

Date: 27th July, 2018

To
The General Manager,
Department of Corporate Relations
BSE Limited
PJ Towers, Dalal Street,
Mumbai - 400 001.

Dear Sir/Madam,

Sub: Intimation of Postal Ballot Notice

Ref: Outcome of Board Meeting dated 23rd July, 2018.

Pursuant to the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Postal Ballot Notice along with the Postal Ballot form, being dispatched to the members of the Company whose names appear in the register of members on July 23, 2018.

The Postal Ballot notice is being sent through electronic mode to the Members whose email ids are registered with the Depository participants or the Registrar & Transfer Agent. For the remaining Members, the Postal Ballot notice is being sent by Courier. The Postal Ballot Notice is also available on the Company's website (www.moschip.com).

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the members, with the facility to exercise their vote by electronic means provided by M/s. Karvy Computershare Private Limited ("Karvy"). The voting period will commence on Monday, July 30, 2018 at 9:00 Hours IST and ends on Tuesday, August 28, 2018 at 17:00 Hours IST.

The Company has appointed M/s. BSS & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner. The results of the Postal Ballot will be announced on Wednesday, August 29, 2018

This is for your information and records.

Thanking you,

Yours truly,

For MosChip Semiconductor Technology Limited,


CS Suresh Bachalakura
Company Secretary



Encl: a/a



MOSCHIP SEMICONDUCTOR TECHNOLOGY LIMITED

CIN: L31909TG1999PLC032184

**Reg Office: Plot No. 83&84, 2nd Floor, Punnaiah Plaza, Road No. 2, Banjara Hills,
Hyderabad – 500034**

Tel: 040-6622-9292, Fax: 040-6622-9393

Website: www.moschip.com, Email id: investorrelations@moschip.com

To
The Shareholders

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Notice is hereby given to the Shareholders, pursuant to Section 110 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, read together with Rule 22 Companies (Management and Administration) Rules, 2014 (including any statutory modifications, amendments or re-enactments thereof for the time being in force), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that the resolution(s) appended below are proposed to be passed by way of Postal Ballot including voting by electronic means ("e-voting").

The Members' consideration and approval is being sought for the Resolution annexed hereto. Thus, in terms of Section 110 of the Companies Act, 2013 read with the relevant Rules and Regulations as also to facilitate wider participation in the approval process by the Shareholders residing at different locations, it is proposed to obtain their consent by way of postal ballot. The Resolutions are appended below and the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the said Resolutions setting out material facts and the reasons for the Resolution is also annexed.

You are requested to peruse the proposed Resolution along with Explanatory Statement and thereafter send your assent or dissent by filling-up the necessary details and putting your signature at the marked place in the Postal Ballot Form and returning the Form duly completed, in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer not later than close of working hours (5.00 p.m.) **on 28th August, 2018**. Your assent / dissent received after 28th August, 2018 would be strictly treated as if a reply from you has not been received.

In compliance with the provision of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also offering facility of e-voting to all its Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes and printed overleaf of the Postal Ballot Form for casting of votes by e-voting.

Item No. 01:

To issue Equity Shares (Swap Shares) on preferential basis to the Unitholders of GigaCom Semiconductor, LLC

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 Section 62 (1) (c), read with Section 42 of the Companies Act, 2013, readwith the Companies (Share Capital and Debentures) Rules, 2014, 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 SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (the **“ICDR Regulations”**), the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended (the **“SAST 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 may be stipulated under such approvals, permissions, sanctions, and consents as the case may be) which may be accepted bythe Board of Directors of the Company (herein referred to as **“Board”** which term shall include any duly constituted andauthorized 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 **67,00,000 (Sixty Seven Lakhs only)** fully paid-up equity shares of the Company, having face value of Rs.2/- (Rupees Two only) each (the **“Swap Shares”**) to the Unitholders of GigaCom Semiconductor, LLC, as set out in the table below (the **“GigaCom Unitholders”**), and that the Swap Shares are proposed to be issued as full consideration for purchase of the entire unit capital of GigaCom Semiconductor, LLC from the GigaCom Unitholders, and the pricing of the Swap Shares is in compliance with the pricing requirements set out under Chapter VII of the ICDR Regulations (including any amendments thereto or re-enactment thereof) or other provisions of law as may be prevailing at the time.”

