFintech), as under.

**a) Resolution 1 (as a Special Resolution)**

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

**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



K. Anitha

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.”

(i) Voted in favour of Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
105	94364703	99.9869

(ii) Voted against the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
15	12321	0.0131

(iii) Abstain/ Invalid Votes:

No of Members voted	Number of votes cast by them
3	70

Note: Two Members have less voted for 735 shares.

**b) Resolution 2 (as a Special Resolution)**

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

“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



*Handwritten signature: S. Kantan*

(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 authorized 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.”

(i) Voted in favour of Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
105	94364649	99.9869

(ii) Voted against the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
*16	12375	0.0131

(iii) Abstain/ Invalid Votes:

No of Members voted	Number of votes cast by them
3	70

Note:

Two members have less voted for 735 shares.

\*One member voted partly in favour and partly in against.

Thanking you,

Yours faithfully

For B S S & Associates  
Company Secretaries

S. Srikanth

S. Srikanth

Partner

C.P. # 7999

UDIN: A022119D000736646



received the report

A handwritten signature in black ink, appearing to read "Suresh Bachalakura".

Suresh Bachalakura  
Company Secretary

Place: Hyderabad

Date: 03.08.2022

Place: Hyderabad

Date: 03.08.2022