



Date: 20th August, 2021

To
The General Manager,
Department of Corporate Relations
BSE Limited
PJ Towers, Dalal Street,
Mumbai - 400 001.

Dear Sir,

Sub: Disclosure of voting results of NCLT convened meeting of equity shares holders of MosChip Technologies Limited pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015

Pursuant to Regulation 30 and Regulation 44(3) of SEBI (LODR) Regulations, 2015, please find enclosed herewith the voting results of the business transacted at the NCLT Convened meeting of equity shareholders the Company held on Wednesday, 18th August, 2021, as “**Annexure-A**”

We are enclosing herewith the scrutinizer’s report on e-voting as “**Annexure-B**”.

All the resolutions transacted at the said NCLT convened meeting have been passed with requisite majority.

Kindly take the same on your records.

Thanking you,

Yours truly,

For MosChip Technologies Limited,

CS Suresh Bachalakura
Company Secretary



Encl as above

MosChip Technologies Limited

CIN: L31909TG1999PLC032184

7th Floor, My Home Twitza, TSIC Knowledge City, Hyderabad, Telangana - 500081, India

Tel: +91 40 6622 9292, Fax: +91 40 66229393, www.MosChip.Com

| | |
|--|------------------------------|
| | MOSCHIP TECHNOLOGIES LIMITED |
| Date of the NCLT Convened meeting | 18-08-2021 |
| Total number of shareholders on record date | 26,689 |
| No. of shareholders present in the meeting either in person or | |
| Promoters and Promoter Group: | Not Applicable |
| Public: | Not Applicable |
| No. of Shareholders attended the meeting through Video | |
| Promoters and Promoter Group: | 2 |
| Public: | 39 |

| | | | | | | | | | | |
|--|--|------------------------|-------------------------|--|------------------------------|----------------------------|---|---|---------------|-----------------|
| Resolution No. 1 | To consider and approve the Scheme of Amalgamation of Maven Systems Private Limited (Transferor Company) with MosChip Technologies Limited (Transferee Company) and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Act and rules framed thereunder. | | | | | | | | | |
| Resolution required: (Ordinary/ Special) | ORDINARY | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/ resolution? | No | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]* 100 | % of Votes against on votes polled (7)=[(5)/(2)]* 100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group | E-Voting | 8,97,16,001 | 8,90,30,331 | 99.24 | 8,90,30,331 | 0 | 100.00 | 0.00 | 0 | 0 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 | 0 |
| | Total | | 8,90,30,331 | 99.24 | 8,90,30,331 | 0 | 100.00 | 0.00 | 0 | 0 |
| Public- Institutions | E-Voting | 2,310 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 | 0 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 | 0 |
| | Total | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 | 0 |
| Public- Non Institutions | E-Voting | 6,83,50,091 | 1,45,81,789 | 21.33 | 1,45,31,795 | 49,994 | 99.66 | 0.34 | 0 | 0 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 | 0 |
| | Total | | 1,45,81,789 | 21.33 | 1,45,31,795 | 49,994 | 99.66 | 0.34 | 0 | 0 |
| Total | 15,80,68,402 | 10,36,12,120 | 65.55 | 10,35,62,126 | 49,994 | 99.95 | 0.05 | 0 | 0 | |

Sankar Arora



CONSOLIDATED SCRUTINIZERS' REPORT

To

Shri . V.J.V. Ramana

Chairman appointed by the Hon'ble -National Company Law Tribunal, Hyderabad Bench (NCLT), for the Meeting of the Equity Shareholders of **MOSCHIP TECHNOLOGIES LIMITED** pursuant to Company Application No. CA(CAA)No.26/230/HDB/2021

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended and e-voting at the National Company Law Tribunal, Hyderabad Bench, at Hyderabad ("NCLT") convened meeting of the Equity Shareholders of The MOSCHIP TECHNOLOGIES LIMITED held on Wednesday, August 18, 2021 at 12:30 p.m.(IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