Proposed allotment details to the Unitholders’ of Gigacom Semiconductor LLC, USA:

Sl. No	Name of the Proposed Allottee(s)	PAN No.	Nationality	Shares Consideration (No of Shares)
1.	Venkata Simhadri	AVNPS0649D	USA	4,516,634
2.	Vahini Mallipudi	BAHPM2124D	UK	385,554
3.	Reema Mallipudi	Being applied	USA	720,040
4.	Indroneel Dutt	AEWPD8443C	USA	254,277
5.	Jhansi Valimiki	Being applied	INDIAN	98,090
6.	Sreenivas Simhadri	BPLPS4190G	USA	151,829
7.	Srilakshmi Simhadri	BETPS4305G	INDIAN	84,349
8.	Suresh Tammana	Being applied	USA	236,178
9.	Sreedhar Simhadri	Being applied	INDIAN	151,829
10.	Dileep Atmuri	Being applied	INDIAN	33,740
11.	Mind Spaces, LLC (Santiago Fernandez)	Being applied	USA	33,740
12	Albert Varelgian	Being applied	USA	33,740
	Total			6,700,000

“RESOLVED FURTHER THAT the Preferential Allotment shall *inter alia* be subject to the following:

(i) The Swap Shares to be offered, issued and allotted to the GigaCom Unitholders shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

(ii) The Swap Shares to be offered, issued and allotted shall rank *pari passu* with the existing equity shares of the Company in all respects including as to dividend and other corporate benefits;

(iii) The “**Relevant Date**” for the offer, issue and allotment of the Swap Shares by way of a preferential issue, as per the ICDR Regulations, for the determination of minimum price for the issue of Shares is 29th July, 2018, which is the date that is 30 (thirty) days prior to the date on which the results of this postal ballot, which is being conducted for the purpose of seeking the approval of members to the Preferential Allotment, are to be declared, which is deemed to be the date of the postal ballot resolution passed in accordance with Section 110 of the Companies Act, 2013 with Rule 22 of the Companies (Management & Administration) Rules 2014.

(iv) The Swap Shares to be offered, issued and allotted shall be subject to lock-in and other provisions as provided under the ICDR Regulations; and

(v) The Swap Shares so offered, issued and allotted will be listed and traded subject to the receipt of necessary regulatory permissions and approval, if any.”

“**RESOLVED FURTHER THAT** subject to the provisions of 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 Unitholders, as it may deem expedient.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, desirable or expedient for the purpose of the issue or allotment of the shares and listing thereof with the Stock Exchange and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said securities, sign all such documents and undertakings as may be required and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit and to effect any modification to the foregoing in the best interest of the Company and its shareholders.”

“**RESOLVED FURTHER THAT** the Board be and is hereby also authorised to delegate all or any of its powers to any officer (s) or authorized signatory (ies) of the Company to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

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

Hyderabad
23rd July, 2018

By Order of the Board of Directors

CS Suresh Bachalakura
Company Secretary

NOTES:

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business set out in the Notice, is annexed hereto.

2. Members are requested to notify immediately any change in their address to the company or to the Share Transfer Agents and in case their shares are held in dematerialized form, this information should be passed onto their respective Depository Participants without any delay.

3. In all correspondence with the company, members are requested to quote their folio numbers and in case their shares are held in dematerialized form they must quote their Client ID Number and their DP ID Number.

4. Trading in the equity shares of the company is in the compulsory Demat form. Those members who have not demated their shares are requested to open the Demat accounts with the depositories and get the shares demated at the earliest.

