



B S S & ASSOCIATES

COMPANY SECRETARIES

Annexure - B

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

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SCRUTINIZER'S REPORT

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-500081, Rangareddi, Telangana.

Dear Sir,

Sub: Consolidated Report of Scrutinizer on remote e-voting prior to and e-voting during the Extraordinary General Meeting ("EGM") of MOSCHIP TECHNOLOGIES LIMITED held on Friday, the 05th day of July, 2024 at 4:00 p.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 process of remote e-voting prior to and e-voting during the EGM, in a fair and transparent manner, as per the provisions of section 108 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 numbers 1 to 3 as set out in the Notice dated 06th May 2024 of the EGM of the members of the Company, held on 05th day of July 2024, at 4:00 p.m. through VC/OAVM.
2. The Notice dated 06th May, 2024, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the EGM of the Company through electronic mode to those members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, August 17, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023 (Collectively referred to as "MCA Circulars") and SEBI Circulars dated May 13, 2022, January 05, 2023 and October 07, 2023.
3. The Company had availed the e-voting facility offered by KFin Technologies Limited ("**KFintech**") for conducting remote e-voting prior to and e-voting during the EGM.
4. The remote e-voting period was kept open for Three days from Tuesday, 02nd July, 2024 at 9:00 A.M. IST to Thursday, 04th July, 2024 at 5:00 P.M IST.



5. The cut-off date for the purpose of determining the members entitled to vote on the proposed resolutions was 21st day of June, 2024.
6. The Company had also provided e-voting facility during the EGM through VC/OAVM to those shareholders who had not cast their vote earlier through remote e-voting.
7. After the closure of e-voting during the EGM through VC/OAVM, the reports on remote e-voting prior to and e-voting during the 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 and e-voting during the EGM and votes cast therein based on the reports generated by KFintech.
9. The management of the Company is responsible for ensuring compliance with the requirements of the Act and rules relating to remote e-voting prior to and e-voting during the EGM on the resolutions contained in the notice of the EGM.
10. Our responsibility as scrutinizer for the remote e-voting prior to and e-voting during the EGM is restricted to preparing a Scrutinizer's 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 prior to and e-voting during the EGM in respect of the said resolutions, conducted through e-voting system provided by KFintech, as under:

a) Resolution 1 (as a Special Resolution)

Reappointment of Mrs. Madhurika Nalluri Venkat (DIN 07147974) as an Independent Director of the Company for the second term of 05 years.

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 197 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the re-appointment of Mrs. Madhurika Nalluri Venkat (DIN 07147974), who has submitted a declaration confirming that she meets the criteria of independence as provided Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for re-appointment as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for the second term of Five (05) years commencing from August 13, 2024 upto August 12, 2029, be and is hereby approved.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197, and other applicable provisions of the Act and the Rules made there under and Regulation 17(6) of the Listing Regulations, Mrs. Madhurika Nalluri Venkat shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.



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
*# 215	95494312	99.9581

(ii) Voted **against** the Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
*16	40051	0.0419

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

No of Members voted	Number of votes cast by them
7	5676

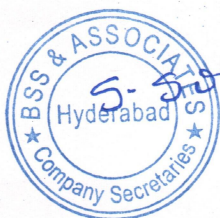
* 1 shareholder, owning 40 shares, cast 20 votes in favour and 20 votes against.

1 shareholder, owning 7 shares, cast 4 shares in favour and did not vote remaining 3 shares.

b) Resolution 2 (as a Special Resolution)

Approval for MosChip Employees Stock Option Plan 2024 for employees of the Company:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (**the ‘Act’**), read with applicable rules of the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for time being in force), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**‘ESOP Regulations’**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the ‘Listing Regulations’**), the circulars /guidelines issued by the Securities and Exchange Board of India (**‘SEBI’**), the Articles of Association of the Company and all other applicable regulations, rules and circulars / guidelines in force, from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the **‘Board’**, which term shall include the Nomination and Remuneration Committee constituted by the Board or any other committee which the Board may constitute to act as the **‘Compensation Committee’** under the ESOP Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded to the Board for the formulation and implementation of ‘MosChip Employees Stock Option Plan 2024 (the **‘ESOP Plan 2024’**) and for creation, grant, offer, issue and allotment, from time to time and in one or more tranches, stock options not exceeding 15,000,000 (Fifteen Million) to or for the benefit of (i) such person(s) who are



permanent employees of the Company, whether working in India or outside India; (ii) directors of the Company, whether whole-time or not but excluding independent director(s) and; (iii) such other employees and persons as may be permitted under the applicable laws and as may be approved by the Board, from time to time, but excluding (i) an employee /director who is a promoter or a person belonging to the promoter group and (ii) director(s) who either himself or through his/her relative(s) or through any Body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company (the '**Eligible Employees**'), which would give rise to the issue of not more than 15,000,000 (Fifteen Million) equity shares of the face value of Rs. 2 /- (Rupee Two) only and to provide for grant and subsequent vesting and exercise of stock options by the Eligible Employees at such price and on such terms and conditions as may be determined by the Board in accordance with the provisions of the ESOP Plan 2024 as summarized in the explanatory statement annexed hereto and in due compliance with the ESOP Regulations and other applicable laws, rules and regulations.

