



B S S & ASSOCIATES

COMPANY SECRETARIES

Annexure - B

Flat No. 5A, Parameswara Apartments, Beside SBI, Anandnagar, Khairatabad, Hyderabad-500 004

Phone : 040 - 40171671, Cell : 6309490217

E-mail : ca@bssandassociates.com

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 Sunday, the 17th day of December, 2023 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 17th day of December, 2023 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 to 5 as set out in the Notice dated 25th November, 2023 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, 20/2021 dated 8th December, 2021, 03/2022 dated 5th May, 2022, 11/2022, dated.28.12.2022 and 09/2023 dated September 25, 2023 and SEBI (LODR) Regulations, the Notice dated 25th November, 2023, 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.
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.

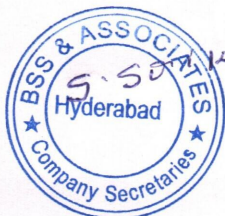


4. The remote e-voting period was kept open for Three days from 14th December, 2023, 9.00 A.M. (IST) to 16th December, 2023, 5:00 P.M (IST).
5. The cut-off date for the purpose of determining the entitlement for voting on the proposed resolutions was 8th December, 2023.
6. The Company had also provided 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 in the presence of two witnesses, who are not in the employment of the company 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 KFintech, as under.

a) Resolution 1 (as a Special Resolution)

Issue of Equity Shares on Preferential basis to Citrus Global Arbitrage Fund.

“RESOLVED THAT pursuant to the provisions of Section 62 (1) (c), read with Section 42 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification or reenactment thereof for the time being in force), the Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (the “Listing Regulations”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended (the “SAST Regulations”), Foreign Exchange Management Act, 1999 (“FEMA”) read with rules and regulations made thereunder and the applicable regulations made thereunder (including any statutory modifications, amendments thereto or re-enactment thereof (“FEMA Regulations”) and subject to all other applicable laws, rules, regulations, circulars and guidelines and subject to such approvals, permissions, sanctions and consents as may be necessary or required from regulatory or other appropriate authority and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that maybe stipulated under such approvals, permissions, sanctions, and consents as the case may be) which may be accepted by the Board of Directors of the Company (herein referred to as “Board” which term shall include any duly constituted and authorized committee thereof to exercise its powers under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and



variations that may be decided by the Board in its absolute discretion, consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot, from time to time, in one or more tranches, on preferential basis up to 52,70,100 (Fifty Two lakhs Seventy Thousand One Hundred only) Equity Shares of the face value of Rs.2/- (Rupees Two only) each fully paid up at an issue price of Rs. 95.52/- (Rupees Ninety Five and Fifty Two Paise only) including a premium of Rs. 93.52/- (Rupees Ninety Three and Fifty Two Paise only) per share aggregating to Rs.50,33,99,952/- (Rupees Fifty Crore Thirty Three Lakhs Ninety Nine Thousand Nine Hundred and Fifty Two only) to M/s. Citrus Global Arbitrage Fund ("Proposed Allottee") which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the "Floor Price"), to the Proposed Allottee, who is neither a Promoter nor belong to the Promoter Group of the Company, on a preferential basis, in such manner and on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI ICDR Regulations or any other provisions of law as may be prevailing as on date.

RESOLVED FURTHER THAT the Equity Shares proposed to be allotted in terms of this resolution shall be subject to the following:

- The Equity Shares to be allotted to the Proposed Allottee shall be under lock-in for such period as may be prescribed under the SEBI ICDR Regulations;
- The Equity Shares so allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder;
- Allotment shall only be made in dematerialized form;
- The 'Relevant Date' for the purpose of determining the minimum price of the Equity Shares proposed to be allotted to the above mentioned allottee is Friday, November 17, 2023 i.e. being the date which is 30 days prior to the date of this meeting;
- The allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of passing this resolution, provided that where the allotment of equity shares is subject to receipt of any approval by any regulatory authority, or the Central Government, the allotment shall be completed within 15 days from the date of receipt of such approval;
- The Equity Shares proposed to be issued shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted during the financial year shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares.

RESOLVED FURTHER THAT subject to the provisions of the SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the offer, issue and allotment of Shares and vary, modify or alter any relevant terms and conditions, including size of the preferential issue to the Proposed Allottee, as it may deem expedient without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT Mr. Jayaram Susarla, CFO and Mr. Suresh Bachalakura, Company Secretary be and are hereby severally authorized to settle any question, difficulty or doubt that may arise in connection with the said issue of afore said Equity Shares and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing, apply for in principle listing approval of the Equity Shares to be issued and allotted to the above mentioned allottee and to modify, accept and give effect to any modifications in the terms and conditions of the issue(s) as they deem fit.



RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors/ Key Managerial Personnel/ Officers of the Company.

RESOLVED FURTHER THAT Mr. Jayaram Susarla, CFO & Mr. Suresh Bachalakura, Company Secretary of the Company be and is hereby severally authorized to sign and issue the Offer Letter for subscription of Equity Shares, in the format prescribed under Companies Act, 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and all other relevant documents to the specified person and maintain complete record of the private placement offer made in Form PAS-5.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT Mr. Suresh Bachalakura, Company Secretary of the Company, be and is hereby authorized to make requisite applications seeking necessary consents, permissions etc. and to deal with all Statutory/Regulatory/other Authorities.”.