5. In compliance with provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014, the Company is offering e-voting facility to all the members of the Company and will be facilitating e-voting to enable the members to cast their votes electronically instead of dispatching the Postal Ballot Form.

6. The business may be transacted through e-voting services provided by Karvy Computershare Private Limited ("Karvy").

It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link <http://evoting.karvy.com>. Shareholders can cast their vote online from 9 a.m. on 30th July, 2018 to 5 p.m. on 28th August, 2018. During the period, shareholders of the company holding shares either in dematerialized or physical form as on the cut-off date of 20th July, 2018, may cast their vote electronically.

7. The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail IDs with the Company / their respective Depository Participants along with physical copy of the Notice. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail.

8. The Company has appointed B S S & Associates, Practicing Company Secretaries as Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 20th July, 2018 only shall be entitled to avail the facility of e-voting/ Postal Ballot.

9. Any person who becomes a member of the Company after dispatch of the Notice of the Postal Ballot and holding shares as on the cut-off date i.e. 20th July, 2018 may obtain the User ID and password in the manner as mentioned below.

10. 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

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

- a. 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.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- b. Member may call Karvy's toll free number 1-800-3454-001
- c. Member may send an e-mail request to evoting.msctl@karvy.com.

If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through e-voting.

1. The e-voting facility will be available during the following period:

Commencement of e-voting: From 9.00 a.m. (IST) on 30th July, 2018

End of e-voting: Up to 5.00 p.m. (IST) on 28th August, 2018

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

2. The Scrutinizer, after scrutinizing the votes cast by postal ballot (physical forms) and through e-voting, will, on 29th August, 2018, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website [Karvyhttps://evoting.karvy.com](https://evoting.karvy.com). The results shall simultaneously be communicated to the Stock Exchanges.

3. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the last date of voting, i.e. 28th August, 2018

4. Instructions and other information relating to e-voting:

1. (i) In case a member receives an e-mail from Karvy for members whose e-mail addresses are registered with the Company / Depository Participant(s):

- (a) Launch internet browser by typing the URL: <https://evoting.karvy.com>

- (b) Enter the login credentials (i.e. User ID and password) which will be sent separately. The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID.

However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.

- (c) After entering these details appropriately, click on "LOGIN".

- (d) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (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 address, 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.

(e) You need to login again with the new credentials.

(f) On successful login, the system will prompt you to select the E-Voting Event Number for MosChip Semiconductor Technology Limited.

(g) 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 in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.

(h) Members holding shares under multiple folios / Demat accounts shall choose the voting process separately for each of the folios / Demat accounts.

(i) 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.

(j) You may then cast your vote by selecting an appropriate option and click on "Submit".

(k) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, 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).

(l) 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 / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: srkpcs99@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."

(ii) In case a member receives physical copy of the Notice by Post [for members whose e-mail addresses are not registered with the Company / Depository Participant(s):

a) User ID and initial password - These will be sent separately.

b) Please follow all steps from Sr. No. (a) to (l) as mentioned in (1) above, to cast your vote.

2. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

3. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.

4. Kindly note that the Shareholders can opt only one mode of voting, i.e. either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case the Shareholders cast their vote by Physical Ballot and e-voting, then voting done by e-voting shall prevail and voting done through valid Physical Ballot will be treated as invalid.

5. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed business reply envelope to the Scrutinizer. The postage

cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Shareholders will also be accepted.

