



B S S & ASSOCIATES

COMPANY SECRETARIES

Flat No 5A, Parameswara Apartments, Beside SBH, Anandnagar, Khairatabad, Hyderabad - 500 004.
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Consolidated Report of Scrutinizer on remote e-voting and voting through polling paper

[Pursuant Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Amendment Rules, 2015]

To
The Chairman,
MOSCHIP SEMICONDUCTOR TECHNOLOGY LIMITED,
Plot No. 83 & 84, 2nd Floor, Punnaiah Plaza
Road No. 2, Banjara Hills
Hyderabad,
Telangana- 500034.

We, **B S S & Associates**, Company secretaries, Hyderabad, were appointed by the Board of Directors of "**MOSCHIP SEMICONDUCTOR TECHNOLOGY LIMITED**" ("**the Company**") for the purpose of scrutinizing the remote e-voting process and voting through polling paper in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through polling paper carried out, as per the provisions of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 [Amendment Rules 2015], on the resolutions contained in item numbers 1 to 7 as set out in the Notice dated 24th August, 2017 of the 18th AGM of the members of **MOSCHIP SEMICONDUCTOR TECHNOLOGY LIMITED**, held on 29th day of September, 2017 at 10.30 a.m at the registered office of the Company Situated at Plot No.83 & 84, 2nd Floor, Punnaiah Plaza, Road No.2, Banjara Hills, Hyderabad- 500 034. Accordingly, we submit the report on completion of the above voting process.

1. The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013 and the Rules relating to remote e-voting and polling papers on the resolutions contained in the notice of AGM of the members of the Company. Our responsibility as Scrutinizer for the remote e-voting process and voting through ballot process conducted at the AGM is restricted to making a Consolidated Scrutinizer's Report of the Votes cast 'In favour' or 'against' the resolutions stated in the said Notice, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited ('Karvy'), the agency engaged by the Company to provide remote e-voting facility for e-voting and poll conducted at the AGM.
2. The remote e-voting period was kept open for Three days from 9.00 am on 26th September, 2017 to 5.00 p.m on 28st September, 2017.
3. The cut-off date for the purpose of determining the entitlement for voting, by remote e-voting or voting through polling paper, on the proposed resolutions was 22nd September, 2017.



4. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification mark placed by us on each paper of the poll and on the box.
5. The locked ballot box was subsequently opened in our presence along with two witnesses 1.Mr.M.Vijayakumar and 2.Mr. Sanjaya Kumar Pati, residents of Hyderabad, who are not employees of the company and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the company.
6. As required under the said rules, after the closure of the voting at the said Annual General Meeting, the votes cast through poll were counted and thereafter the votes cast under the remote e-voting facility were unblocked on 29th September, 2017 in the presence of Two witnesses namely Mr.M.Vijayakumar and Mr. Sanjaya Kumar Pati, who are not in employment with the company.
7. The poll papers, which were incomplete or otherwise found defective were treated as invalid and kept separately.
8. Summary of the e-voting and poll is as follows:

a) Resolution 1 (as an Ordinary Resolution)

“RESOLVED THAT the Audited Financial Statements of the Company for the year ended March 31, 2017 together with the reports of the Auditors and Directors thereon and the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2017 together with the report of the auditors thereon be and are hereby received, considered, approved and adopted.”

(i) Voted **in favour** of Resolution:

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	28	4546643	5.87
Remote E-Voting	21	72932556	94.13
Total	49	77479199	100

(ii) Voted **against** the resolution

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	1	7	Negligible
Remote E-Voting	1	5	Negligible
Total	2	12	Negligible



(iii) **Invalid Votes:**

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	NIL	NIL
Remote E-Voting	NIL	NIL
Total	NIL	NIL

b) Resolution 2 (as an Ordinary Resolution)

“RESOLVED THAT Mr. Seetha Ramam Voleti (DIN - 07332440), who retires by rotation in accordance with Section 152 of the Companies Act, 2013 be and is hereby re-appointed as a director liable to retire by rotation.”

(i) **Voted in favour** of Resolution:

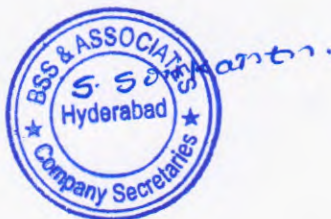
Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	28	4546643	5.87
Remote E-Voting	21	72932556	94.13
Total	49	77479199	100

(ii) **Voted against** the resolution

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	1	7	Negligible
Remote E-Voting	1	5	Negligible
Total	2	12	Negligible

(iii) **Invalid Votes:**

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	NIL	NIL
Remote E-Voting	NIL	NIL
Total	NIL	NIL



c) Resolution 3 (as an Ordinary Resolution)

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Rules framed there under, as amended from time to time, pursuant to the recommendations of the audit committee of the Board of Directors, M/s. S. T. Mohite & Co., Chartered Accountants [ICAI Firm Registration No. 011410S], Hyderabad, as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the Twenty Third (23rd) AGM of the Company to be held in the year 2022 (subject to ratification of their appointment by the Members at every AGM held after this AGM) be and is hereby approved and that the Board of Directors of the Company be and is hereby authorised to fix such remuneration plus service tax, out of pocket and travelling expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors based on the recommendation of the Audit Committee.”