RESOLVED FURTHER THAT in case of any corporate action(s) such as right issues, bonus issues, change in capital structure, merger, sale of division/undertaking and others, the ceiling as aforesaid of 15,000,000 (Fifteen Million) equity shares shall be deemed to be increased/decreased, as may be determined by the Board, to facilitate making a fair and reasonable adjustment to the entitlements of participants under the ESOP Plan 2024.

RESOLVED FURTHER THAT in case the equity shares of the Company are either subdivided or consolidated, then the number of equity shares to be issued and allotted on exercise of Options granted under the ESOP Plan 2024 and the exercise price of Options granted under the ESOP Plan 2024 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 2/- per equity share bears to their revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted Stock Options under the ESOP Plan 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorized to devise, formulate, evolve, decide upon and bring into effect the ESOP Plan 2024 as per the terms approved in this resolution and at any time to modify, change, vary, alter, amend any of the terms and conditions of the ESOP plan 2024 or terminate ESOP Plan 2024 subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members of the Company and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP Plan 2024 and do all other things incidental to and ancillary thereof.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be designated as the Compensation Committee in accordance with Regulation 5(1) and Regulation 5(2) of the ESOP Regulations for the purposes of administration of ESOP Plan 2024.

RESOLVED FURTHER THAT the equity shares so issued and allotted under the ESOP Plan 2024 shall rank pari passu with the then existing equity shares of the Company.



RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the equity shares allotted under the ESOP Plan 2024 on the Stock Exchanges, where the equity shares of the Company are listed in compliance with the provisions of the Listing Regulations and other applicable laws, rules and regulations.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the ESOP Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP Plan 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things as it may in its absolute discretion deem necessary including appointment of various intermediaries, advisors, consultants or representatives for effective implementation and administration of the ESOP Plan 2024 as also to make applications to the appropriate authorities for obtaining their requisite approvals as also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to execute all such deeds, documents and writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of the ESOP Plan 2024 and to take all such steps and do all acts as may be incidental or ancillary thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein to Nomination and Remuneration Committee or such other Committee, with power to sub-delegate to any Executives/Officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard.”

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

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
*208	95491820	99.9543

(ii) Voted **against** the Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
23	43615	0.0457

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

No of Members voted	Number of votes cast by them
6	4584

* 2 shareholders, owning 47 shares, cast 24 shares in favour and did not vote remaining 23 shares.



c) **Resolution 3 (as a Special Resolution)**

Approval for extending MosChip Employees Stock Option Plan 2024 For employees of the Subsidiaries of the Company:

“RESOLVED THAT pursuant to the provisions of Section 62 (1)(b) and all other applicable provisions of the Companies Act, 2013 (**the ‘Act’**), read with applicable rules of the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for time being in force), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**‘ESOP Regulations’**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **‘Listing Regulations’**), the circulars /guidelines issued by the Securities and Exchange Board of India (**‘SEBI’**), the Articles of Association of the Company and all other applicable regulations, rules and circulars / guidelines in force, from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approvals, permissions and sanctions as maybe necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the **‘Board’**, which term shall include the Nomination and Remuneration Committee constituted by the Board or any other committee which the Board may constitute to act as the ‘Compensation Committee’ under the ESOP Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded to the Board to extend the benefits of ‘MosChip Employees Stock Option Plan 2024 (**the ‘ESOP Plan 2024’**) referred to in the Special Resolution under Item No. 06 of this EGM Notice, to or for the benefit of any existing and future subsidiary company(ies) of the Company whether in or outside India, as may be permissible under the ESOP Regulations from time to time, subject to the overall limits specified under the Plan to (i) such person(s) who are permanent employees of any subsidiary companies of the Company, whether working in India or outside India;(ii) directors of subsidiary companies of the Company, whether whole-time or not but excluding independent director(s); and (iii) such other employees and persons as may be permitted under the applicable laws and as may be approved by the Board, from time to time, but excluding (i) an employee/ director who is a promoter or a person belonging to the promoter group; and (ii) director(s) who either himself or through his/her relative(s) or through anybody corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company (**the ‘Eligible Employees’**).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things as it may in its absolute discretion deem necessary including appointment of various intermediaries, advisors, consultants or representatives for effective implementation and administration of the ESOP Plan 2024 as also to make applications to the appropriate authorities for obtaining their requisite approvals as also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to execute all such deeds, documents and writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of the ESOP Plan 2024 and to take all such steps and do all acts as may be incidental or ancillary thereto.



RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein to Nomination and Remuneration Committee or such other Committee, with power to sub-delegate to any Executives/Officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard.”

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

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
* # 199	95491198	99.9541

(ii) Voted **against** the Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
* 29	43829	0.0459

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

No of Members voted	Number of votes cast by them
10	5012

* 1 shareholder, owning 132 shares, cast 61 votes in favour and 71 votes against.

1 shareholder, owning 7 shares, cast 4 shares in favour and did not vote remaining 3 shares.

Thanking you,

Yours faithfully,
For B S S & Associates
Company Secretaries

S. Srikanth
Partner
CoP No.7999
UDIN: A022119F000682295



Date: 06.07.2024
Place: Hyderabad

Countersigned By:
For **MOSCHIP TECHNOLOGIES LIMITED**

CS Suresh Bachalakura
Company Secretary
(Person authorised by Chairman)



Date: 06.07.2024
Place: Hyderabad