6. As required by Rule 22 of the Companies (Management and Administration) Rules, 2014, details of dispatch of Notice and Postal Ballot Form to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Hyderabad, Telangana

7. All documents proposed for approval, if any, in the above Notice and documents specifically stated to be open for inspection in the Explanatory Statement are open for inspection at the Registered Office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the results of this Postal Ballot.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

The following Explanatory Statement sets out material facts relating to the business under Item No. 01 accompanying Notice dated on 23rd July, 2018

Item No.1:

MATERIAL FACTS RELATING TO THE PREFERENTIAL ALLOTMENT TO THE UNITHOLDERS OF GIGACOM SEMICONDUCTOR LLC, USA

Your company is engaged in semiconductor design services with experience in markets, such as aerospace and defense, consumer electronics, networking and telecommunications, mobile communications, and Internet-of-Things (IoT). In order to accelerate the company's growth plans to expand the canvass of skillset and business geography, it proposed acquisition of GigaCom Semiconductor, LLC, California, USA ("Gigacom LLC"). Gigacom LLC, a 6 year old company is focused on IP development and licensing apart from Mixed Signal Design Services. It has established strong customer relationships with top-tier companies for both design services and IP licenses. Your Company will benefit immensely from the Silicon proven IP and its Silicon Valley presence. Gigacom LLC or its Founder or other unitholders are not related parties to the Directors of your Company

The Board proposed acquisition of Gigacom LLC in an all-stock deal by swapping your Company Equity shares for the Units held by the unitholders of Gigacom LLC. The Board approved the Share Purchase Agreement to be entered into in this behalf for acquisition of the entire unit capital of the LLC from the respective unitholders. The consideration for the purchase of the entire unit capital of the LLC shall be paid by issue of equity shares of face value of Rs.2/- (Rupees Two Only) in your Company to the Unitholders of the LLC. The details of the unitholders of the LLC and the equity shares being issued to each such unitholder is detailed elsewhere in this Statement. Mr. VSS, the Founder of Gigacom LLC has been appointed by your Board as the CEO of your Company to steer its future growth plans.

The acquisition of the entire unit capital of the LLC is subject to conditions precedent as agreed with various unitholders, and upon completion, would result the LLC becoming a wholly owned subsidiary of the Company on a going concern basis together with the IPs, employees, customers and trade partners. As part of SPA it is proposed to pay a royalty at an agreed upon rate, to the Founder, Mr. VSS, in cash in respect of future IP Licensing contracts that may be secured in relation to the existing IPs.

The Company hopes to complete the acquisition of the LLC immediately upon receipt of approval of the shareholders in terms of Item No. 1 and subject to the completion of the conditions precedent in terms of the Share Purchase Agreement that are entered into in relation to the acquisition of the LLC.

The Preferential Allotment of Equity Shares (Swap Shares) to the unitholders of the LLC, would be strictly in accordance with Chapter VII of the SEBI (ICDR) Regulations, 2009. The preferential issue would comprise of upto 67,00,000 equity shares

The relevant disclosures as required in terms of the Companies Act, 2013 and SEBI (ICDR) Regulations are as under:

The allotment of equity shares is subject to the Proposed allottees not having sold any Equity Shares of the Company during the 6 (six) months preceding the 'relevant date'. The proposed allottees have represented that they did not sell any equity shares of the Company during the 6 (six) months preceding the relevant date.

1. Object(s) of the issue through preferential issue:

The object of issuing Equity Shares to the unitholders of the LLC is to facilitate the acquisition of Gigacom LLC, USA by the Company from their current owners (unitholders). It is therefore proposed to issue and allot to the unitholders of the LLC, on a preferential basis, an aggregate of upto 67,00,000 Equity Shares of the face value of Rs.2/- each, as full consideration for the acquisition.

2. Proposal of the promoters/directors/key management persons of the Company to subscribe to the offer:

The existing promoters and the management team will continue to remain in the management of the Company. Further, the composition of the present Board of Directors is not expected to undergo any change. Mr. Venkata Sudhakar Simhadri will join the Board as the Managing Director at a later date, on receipt of certain regulatory approvals.

No Equity Shares are being offered to the directors or relatives of directors of your Company.

Mr. Venkata Sudhakar Simhadri, Chief Executive Officer of the Company (w.e.f 24-07-2018) and his relatives will be subscribers of the proposed equity Shares of the Company.