(i) Voted **in favour** of Resolution:

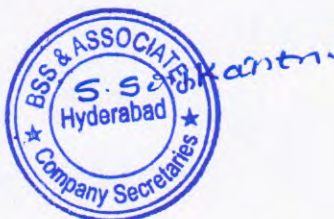
Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	21	4546643	5.87
Remote E-Voting	28	72932556	94.13
Total	49	77479199	100

(ii) Voted **against** the resolution

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	1	7	Negligible
Remote E-Voting	1	5	Negligible
Total	2	12	Negligible

(iii) **Invalid** Votes:

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	NIL	NIL
Remote E-Voting	NIL	NIL
Total	NIL	NIL



d) Resolution 4 (as a Special Resolution)

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) read with Schedule IV to the Act, as amended from time to time and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Prasad Gajjala (DIN - 00026718), who was appointed as an Independent Director of the Company in 15th Annual General Meeting held on 11th September, 2014, whose term of office expires at this Annual General Meeting ('AGM') who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for 05 (Five) consecutive years for a term upto the conclusion of 23rd Annual General Meeting of the Company in the calendar year 2022."

(i) Voted **in favour** of Resolution:

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	21	4546643	5.87
Remote E-Voting	27	72932456	94.13
Total	48	77479099	100

(ii) Voted **against** the resolution

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	1	7	Negligible
Remote E-Voting	1	5	Negligible
Total	2	12	Negligible

(iii) **Invalid** Votes:

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	NIL	NIL
Remote E-Voting	NIL	NIL
Total	NIL	NIL



e) Resolution 5 (as a Special Resolution)

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) read with Schedule IV to the Act, as amended from time to time and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Poornima Shenoy (DIN -02270175), who was appointed as an Independent Director of the Company in 15th Annual General Meeting held on 11th September, 2014, whose term of office expires at this Annual General Meeting(‘AGM’) who has submitted a NOTICE OF ANNUAL GENERAL MEETING NOTICE declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 05 (Five) consecutive years for a term upto the conclusion of 23rd Annual General Meeting of the Company in the calendar year 2022.”

(i) Voted **in favour** of Resolution:

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	21	4546643	5.87
Remote E-Voting	27	72932456	94.13
Total	48	77479099	100

(ii) Voted **against** the resolution

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	1	7	Negligible
Remote E-Voting	1	5	Negligible
Total	2	12	Negligible

(iii) **Invalid** Votes:

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	NIL	NIL
Remote E-Voting	NIL	NIL
Total	NIL	NIL



f) Resolution 6 (as a Special Resolution)

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014(including any statutory modification(s) or re-enactments thereof for the time being in force)read with Schedule IV to the Act, as amended from time to time and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Camillo Martino (DIN - 07785530), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 06th April, 2017, in terms of Section 161(1) of the Act and pursuant to the Articles of Association of the Company and whose term of office expires at this Annual General Meeting(‘AGM’) who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 05 (Five) consecutive years for a term upto the conclusion of 23rd Annual General Meeting of the Company in the calendar year 2022.

(i) **Voted in favour** of Resolution:

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	21	4546643	5.87
Remote E-Voting	27	72932456	94.13
Total	48	77479099	100

(ii) **Voted against** the resolution

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	1	7	Negligible
Remote E-Voting	1	5	Negligible
Total	2	12	Negligible

(iii) **Invalid** Votes:

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	NIL	NIL
Remote E-Voting	NIL	NIL
Total	NIL	NIL



g) Resolution 7

"RESOLVED THAT pursuant to the provisions of Section 233 of the Companies Act, 2013 read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Act and the Rules and subject to sanction by the Regional Director, South Eastern Region, Ministry of Corporate Affairs or such other competent authority, as may be applicable, being obtained and subject to such terms and conditions and modification(s) as may be imposed, prescribed or suggested by the Regional Director, South Eastern Region, Ministry of Corporate Affairs or such other competent authority, as may be applicable, the Scheme of Amalgamation of Maven Systems Private Limited (Maven Systems), ElitePlus Semiconductor Technologies Private Limited (ElitePlus Semiconductor), Orange Semiconductors Private Limited (Orange Semiconductors) and TexoTech Solutions Private Limited (TexoTech) with MosChip Semiconductor Technology Limited in terms of the draft Scheme of Amalgamation circulated with the Notice be and is hereby approved."

"RESOLVED FURTHER THAT the Board of Directors, (including any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this Resolution) or Company Secretary of the Company, be and is hereby severally authorized on behalf of the Company to sign, seal and deliver all documents, agreements and deeds and perform all acts, matters and things and to take all such steps as may be necessary or desirable to give effect to this resolution".

(iv) Voted **in favour** of Resolution:

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	21	4546643	5.87
Remote E-Voting	28	72932556	94.13
Total	49	77479199	100

(v) Voted **against** the resolution

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	1	7	Negligible
Remote E-Voting	1	5	Negligible
Total	2	12	Negligible



(vi) **Invalid Votes:**

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	NIL	NIL
Remote E-Voting	NIL	NIL
Total	NIL	NIL

9. The Register, all other papers and relevant records relating to remote e-voting and voting by polling paper at 18th AGM shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully

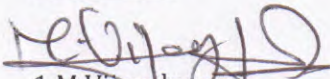
For B S S & Associates
Company Secretaries

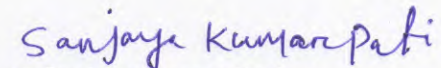
S. Srikanth
Partner
C.P. # 7999



Date: 29.09.2017
Place: Hyderabad

Witnesses:


1.M.Vijayakumar


2. Sanjaya Kumar Pati