



B S S & ASSOCIATES

COMPANY SECRETARIES

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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 Monday, the 27th day of June, 2022 at 10:00 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 Extra Ordinary General Meeting conducted on 27th June, 2022 at 10.00 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 number 1, 2 and 3 as set out in the Notice dated 1st June, 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 and 20/2021 dated 8th December, 2021, and SEBI (LODR) Regulations, the Notice dated 1st June, 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.



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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 24th June, 2022, 9.00 A.M. (IST) to 26th June, 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 17th June, 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, as under.

a) Resolution 1 (as a Special Resolution)

Appointment of Mr. Rajeev Krishnamoorthy (DIN: 09542130), as an Independent Director of the Company

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rajeev Krishnamoorthy (DIN: 09542130), who was appointed as an Additional Director of the Company with effect from 28th March, 2022, pursuant to Section 161 of the Act and who has submitted a declaration that he meets the criteria of



Independence as provided under the Act and the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto 5 (five) consecutive years with effect from 28th March, 2022 to 27th March, 2027.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps as it may deem necessary, proper or expedient to give effect to this resolution.”

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

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
117	98274046	99.9998

(ii) **Voted against the resolution**

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
10	211	0.0002

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

No of Members voted	Number of votes cast by them
1	2000

b) Resolution 2 (as a Special Resolution)

Approval for MosChip Employees Stock Option Plan 2022 for employees of the Company
“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (the ‘Act’), read with applicable rules of the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for time being in force), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (‘ESOP Regulations’), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘Listing Regulations’), the circulars /guidelines issued by the Securities and Exchange Board of India (‘SEBI’), the Articles of Association of the Company and all other applicable regulations, rules and circulars / guidelines in force, from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions



and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include the Nomination and Remuneration Committee constituted by the Board or any other committee which the Board may constitute to act as the 'Compensation Committee' under the ESOP Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded to the Board for the formulation and implementation of 'MosChip Employees Stock Option Plan 2022' (the 'ESOP Plan 2022') and for creation, grant, offer, issue and allotment, from time to time and in one or more tranches, stock options not exceeding 10,000,000 (Ten Million) to or for the benefit of (i) such person(s) who are permanent employees of the Company, whether working in India or outside India; (ii) directors of the Company, whether whole-time or not but excluding independent director(s) and; (iii) such other employees and persons as may be permitted under the applicable laws and as may be approved by the Board, from time to time, but excluding (i) an employee /director who is a promoter or a person belonging to the promoter group and (ii) director(s) who either himself or through his/her relative(s) or through any Body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company (the 'Eligible Employees'), which would give rise to the issue of not more than 10,000,000 (Ten Million) equity shares of the face value of Rs. 2 /- (Rupee Two) only and to provide for grant and subsequent vesting and exercise of stock options by the Eligible Employees at such price and on such terms and conditions as may be determined by the Board in accordance with the provisions of the ESOP Plan 2022 as summarized in the explanatory statement annexed hereto and in due compliance with the ESOP Regulations and other applicable laws, rules and regulations.

RESOLVED FURTHER THAT in case of any corporate action(s) such as right issues, bonus issues, change in capital structure, merger, sale of division/undertaking and others, the ceiling as aforesaid of 10,000,000 (Ten Million) equity shares shall be deemed to be increased/decreased, as may be determined by the Board, to facilitate making a fair and reasonable adjustment to the entitlements of participants under the ESOP Plan 2022.

RESOLVED FURTHER THAT in case the equity shares of the Company are either subdivided or consolidated, then the number of equity shares to be issued and allotted on exercise of Options granted under the ESOP Plan 2022 and the exercise price of Options granted under the ESOP Plan 2022 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 2/- per equity share bears to their revised face value of the equity shares of the Company after such sub-division or



consolidation, without affecting any other rights or obligations of the employees who have been granted Stock Options under the ESOP Plan 2022.

RESOLVED FURTHER THAT the Board be and is hereby authorized to devise, formulate, evolve, decide upon and bring into effect the ESOP Plan 2022 as per the terms approved in this resolution and at any time to modify, change, vary, alter, amend any of the terms and conditions of the ESOP plan 2022 or terminate ESOP Plan 2022 subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members of the Company and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP Plan 2022 and do all other things incidental to and ancillary thereof.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be designated as the Compensation Committee in accordance with Regulation 5(1) and Regulation 5(2) of the ESOP Regulations for the purposes of administration of ESOP Plan 2022.

RESOLVED FURTHER THAT the equity shares so issued and allotted under the ESOP Plan 2022 shall rank pari passu with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the equity shares allotted under the ESOP Plan 2022 on the Stock Exchanges, where the equity shares of the Company are listed in compliance with the provisions of the Listing Regulations and other applicable laws, rules and regulations.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the ESOP Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP Plan 2022.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things as it may in its absolute discretion deem necessary including appointment of various intermediaries, advisors, consultants or representatives for effective implementation and administration of the ESOP Plan 2022 as also to make applications to the appropriate authorities for obtaining their requisite approvals as also



to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to execute all such deeds, documents and writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of the ESOP Plan 2022 and to take all such steps and do all acts as may be incidental or ancillary thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein to Nomination and Remuneration Committee or such other Committee, with power to sub-delegate to any Executives/Officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard.”

(i) Voted in favour of Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
111	98226483	99.9494

(ii) Voted against the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
18	49774	0.0506

(iii) Abstain/ Invalid Votes:

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



c) Resolution 3 (as a Special Resolution)

Approval for extending MosChip Employees Stock Option Plan 2022 For employees of the Subsidiaries of the Company

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 **(the ‘Act’)**, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for time being in force), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**‘ESOP Regulations’**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **‘Listing Regulations’**), the circulars /guidelines issued by the Securities and Exchange Board of India (**‘SEBI’**), the Articles of Association of the Company and all other applicable regulations, rules and circulars / guidelines in force, from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the **‘Board’**, which term shall include the Nomination and Remuneration Committee constituted by the Board or any other committee which the Board may constitute to act as the **‘Compensation Committee’** under the ESOP Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded to the Board to extend the benefits of **‘MosChip Employees Stock Option Plan 2022 (the ‘ESOP Plan 2022’)** referred to in the Special Resolution under Item No. 02 of this EGM Notice, to or for the benefit of any existing and future subsidiary company(ies) of the Company whether in or outside India, as may be permissible under the ESOP Regulations from time to time, subject to the overall limits specified under the Plan to (i) such person(s) who are permanent employees of any subsidiary companies of the Company, whether working in India or outside India; (ii) directors of subsidiary companies of the Company, whether whole-time or not but excluding independent director(s); and (iii) such other employees and persons as may be permitted under the applicable laws and as may be approved by the Board, from time to time, but excluding (i) an employee/ director who is a promoter or a person belonging to the promoter group; and (ii) director(s) who either himself or through his/her relative(s) or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company **(the ‘Eligible Employees’)**.”

(i) Voted in favour of Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
109	98226471	99.9494



(ii) Voted against the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
18	49754	0.0506

(iii) Abstain/ Invalid Votes:

No of Members voted	Number of votes cast by them
2	32

Thanking you,
Yours faithfully
For B S S & Associates
Company Secretaries

S. Srikanth

S. Srikanth

Partner

C.P. # 7999

UDIN: A022119D000534169

Date: 27.06.2022

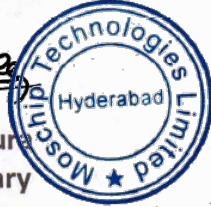
Place: Hyderabad



Received the report

Suresh Bachalakur

Suresh Bachalakur
Company Secretary



Date: 27.06.2022

Place: Hyderabad