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

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
115	9,96,85,028	99.9801

(ii) Voted **against** the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
7	19,854	0.0199

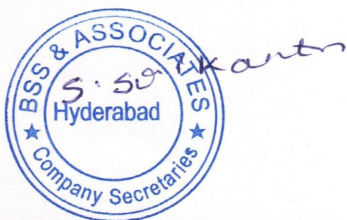
(iii) **Abstain/ Invalid** Votes:

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

b) Resolution 2 (as an Ordinary Resolution)

Appointment of Mr. Srinivasa Rao Kakumanu (DIN: 06726305) as a Director

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mr. Srinivasa Rao Kakumanu (DIN: 06726305), who was appointed as an Additional Director of the Company by the Board of Directors with effect from October 26, 2023, and who holds office until the date of the next annual general meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to



propose Mr. Srinivasa Rao Kakumanu as a candidate for the office of a director of the Company, be and is hereby appointed as a director of the Company.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the company, be and is hereby authorized to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement 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
115	9,96,85,028	99.9801

(ii) Voted **against** the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
7	19,854	0.0199

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

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

c) Resolution 3 (as a Special Resolution)

Appointment of Mr. Srinivasa Rao Kakumanu(DIN: 06726305) as the Managing Director & CEO of the Company.

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and subject to the approval of Central Government and such other approvals as may be necessary, consent of the members be and is hereby accorded for the appointment of Mr. Srinivasa Rao Kakumanu (DIN: 06726305) as the Managing Director of the Company for a period of 5 (Five) years upon the following terms and conditions including remuneration payable to him for a period of 3 (Three) years as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, with liberty to the Board of Directors from time to time to alter the said terms and conditions, in such manner as may be agreed to between the Board and Mr. Srinivasa Rao Kakumanu and as may be permissible at law:

a) Tenure:

Five years w.e.f. 26th October, 2023 to 25th October, 2028, either party has the liberty to terminate the appointment on three months’ notice in writing to the other.

b) Remuneration:

Remuneration is only for a period of three years i.e. 26th October, 2023 to 25th October, 2026

Fixed Salary: Rs. **2,00,47,500** per annum by way of Salary, Dearness Allowance and any other allowances and perquisites with annual or mid-term increments as approved by the Board/Committee of the Board. The salary will be paid on monthly basis.



c) Employ benefits:

During the term of his employment, Mr. Srinivasa Rao Kakamanu will be entitled to participate in the employee benefit plans of the Company including Employee Stock options, medical insurance, personal accidental insurance, contribution to retirement benefits such as contribution to Gratuity at a rate not exceeding half a month's salary for each completed year of service which shall not be included in the computation of the ceiling on remuneration specified above."

The aggregate of the remuneration and perquisites in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.

Provided that where, in any financial year, the Company has no profits, or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to Mr. Srinivasa Rao Kakumanu as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approvals as may be required under law.

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
115	9,96,85,028	99.9801

(ii) Voted **against** the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
7	19,854	0.0199

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

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

d) Resolution 4 (as an Ordinary Resolution)

To appoint Mr. Gunupati Venkata Pranav Reddy (DIN: 06381368), as a Non-Executive and Non-Independent Director of the Company:

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules framed thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Gunupati Venkata Pranav Reddy (DIN:06381368), who was appointed by the Board of Directors as an Additional Director (Non-Executive and Non-Independent)



of the Company with effect from 04th November, 2023 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, and who holds office as an Additional Director up to the date of ensuing Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as a Director (Non-Executive and Non-Independent) of the Company, liable to retire by rotation.

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
114	9,96,89,773	99.9848

(ii) Voted **against** the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
8	15,109	0.0152

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

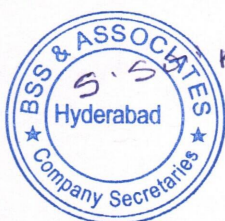
No of Members voted	Number of votes cast by them
NIL	NIL

e) Resolution 5 (as an Ordinary Resolution)

To appoint Mr. Vinayendra Parvathaneni (DIN: 07789149), as a Non-Executive and Non-Independent Director of the Company:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Vinayendra Parvathaneni (DIN:07789149), who was appointed by the Board of Directors as an Additional Director (Non-Executive and Non-Independent) of the Company with effect from 04th November, 2023 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, and who holds office as an Additional Director up to the date of ensuing Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as a Director (Non-Executive and Non-Independent) of the Company, liable to retire by rotation.

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
115	9,96,85,028	99.9801

(ii) Voted **against** the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
7	19,854	0.0199

(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
CoP No.7999
UDIN: A022119E002963961



Date: 17.12.2023
Place: Hyderabad

Countersigned By:
For **MOSCHIP TECHNOLOGIES LIMITED**

Suresh Bachalakura

CS Suresh Bachalakura
Company Secretary
(Under authority by Chairman)

Date: 17.12.2023
Place: Hyderabad