



B S S & ASSOCIATES
COMPANY SECRETARIES

Flat No. 5A, Parameswara Apartments, Beside SBI, 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 6 as set out in the Notice dated 03rd September, 2018 of the 19th AGM of the members of **MOSCHIP SEMICONDUCTOR TECHNOLOGY LIMITED**, held on 29th day of September, 2018 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, 2018 to 5.00 p.m on 28st September, 2018.
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, 2018.



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. 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 29th September, 2018 in the presence of Two witnesses namely Mr.M.Vijayakumar and Mr. G.Srinivasa Rao, 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, 2018 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, 2018 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)	18	74180	0.08
Remote E-Voting	25	89337316	99.91
Total	43	89411496	99.99

(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)	8	500	Negligible
Remote E-Voting	2	3001	Negligible
Total	10	3501	Negligible



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

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	1	929
Remote E-Voting	NIL	NIL
Total	1	929

b) 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 reappointed 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)	18	74180	0.08
Remote E-Voting	25	89337316	99.91
Total	43	89411496	99.99

(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)	8	500	Negligible
Remote E-Voting	2	3001	Negligible
Total	10	3501	Negligible

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

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	1	929
Remote E-Voting	NIL	NIL
Total	1	929



c) Resolution 3 (as an Ordinary 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 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, Mr. K. Pradeep Chandra (DIN: 05345536), who was appointed as an Additional Director in Independent Category of the Company by the Board of Directors at its meeting held on 27th April, 2018, 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 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 for a term upto the conclusion of 24th Annual General Meeting of the Company in the calendar year 2023.”

(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)	16	68984	0.08
Remote E-Voting	28	89331316	99.92
Total	44	89400300	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)	8	500	Negligible
Remote E-Voting	1	1	Negligible
Total	9	501	Negligible

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

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	3	6125
Remote E-Voting	1	9000
Total	4	15125



d) Resolution 4 (as an Ordinary 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. D. G. Prasad (DIN: 00160408), who was appointed as an Additional Director in Independent Category of the Company by the Board of Directors at its meeting held on 28th May, 2018, whose term of office expires at next 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 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 for a term upto the conclusion of 24th Annual General Meeting of the Company in the calendar year 2023.”

(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)	16	68984	0.08
Remote E-Voting	25	89334316	99.92
Total	41	89403300	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)	8	500	Negligible
Remote E-Voting	2	6001	Negligible
Total	10	6501	Negligible

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

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	3	6125
Remote E-Voting	NIL	NIL
Total	3	6125



e) Resolution 5 (as an Ordinary Resolution)

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Raja Praturi (DIN: 01819707), who was appointed as an Additional Director by the Board on 29th September, 2017 (designated as Non-Executive director by the Board on 13 August 2018) and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose Mr. Raja Praturi as a candidate for the office of Director of the Company, be and is hereby appointed as Non-Executive Director of the Company.”

(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)	16	68984	0.08
Remote E-Voting	24	89331316	99.92
Total	40	89400300	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)	8	500	Negligible
Remote E-Voting	1	1	Negligible
Total	9	501	Negligible

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

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	3	6125
Remote E-Voting	1	9000
Total	4	15125



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f) Resolution 6 (as an Ordinary Resolution)

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Damodar Rao Gummadapu (DIN: 07027779), who was appointed as an Additional Director by the Board on 27th April, 2018 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose Mr. Damodar Rao Gummadapu as a candidate for the office of Director of the Company, be and is hereby appointed as Non-Executive Director of the Company.”

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

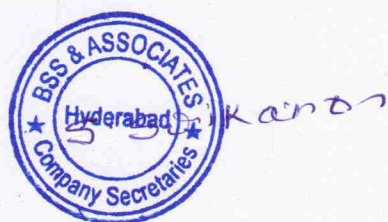
Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	16	68984	0.08
Remote E-Voting	25	89334316	99.92
Total	48	89403300	100

(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)	8	500	Negligible
Remote E-Voting	2	6001	Negligible
Total	10	6501	Negligible

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

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	3	6125
Remote E-Voting	NIL	NIL
Total	3	6125



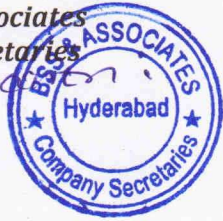
9. The Register, all other papers and relevant records relating to remote e-voting and voting by polling paper at 19th AGM shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully

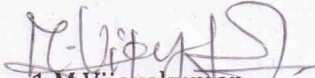
For B S S & Associates
Company Secretaries

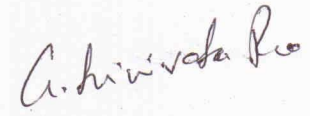
S. Srikant
S. Srikanth
Partner
C.P. # 7999



Date: 29.09.2018
Place: Hyderabad

Witnesses:


1.M. Vijayakumar


2. G. Srinivasa Rao