3. Pricing of Preferential Issue:

The price of the Equity Shares (i.e. Swap Shares) to be allotted to the unitholders of GigaCom Semiconductor, LLC is based on the minimum price determined under the ICDR Regulations.

4. Relevant Date:

The relevant date for the purpose of pricing shall be 29th May, 2018 being the date which is 30 (thirty) days prior to the deemed date of passing of special resolution by the Members of the Company through Postal Ballot to approve the proposed preferential issue, in accordance with the ICDR Regulations.

5. The names of the proposed allottee and the percentage of post preferential offer capital that may be held by them:

Sl. No	Proposed Allottees	Present Holding, if any	% of Pre-issue Capital	No. of Equity Shares to be issued	% to post issue Capital (approx.)
1.	Venkata Simhadri	Nil	Nil	4,516,634	3.129
2.	Vahini Mallipudi	Nil	Nil	385,554	0.267
3.	Reema Mallipudi	Nil	Nil	720,040	0.499
4.	Indroneel Dutt	Nil	Nil	254,277	0.176
5.	Jhansi Valimiki	Nil	Nil	98,090	0.068
6.	Sreenivas Simhadri	Nil	Nil	151,829	0.105
7.	Srilakshmi Simhadri	Nil	Nil	84,349	0.058
8.	Suresh Tammana	Nil	Nil	236,178	0.164
9.	Sreedhar Simhadri	Nil	Nil	151,829	0.105
10.	Dileep Atmuri	Nil	Nil	33,740	0.023
11.	Mind Spaces, LLC	Nil	Nil	33,740	0.023
12.	Albert Varelgian	Nil	Nil	33,740	0.023
	Total	Nil	Nil	6,700,000	4.641

6. Undertaking(s):

This is to undertake that the price, if required, shall be recomputed in terms of the provision of the ICDR Regulations. If the amount payable upon the re-computation is not paid within the stipulated time as mentioned in the ICDR Regulations, the specified securities shall continue to be locked in till such amount is paid by the allottees.

7. Lock-in period:

The proposed allotment of Equity Shares to be offered, issued and allotted shall be subject to Lock-in as provided under the provisions of ICDR Regulations.

The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date upto a period of six months from the date of preferential allotment.

The equity shares under this preferential issue proposed to be issued to unitholders shall be subject to lock-in for a period of one year from the date of trading approval granted for the equity shares in accordance with the provisions of the ICDR Regulations (including any amendments thereto or re-enactment thereof).

8. Identity of the proposed allottees:

All proposed allottees mentioned in point no. 05 above are natural persons, except Mind Spaces, LLC. The ultimate beneficial owners of Mind Spaces, LLC is mentioned here in below.

Name and address of the proposed allottee	Category (Promoter/ Non Promoter)	Names of Ultimate Beneficial Owners of the proposed allottee(s)
Mind Spaces, LLC	Non Promoter	Santiago Fernandez-Gomez

9. Proposed time limit within which the allotment shall be complete:

As required under the ICDR Regulations, the allotment of Equity Shares pursuant to the special resolution shall be completed within a period of fifteen days from the date of passing of the special resolution approving allotment.

Provided that where the allotment is pending on account of any such approval of allotment by any regulatory authority including stock exchanges or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

10. Listing:

The Company will make an application to the stock exchanges at which the existing shares are listed, for listing of the Swap Shares. Once allotted the Swap Shares will rank *pari passu with* the existing equity shares of the Company in all respects, including dividend.

11. Shareholding pattern of the Company before and after the preferential issue:

Please refer the "Annexure -1" for the consolidated shareholding pattern given at the end of Postal Ballot Notice.

12. 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:

On 17th April 2018, the Company has allotted 6,074,240 equity shares of face value of Rs.2/- each at a price of Rs. 21.80 /- on preferential basis to one of the promoter group Company pursuant to conversion of equal number of Warrants issued vide preferential issue dated 04th January, 2017.

