

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING ("EGM") (02<sup>nd</sup> of 2024-2025) OF THE SHAREHOLDERS OF MOSCHIP TECHNOLOGIES LIMITED WILL BE HELD THROUGH VIDEO CONFERENCING ('VC') AND OTHER AUDIO VISUAL MEANS ('OAVM') ON FRIDAY, THE 14<sup>th</sup> MARCH, 2025 AT 10.00 A.M. (IST) TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

### SPECIAL BUSINESS:

#### Item No. 1:

#### **Revision in the terms of remuneration of Mr. Srinivasa Rao Kakumanu, Managing Director & CEO of the Company.**

To consider and if thought fit, to pass with or without modification(s), if any, the following as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 197, 198, 203 and Schedule V to the Companies Act, 2013 ("the Act") read with Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Rules made there under to the extent applicable, and such other approvals, permissions and sanctions of such authorities and/or agencies as may be required in this subject and subject to the provisions of the Articles of Association of the Company, and in furtherance to the resolution passed by the members of the Company on 17<sup>th</sup> December, 2023 for approving appointment of Mr. Srinivasa Rao Kakumanu (DIN: 06726305) as the Managing Director & CEO of the Company for a period of 5 (Five) years w.e.f. 26<sup>th</sup> October, 2023 to 25<sup>th</sup> October, 2028 and approving remuneration for 3 (Three) years i.e. till 25<sup>th</sup> October, 2026, based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, approval of the members be and is hereby accorded to the revision in payment of remuneration of Mr. Srinivasa Rao Kakumanu (DIN: 06726305), Managing Director & CEO of the Company on following terms & conditions effective from 1<sup>st</sup> July, 2024 till 31<sup>st</sup> December, 2025:

| <b>Particulars</b> | <b>Amount</b>   |
|--------------------|---|
| Term               | 1 years 06 months (w.e.f. 01-07-2024 to 31-12-2025).  |
| Fixed pay          | Rs. 3,06,00,000 (Rupees Three Crores Six Lakhs only) per Annum.<br>Fixed remuneration shall include basic salary and all other allowances.  |
| Variable pay       | An amount of Rs. 54,00,000 (Rupees Fifty Four Lakhs only) per annum which shall be payable subject to the Company's achievement of certain milestones as determined by the Board or its Committee, in its sole discretion, from time to time.                                     |
| Perquisites        | Perquisites will be allowed in addition to salary as under:<br>a) Provident Fund: The Company shall contribute towards provident fund as per the rules of the Company.<br>b) Gratuity: Gratuity payable shall be in accordance with the provisions of the payment of Gratuity Act |
| Employee benefits  | Insurance: Group medical insurance and group Personal accidental insurance along with all other employees.<br>ESOP: Is eligible to participate in ESOP scheme as decided by the NRC committee of the Board of Directors.  |

**RESOLVED FURTHER THAT** in the event in any financial year during the tenure of the Managing Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Managing Director, the above remuneration excluding commission amount payable on the minimum remuneration by way of salary, perquisites and other terms & conditions as specified above and subject to receipt of the requisite approvals.

**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.”

**By Order of the Board of Directors**

**Hyderabad**  
**30<sup>th</sup> January, 2025**

**CS Suresh Bachalakura**  
**Company Secretary**

**Registered office address:**  
7<sup>th</sup> Floor, My Home Twitza,  
TSIIC Hyderabad Knowledge City,  
Hyderabad, Telangana – 500081

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business as set out in the EGM Notice is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to [investor.relations@moschip.com](mailto:investor.relations@moschip.com).
2. In accordance with the applicable MCA Circulars, SEBI Circulars, provisions of the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.

The Company has made arrangements through its Registrar & Transfer Agent (RTA), KFin Technologies Limited (formerly known as 'KFin Technologies Private Limited') ("KFinTech"), to provide Video Conferencing (VC) / Other Audio-Visual Means (OAVM) facility for the Extraordinary General Meeting and for conducting of the e-EGM. The Members can join the e-EGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

3. Pursuant to the provisions of Section 105 the Companies Act, a Member entitled to attend and vote at the EGM is entitled to appoint a Proxy to attend and vote on his/ her behalf and the Proxy need not be a Member of the Company. However, since this EGM is being held pursuant to the applicable MCA and SEBI Circulars as mentioned hereinabove, through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the

facility for appointment of Proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this EGM Notice.

4. Since the EGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. Corporate Members intending to depute their authorized representatives to attend the Meeting through VC/ OVAM are requested to send to the Company a certified true copy of the Board Resolution together with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote at the Meeting on their behalf.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
7. The Board of Directors of the Company has appointed M/s. B S S & Associates, Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting and e-voting during the EGM in a fair and transparent manner.
8. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled-in to the RTA of the Company. Members holding shares in electronic mode may contact their respective DPs for availing this facility.
9. SEBI has mandated submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to provide their PAN details to their respective DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA.
10. In accordance with, the MCA Circulars and SEBI Circulars, the Notice of EGM is being sent only in electronic mode to Members whose e-mail addresses are registered with the Company or the Depository Participant(s).