I Kanumarla Venkata Ranga Reddy, FCA (M.No. 217016), have been appointed by the Hon'ble National Company Law Tribunal, Hyderabad Bench at Hyderabad (NCLT), by its Order dated 07th July, 2021, as "the Scrutinizer" for the purpose of scrutinizing remote e-voting process and e-voting at the NCLT Convened Meeting ("meeting") of the equity shareholders of **MOSCHIP TECHNOLOGIES LIMITED** (hereinafter referred to as "the Company") convened by order of NCLT and held through Video Conferencing/ Other Audio-Visual Means (VC/OAVM) on Wednesday , 18th August, 2021 at 12:30 p.m. (IST), pursuant to Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended and read with the General Circular No. 14/2020 dated 8th April 2020; General Circular No. 17/2020 dated 13th April 2020 and General Circular No. 39/2020 dated 31st December 2020 issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 issued by the Securities and Exchange Board of India ("SEBI") collectively referred to as ["MCA & SEBI Circulars"], on the resolution seeking approval of the Equity Shareholders to the Scheme of Amalgamation of Maven Systems Private Limited (Transferor Company) with MosChip Technologies Limited (Transferee Company) and their respective Shareholders and Creditors ("the Scheme:'), in terms of the Notice dated 16th July, 2021, convening the said meeting.

I do hereby submit my report as under:

- I. The Company had provided the Equity Shareholders with the facility for casting their votes through remote e-voting using facility offered by National Securities Depository Limited ("NSDL") prior to the meeting.
- II. The Company had also provided e-voting facility to the Equity Shareholders present at the NCLT Convened meeting through VC / OAVM and who had not cast their votes earlier.



- III. The Equity Shareholders of the Company holding shares as on the "cut-off" date of Friday, 06th August, 2021 were entitled to vote on the resolution as contained in the Notice of the NCLT convened meeting..
- IV. The voting period for remote e-voting commenced on 15th August, 2021 at 9:00 a.m.(IST)Ending on: 17th August, 2021 at 5:00 p.m. (IST) and the NSDL e-voting platform was disabled thereafter.
- V. After the closure of e-voting at the NCLT Convened meeting, the report on remote e-voting done prior to and e-voting during the NCLT Convened meeting were unblocked and counted.
- VI. I have scrutinized and reviewed the remote e-voting prior to and e-voting during the NCLT Convened meeting and votes tendered therein based on the data downloaded from the NSDL e-voting system.
- VII. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to remote e-voting voting prior to and during the NCL T convened meeting on the resolution contained in the notice of the NCLT convened meeting.
- VIII. My responsibility as scrutinizer for the remote e-voting and e-voting during the NCLT convened Meeting is restricted to making a Consolidated Scrutinizer's Report of the votes cast in favour or against the resolution.
- IX. I now submit my consolidated report as under on the result of the remote e-voting prior to and e-voting during the NCLT convened meeting in respect of the said resolution.
- X. The consolidated result of the voting seeking approval of the equity shareholders of the Company to the Scheme is as under:

Consolidated Report on result of voting through remote e-voting and e-voting at the NCLT Convened Meeting

Resolution

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Hon'ble National Company Law Tribunal, Hyderabad Bench (NCLT) and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or any other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (the Board, which term shall be deemed to mean and include one or more committee(s) constituted / to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the amalgamation embodied in the Scheme of Amalgamation of Maven Systems Private Limited ('Transferor Company') with MosChip Technologies Limited ('Transferee Company') and their respective Shareholders and Creditors (Scheme) placed before this meeting



and initialled by the Chairman of the meeting for the purpose of identification, be and is hereby approved..

RESOLVED FURTHER THAT all the directors, Mr. Jayaram Susarla, the Chief Financial Officer, and Mr. Suresh Bachalakura, the Company Secretary, (together, the Authorised Persons) be and are hereby authorised jointly and severally authorized to do all such acts, deeds, matters and things, as they may, in their absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/ or conditions, if any, which may be required or imposed by the NCLT while sanctioning the amalgamation embodied in the Scheme or by any authorities under law, or as may be required for the purposes of resolving any questions or doubts or difficulties that may arise including passing such accounting entries and / or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Authorised Persons may deem fit and proper."

Consolidated Report on result of voting through remote e-voting and e-voting at the NCLT Convened Meeting by the equity shareholders

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

| No of Members voted | Number of Valid votes cast by them | % to total number of valid votes cast |
|---------------------|------------------------------------|---------------------------------------|
| 102 | 103562126 | 99.95 |

(ii) Voted **against** the resolution

| No of Members voted | Number of Valid votes cast by them | % to total number of valid votes cast |
|---------------------|------------------------------------|---------------------------------------|
| 5 | 49994 | 0.05 |

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

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

For Kanumarla & Associates

Chartered Accountants

ICAI Firm Reg. No. 011250S

UDIN: 21217016AAAACD7375

K. Venkata Ranga Reddy

Kanumarla Venkata Ranga Reddy

Proprietor

M.No. 217016



Date: 20.08.2021

Place: Hyderabad