



**S.T. Mohite & Co.,**

Chartered Accountants

G5, B-Block, Paragon Venkatadri Apartments,  
3-4-812, Street No. 1, Barkatpura,  
Hyderabad - 500 027 T.S. INDIA.  
Mob. : +91 9848994508, 9848359721  
Email : stmohite@yahoo.com

To  
The Board of Directors,  
MosChip Semiconductor Technology Limited,  
Plot No. 83 & 84, 02<sup>nd</sup> Floor,  
Punniah Plaza, Road No. 02,  
Banjara Hills, Hyderabad,  
Telangana – 500 034.

We, the statutory auditors of MosChip Semiconductor Technology Limited, (hereinafter referred to as 'the Company') have examined the proposed accounting treatment specified in clause 13 of the draft Scheme of Amalgamation and Arrangement between MosChip Semiconductor Technology Limited ("Transferee Company") and First Pass Semiconductor Private Limited ("Transferor Company-1") and Gigacom Semiconductor Private Limited ("Transferor Company-2"), as approved by the Board of Directors in their meeting held on July 23, 2018, in terms of the provisions of section 230 to 232 of the Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 2013 and other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, pursuant to the requirements of paragraph 5 of no. CIR/DIL3/CIR/2017/21 dated March 10, 2017 issued under Regulation 37(4) of SEBI (Listing Obligations and Disclosure Requirements) and any other circulars issued there under, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with all the applicable Accounting Standards specified under Companies (Indian Accounting Standards) Rules, 2015 in accordance with Section 133 of the 2013 Act and other generally accepted accounting principles.

This Certificate is issued at the request of the MosChip Semiconductor Technology Limited pursuant as to the requirements of Circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the BSE. This Certificate should not be used for any other purpose without our prior written consent.

Place: Hyderabad.  
Date: July 24<sup>th</sup>, 2018



For S.T. Mohite & Co.  
Chartered Accountants (Regd. No. 011410S)

*[Signature]*  
M.T. SREENIVASA RAO  
Partner (Membership No. 015635)

.. Certified True Copy ..

*[Signature]*  
Company Secretary

