



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 INDIA.

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 22nd Annual General Meeting of MOSCHIP TECHNOLOGIES LIMITED held on Monday, the 13th day of September, 2021 at 11.00 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 22nd AGM conducted on Monday, the 13th day of September, 2021 at 11.00 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 numbers 1 to 4 as set out in the Notice dated.20th July, 2021 of the said 22nd AGM.
2. In compliance with the MCA Circulars dated May 5, 2020 read with the Circulars dated April 8, 2020 and April 13, 2020 and January 13, 2021, (Collectively referred to as "MCA Circulars") and SEBI Circulars dated May 12, 2020 and January 15, 2021, (Collectively referred to as "SEBI Circulars") the Notice dated 20th July, 2021, as confirmed by the Company was sent in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those members whose email addresses are registered with the Company/ Depositories.



3. The Company had availed the e-voting facility offered by National Securities Depository Limited" ("NSDL") for conducting remote e-voting prior to AGM and for conducting e-voting during the AGM.
4. The remote e-voting period was kept open for three days from 10th September, 2021 at 9:00 A.M. and ends on 12th September, 2021 at 5:00 P.M.
5. The cut-off date for the purpose of determining the entitlement for voting on the proposed resolutions was 3rd September, 2021.
6. The Company had also provided e-voting facility at the AGM 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 AGM through VC/OAVM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and were counted.
8. We have scrutinized and reviewed the remote e-voting prior to AGM and e-voting during the AGM and votes cast therein, based on the data downloaded from the NSDL e-voting system.
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 AGM and e-voting during the AGM on the resolutions contained in the notice of the AGM.
10. Our responsibility as scrutinizer for the remote e-voting and e-voting during AGM 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 AGM provided by NSDL, as under.

a) Resolution 1 (as an Ordinary Resolution)

Approval of Audited Standalone and Consolidated Financial Statements as on 31.03.2021

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31 March, 2021 together with the reports of the Auditors and Directors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March, 2021 together with the report of the auditors thereon be and are hereby received, considered, approved and adopted."



(i) Voted in favour of Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
121	100296996	99.9988

(ii) Voted against the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
6	1213	0.0012

(iii) Abstain/ Invalid Votes:

No of Members voted	Number of votes cast by them
1	1000

a) Resolution 2 (as an Ordinary Resolution)

"RESOLVED THAT Mr. K Ramachandra Reddy (DIN:00042172), 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:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
118	100296531	99.9983

(ii) Voted against the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
10	2678	0.0027

(iii) Abstain/ Invalid Votes:

No of Members voted	Number of votes cast by them
NIL	NIL



b) Resolution 3 (as a Special Resolution)

Appointment of Mr. Adisheshaiah Chowdary Jakkampudi (DIN:01109704) as an Independent Director of the Company

“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. Adisheshaiah Chowdary Jakkampudi (DIN:01109704), who was appointed as an Additional Director in Independent category of the Company by the Board of Directors at its meeting held on 25th January, 2021, whose term of office expires at this Annual General Meeting (‘AGM’), and who has submitted a declaration that he 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 his 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 with effect from 25th January, 2021 to 24th January, 2026, not subject to retirement by rotation.”

(i) Voted in favour of Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
121	100297896	99.9997

(ii) Voted against the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
7	1313	0.0013

(iii) Abstain/Invalid Votes:

No of Members voted	Number of votes cast by them
NIL	NIL



c) Resolution 4 (as a Special Resolution)

Revision in the terms of remuneration of Mr. Venkata Sudhakar Simhadri, Managing Director & CEO of the Company

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and Schedule V to the Companies Act, 2013 ("the Act") read with Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment there of, for the time being in force) and Rules made there under to the extent applicable, and such other approvals, permissions and sanctions of such authorities and/or agencies as may be required in this subject and subject to the provisions of the Articles of Association of the Company, approvals of the members be and is hereby accorded to the revision in payment of remuneration of Mr.Venkata Sudhakar Simhadri (DIN:01883241), Managing Director of the Company on following terms & conditions effective from 1stApril, 2021 for remaining tenure of his appointment as Managing Director of the Company i.e. upto 25th October, 2023:

Particulars	Amount
Term	2 years 07 months (w.e.f. 01-04-2021 to 25-10-2023)
Fixed pay	2,00,00,000 per annum
Variable pay	40,00,000 per annum shall be payable on achieving the targets as fixed by the Board of Directors.
Sales Commission	2% commission on additional sales achieved more than Rs 155 crores with an overall EBIDTA of 12% .
Perquisites	Perquisites will be allowed in addition to salary as under: Provident Fund: The Company shall contribute towards provident fund as per the rules of the Company. Gratuity: Gratuity payable shall be in accordance with the provisions of the payment of Gratuity Act
Employee benefits	Insurance: Medical insurance and Personal accidental insurance along with all other employees. ESOP: Is eligible to participate in ESOP scheme as decided by the NRC committee of the Board of Directors.

"RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Managing Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Managing Director, the above remuneration excluding commission amount payable on the minimum remuneration by way of salary, perquisites and other terms & conditions as specified above and subject to receipt of the requisite approvals."



Kantir

“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.”

(i) Voted in favour of Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
116	100297633	99.9994

(ii) Voted against the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
12	1576	0.0016

(iii) Abstain/Invalid Votes:

No of Members voted	Number of votes cast by them
NIL	NIL

Thanking you,

Yours faithfully

For B S S & Associates
Company Secretaries

S. Srikanth

S. Srikanth

Partner

C.P. # 7999

UDIN: A022119C000941873



Date: 14.09.2021

Place: Hyderabad

Received the report

Suresh Bachalakura

Company Secretary

On behalf of the Chairman of the Meeting

Date: 14.09.2021

Place: Hyderabad