On 20th July 2018, the Company has allotted 44,44,444 Warrants to JBM Resorts Private Limited and 22,22,222 Warrants to MouriTech LLC, which upon being exercised entitle its holders to equal number of Equity Shares of face value of Rs.2/- each at a price of Rs.45/- per warrant.

13. Certificate from Auditors:

The certificate issued by M/s. S. T. Mohite & Co., Chartered Accountants, Statutory Auditors of the Company as to the pricing of the Issue Shares in this preferential issue and certifying that this preferential issue is being made in accordance with the requirements contained in Chapter VII of the ICDR Regulations, will be made available for inspection on any working day between 02.00 p.m. to 05.00 p.m. upto the last date of voting under Postal ballot.

14. Valuation for consideration other than cash and the justification for the allotment:

Gigacom LLC, USA is recommended for acquisition by issuance of 67,00,000 Equity Shares of your Company to the Unitholders of the said Gigacom LLC on the basis of an Independent Valuation of the Gigacom LLC, USA on a going concern basis by M/s. K. V. Srinivas & Associates, Chartered Accountants (FRN: 016283S) & CA Bhavani Shankar Mylavaram, Practicing Chartered Accountant vide their report dated 21st July, 2018.

As it is proposed to issue equity shares of the Company on a preferential basis, it is required to be approved by the shareholders by way of a special resolution pursuant to the provisions of Section 62 of the Companies Act, 2013, rules there under and Chapter VII of the ICDR Regulations. The directors recommend the resolutions in Item No. 1 for approval and adoption.

Except Mr. Venkata Sudhakar Simhadri, Chief Executive Officer (w.e.f 24-07-2018) and his relatives, none of the directors, Key managerial personnel or any relative of any of the directors or key managerial personnel of the Company is, in anyway, concerned or interested in the above resolution.

Place: Hyderabad
Date: 23rd July, 2018

By Order of the Board of Directors

CS Suresh Bachalakura
Company Secretary

Annexure-1

Shareholding Pattern of the Company

Category	Pre-Issue Equity Shareholding		After Allotment of Swap Shares	
	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)	4697197	3.41	4697197	3.25
Body Corporate	-	-	-	-
Sub- Total (A) (1)	4697197	3.41	4697197	3.25
2.Foreign				
Individuals (NRI's/Foreign individuals) (Including Persons Acting in Concert)	2895801	2.10	2895801	2.01
Foreign Body Corporate	81531739	59.23	81531739	56.48
Sub- Total (A) (2)	84427540	61.33	84427540	58.49
Total Shareholding of Promoter & Promoter Group(A)=(A)(1) + (A) (2)	89124737	64.75	89124737	61.74
(B) Public Share Holdings				
1.Institutions				
Financial Institutions/Banks	150	0.00	150	0.00
Sub- Total (B) (1)	150	0.00	150	0.00
2.Non-Institutions				
Foreign Nationals	1283108	0.93	75,81,360	5.25
Foreign Bodies Corporate	2896019	2.10	29,29,759	2.03
Individuals				
<i>Individuals- Shareholders holding nominal share capital up to Rs. 2 Lakh</i>	24184180	17.57	2,44,00,359	16.90
<i>Shareholders holding nominal share capital in excess of Rs. 2 Lakh</i>	13209432	9.60	1,33,61,261	9.26
Any Other (specify)-NRI	874793	0.64	874793	0.61
Clearing Member	24823	0.02	24823	0.02
NBFC Registered with RBI	50,000	0.04	50,000	0.03
Bodies Corporate	6003813	4.36	6003813	4.16
Sub- Total (B) (2)	48526168	35.25	55226168	38.26
(B). Total Public Shareholding (B)=(B)(1) + (B) (2)	48526318	35.25	55226318	38.26
GRAND TOTAL (A+B)	13,76,51,055	100.00	14,43,51,055	100.00

Note: 4,00,000 equity shares pending for allotment to Promoters which is proposed through preferential issue dated 27th April, 2018.