



To,  
The Manager – Listing  
BSE Limited  
P J Towers, Dalal Street,  
Mumbai – 400 001.

Date: 06<sup>th</sup> September, 2019

Dear Sir,

**Sub: Summary of the proceedings of the NCLT Convened Meeting of the Equity Shareholders of the Company held on 06<sup>th</sup> September, 2019**

**Ref: Scrip Code: 532407**

Pursuant to the Orders dated 22<sup>nd</sup> July, 2019 passed by the Hon'ble National Company Law Tribunal ('NCLT'), Hyderabad Bench, a meeting of the Equity Shareholders of the Company was held on Friday, 06<sup>th</sup> September, 2019 at 11:00 a.m. at State Gallery of Art Auditorium, Road No.1, Kavuri Hills, Madhapur, Hyderabad, Telangana – 500 033 to approve the Scheme of Amalgamation of First Pass Semiconductors Private Limited (Transferor Company-1) and Gigacom Semiconductor Private Limited (Transferor Company-2) with MosChip Technologies Limited (Transferee Company) and their respective shareholders under section 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Act and rules framed thereunder.

In compliance with the provisions of (i) Section 230 (4) read with sections 108 and 110 of the Companies Act, 2013; and (ii) Rule 22 read with Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014; (iii) Regulation 44 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and [iv] Circular No. CFD/DIL3/CIR/2017 /21 dated March 10, 2017, as amended from time to time, issued by the SEBI, the Company had provided the facility of voting by postal ballot and e-voting so as to enable the shareholders to consider and approve the Scheme. The Company had also provided the facility of ballot / polling paper at the venue of the meeting.

In connection with the same, please find enclosed herewith Summary of Proceedings of the NCLT Convened Meeting as required under Regulation 30, Part A, para A (13) of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Kindly take the above information on record and confirm compliance.

Thanking you,

Yours Sincerely,

**For MosChip Technologies Limited**


**CS Suresh Bachalakura**  
**Company Secretary & Compliance Officer.**

**Moschip Technologies Limited**  
**( formerly MosChip Semiconductor Technology Limited )**

CIN: L31909TG1999PLC032184

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**Summary of the Proceedings of the National Company Law Tribunal ('NCLT') Convened Meeting of the Equity Shareholders of the Company held on 06<sup>th</sup> September, 2019**

As per the NCLT order dated 22<sup>nd</sup> July, 2019, the Meeting of Equity Shareholders of the Company was held on Friday, the 06<sup>th</sup> day of September, 2019 at 11.00 A.M. at State Gallery of Art Auditorium, Road No. 1, Kavuri Hills, Madhapur, Hyderabad- 500 033, Telangana.

Mr. Suresh Bachalakura, Company Secretary welcomed the Shareholders to the meeting and informed them that Mr. B. V. Papa Rao, Advocate had been appointed as the Chairman of the meeting by the NCLT vide Order dated 22<sup>nd</sup> July, 2019.

Thereafter the Company Secretary invited Mr. B. V. Papa Rao Chairman appointed for the meeting, Mr. Venkata Sudhakar Simhadri, Managing Director & CEO and Mr. Jayaram Susarla, Chief Financial Officer (CFO) of the Company on to the dais.


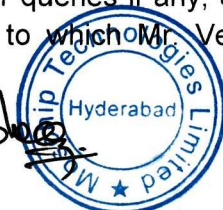
Mr. B. V. Rao occupied the chair and conducted the days proceedings of the meeting. He informed the shareholders that pursuant to the Orders dated 22<sup>nd</sup> July, 2019 passed by the Hon'ble NCLT, Hyderabad Bench, this meeting of the Equity Shareholders of the Company is convened to approve the Scheme of Amalgamation of First Pass Semiconductors Private Limited (Transferor Company-1) and Gigacom Semiconductor Private Limited (Transferor Company-2) with MosChip Technologies Limited (Transferee Company) and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Act and rules framed thereunder.

The Chairman declared that as per the NCLT Order dated 22<sup>nd</sup> July, 2019, the quorum for the meeting is fixed at 30 (Thirty) shareholders of the company. The Chairman further informed the shareholders that at the scheduled time of the meeting a total of 99 (Ninety Nine) shareholders were present in person and 06 (six) shareholders were present through proxy. Since the requisite quorum being present the Chairman declared the meeting to order and initiated the proceedings.

The Chairman informed that the Notice of the NCLT Convened meeting and the Statement under Sections 230 and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other annexures, referred in the Index of the Notice have been sent/dispatched to the shareholders of the Company at their e-mail /registered address on 01<sup>st</sup> August, 2019. The Chairman with the permission of the members present took the notice dated 30<sup>th</sup> July, 2019 convening the meeting as read.

The Chairman further informed that as required under the Companies Act, 2013, read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular dated March 10, 2017, the Company had provided the facility of voting by postal ballot and remote e-voting facility through Karvy FinTech Private Limited so as to enable the shareholders to cast their votes for approval of the Scheme. He further informed that the e-voting period commenced at Wednesday, 07<sup>th</sup> August, 2019 at 9:00 a.m. and ended on Thursday, 05<sup>th</sup> September, 2019 at 5:00 p.m.

The Chairman then invited the members, who wished to ask questions or queries if any, on the Scheme of Amalgamation. Few shareholders raised certain questions to which Mr. Venkata



Sudhakar Simhadri, MD & CEO and Mr. Jayaram Susarla, CFO of the Company has given detailed replies to the satisfaction of Shareholders.

The Chairman announced that the Company had arranged for voting through Ballot paper (Poll) on the resolution to be passed in the Meeting and those shareholders, who have not exercised their vote through postal ballot or remote e-voting may, if they desire, choose to exercise their vote through Ballot sheets. The Chairman further announced that pursuant to the NCLT Order dated 22<sup>nd</sup> July, 2019, Mr. S. Srikanth of M/s. BSS Srikanth & Associates, Practicing Company Secretary, Hyderabad, has been appointed as the scrutinizer to conduct the postal ballot, e-voting process and voting at the venue of the meeting in a fair and transparent manner.

The shareholders who had not participated through postal ballot or remote e-voting then exercised their vote through Ballot forms for the business mentioned in the Notice.

The Chairman informed that the combined results of postal ballot, remote e-voting and poll along with the report of the scrutinizer will be informed to the stock exchange and uploaded on the website of the company within 48 hours from the conclusion of this meeting.

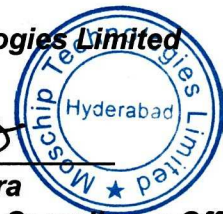
The following item of business, as per the Notice of NCLT Convened Meeting dated 30<sup>th</sup> July, 2019, was transacted at the meeting

S. No	Details of Agenda
01.	Approval of Scheme of Amalgamation of First Pass Semiconductors Private Limited (Transferor Company-1) and Gigacom Semiconductor Private Limited (Transferor Company-2) with MosChip Technologies Limited (Transferee Company) and their respective shareholders pursuant to Sections 230 to 232 of the Companies Act, 2013 and other relevant provisions, as may be applicable.

The Chairman then thanked the members for attending the meeting and after casting votes by all members present at the meeting, the meeting stood closed at 12:20 P.M.

Yours Sincerely,

**For MosChip Technologies Limited**



**CS Suresh Bachalakura**  
**Company Secretary & Compliance Officer.**