



B S S & ASSOCIATES
COMPANY SECRETARIES

Flat No. 5A, Parameswara Apartments, Beside SBI, Anandnagar, Khairatabad, Hyderabad -500 004
Phone : 040 - 40171671, Cell : 6309490217
E-mail : bssass99@gmail.com

Consolidated Report of Scrutinizer on remote e-voting and voting through polling paper

[Pursuant to 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 Technologies Limited,
Plot No. 83 & 84, 2nd Floor,
Punnaiah Plaza Road No. 2,
Banjara Hills, Hyderabad,
Telangana – 500034.

Dear Sir,

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 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 4 as set out in the Notice dated December 05, 2019 of the 20th AGM of the members of **MosChip Technologies Limited**, held on Monday, the 30th day of December 2019 at 10.30 a.m. at the State Gallery of Art Auditorium, Road No.1, Kavuri Hills, Madhapur, Hyderabad, Telangana - 500 033. 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 Fintech Private Limited (‘Karvy’), the agency engaged by the Company to provide remote e-voting facility for e-voting and poll conducted at the AGM.



S. S. Sankar

2. The remote e-voting period was kept open for three days from 9.00 am on December 27, 2019 to 5.00 p.m. on December 29, 2019.
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 December 20, 2019.
4. After 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. D.Dastagiri and 2. Mr. G.Srinivasa Rao, 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 December 30, 2019 in the presence of two witnesses namely Mr. D.Dastagiri and Mr. G.Srinivasa Rao, who are not in employment with the company.
7. Summary of the e-voting and poll is as follows:

(a) Resolution No. 1 (as an Ordinary Business)

“**RESOLVED THAT** the Audited Financial Statements of the Company for the year ended 31st March, 2019 together with the reports of the Auditors and Directors thereon and the Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2019 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)	44	46,45,265	4.938
Remote E-Voting	11	8,93,72,407	95.010
Total	55	9,40,17,672	99.948



Kantri

(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)	12	133	0.000
Remote E-Voting	1	48,261	0.051
Total	13	48,394	0.051

(iii) **Abstain/Invalid** Votes:

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	0	0
Remote E-Voting	0	0
Total	0	0

(b) Resolution No. 2 (as an Ordinary Business)

“**RESOLVED THAT** Mr. Raja Praturi (DIN: 01819707), 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)	42	46,45,181	4.938
Remote E-Voting	11	8,93,72,407	95.010
Total	53	9,40,17,588	99.948

(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)	14	217	0.000
Remote E-Voting	1	48,261	0.051
Total	15	48,478	0.051



(iii) **Abstain/Invalid** Votes:

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	0	0
Remote E-Voting	0	0
Total	0	0

(c) **Resolution No. 3 (as an Ordinary Business)**

“**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 reenactments 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, Mrs. Madhurika Nalluri Venkat (DIN:07147974), who was appointed as an Additional Director in Independent Category of the Company by the Board of Directors at its meeting held on 13th August, 2019, whose term of office expires at this Annual General Meeting (‘AGM’) and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, 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 25th Annual General Meeting of the Company in the calendar year 2024.”

(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)	42	46,45,181	4.938
Remote E-Voting	11	8,93,72,407	95.010
Total	53	9,40,17,588	99.948

(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)	14	217	0.000
Remote E-Voting	1	48,261	0.051
Total	15	48,478	0.051



Madhurika Nalluri Venkat

(iii) **Abstain/Invalid** Votes:

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	0	0
Remote E-Voting	0	0
Total	0	0

(d) **Resolution No. 4 (as an Ordinary Business)**

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and the rules made there under including any modification or amendments or clarifications thereon, if any, and pursuant to the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, and pursuant to the Policy of the Company on Related Party Transactions, approval of the members be and is hereby accorded, for entering into transactions, including Material Related Party Transactions, in the ordinary course of business at arms' length price, whether by means of contracts/ arrangements or otherwise, from time to time, with the related parties, provided such transactions, in the opinion of the Board of Directors of the Company with those related parties are in the ordinary course of business and at arm's length price.

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds, things as may be necessary in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings related thereto.

(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)	40	1,25,797	26.427
Remote E-Voting	7	3,01,731	63.388
Total	47	4,27,528	89.815



(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)	14	217	0.045
Remote E-Voting	1	48,261	10.138
Total	15	48,478	10.184

(iii) **Abstain/Invalid** Votes:

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	0	0
Remote E-Voting	0	0
Total	0	0

*Related Parties votes (e-Voting and Poll) have not been considered for Resolution No. 4.

8. The Register, all other papers and relevant records relating to remote e-voting and voting by polling paper at 20th 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

S.Srikanth

ACS: 22119

CP: 7999

UDIN No. A022119A000539438



Date: 30.12.2019

Place: Hyderabad

Witnesses:

D. Dastagiri

D.Dastagiri

G. Srinivasa Rao

G.Srinivasa Rao