As physical copy of the EGM Notice will not be sent by the modes permitted under Companies Act, 2013, the EGM Notice is available on the Company's website at <https://www.moschip.com> and website of the Stock Exchange i.e. BSE Limited at <https://www.bseindia.com/> and on the website of Registrar and Share Transfer Agent at <https://evoting.kfintech.com/>.

11. Members desiring any information with regard to EGM are requested to write to the Company at an early date so as to enable the management to keep the information ready.
12. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act will be available for inspection by the Members in electronic mode during the EGM. Members who wish to seek inspect, may send their request through an email at [investor.relations@moschip.com](mailto:investor.relations@moschip.com) up to the date of EGM.

13. **PROCEDURE FOR REMOTE E-VOTING**

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all the resolution(s) set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process will be enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences on Tuesday, 11<sup>th</sup> March, 2025 at 9:00 A.M. and ends on Thursday, 13<sup>th</sup> March, 2025 at 5:00 P.M. The remote e-voting module will be disabled by KFintech thereafter.
- v. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the **cut-off date, being Friday, March 07, 2025.**
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com). However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
- viii. The details of the process and manner for remote e-Voting and e-EGM are explained herein below:
  - Step 1:** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
  - Step 2:** Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.
  - Step 3:** Access to join virtual meetings (e-EGM) of the Company on KFintech system to participate e-EGM and vote at the EGM.

**Details on Step 1 are mentioned below:**

**l) Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

| Type of shareholders   | Login Method   |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> <li>1. User already registered for IDeAS facility:               <ol style="list-style-type: none"> <li>i. Visit URL: <a href="https://eservices.nSDL.com/">https://eservices.nSDL.com/</a></li> <li>ii. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>iii. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>iv. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> </li> <li>2. User not registered for IDeAS e-Services               <ol style="list-style-type: none"> <li>i. To register click on link: <a href="https://eservices.nSDL.com/">https://eservices.nSDL.com/</a></li> <li>ii. Select “Register Online for IDeAS” or click at: <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>iii. Proceed with completing the required fields.</li> <li>iv. Follow steps given in points 1</li> </ol> </li> <li>3. Alternatively by directly accessing the e-Voting website of NSDL               <ol style="list-style-type: none"> <li>i. Open URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a></li> <li>ii. Click on the icon “Login” which is available under Shareholder/Member’ section.</li> <li>iii. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>iv. Post successful authentication, you will be requested to select the name of the company and the eVoting Service Provider name, i.e. KFintech.</li> <li>v. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</li> </ol> </li> </ol> |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> <li>1. Existing user who have opted for Easi / Easiest               <ol style="list-style-type: none"> <li>i. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/loginor">https://web.cdslindia.com/myeasi/home/loginor</a><br/>URL: <a href="http://www.cdslindia.com/">http://www.cdslindia.com/</a></li> <li>ii. Click on New System Myeasi</li> <li>iii. Login with your registered user id and password.</li> <li>iv. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</li> <li>v. Click on e-Voting service provider name to cast your vote.</li> </ol> </li> <li>2. User not registered for Easi/Easiest               <ol style="list-style-type: none"> <li>i. Option to register available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>ii. Proceed with completing the required fields.</li> <li>iii. Follow the steps given in point 1.</li> </ol> </li> <li>3. Alternatively, by directly accessing the e-Voting website of CDSL</li> </ol>  |
|  | <ol style="list-style-type: none"> <li>i. Visit URL: <a href="http://www.cdslindia.com/">http://www.cdslindia.com/</a></li> <li>ii. Provide your demat Account Number and PAN No.</li> </ol>   |

|   |   |
|---|---|
|   | <ul style="list-style-type: none"> <li>iii. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>iv. After successful authentication, user will be provided links for the respective ESP, i.e Kfintech where the e- Voting is in progress.</li> </ul>   |
| Individual Shareholder login through their demat accounts / Website of Depository Participant | <ul style="list-style-type: none"> <li>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of Kfintech for casting your vote during the remote eVoting period without any further authentication.</li> </ul> |

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type                | Helpdesk details   |
|---------------------------|--|
| Securities held with NSDL | Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30              |
| Securities held with CDSL | Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43 |

**Details on Step 2 are mentioned below:**

**II) Login method for e-Voting for shareholders other than Individual’s shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

- A. Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
  - i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
  - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 8664, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting the vote.
  - iii. After entering these details appropriately, click on “LOGIN”.
  - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not

share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the “EVEN” i.e., ‘MOSCHIP TECHNOLOGIES LIMITED - EGM” and click on “Submit”
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
  - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
  - xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [cs@bssandassociates.com](mailto:cs@bssandassociates.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the abovementioned documents should be in the naming format “Corporate Name Even No.”
- B. Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice of EGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Notice of EGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number registered with Kfintech, by accessing the link:<https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

- ii. Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of EGM and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

**Details on Step 3 are mentioned below:**

**III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the EGM of the Company through VC/OAVM and e-Voting during the meeting.**

- i. Member will be provided with a facility to attend the EGM through VC / OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining EGM through VC/ OAVM shall open at least 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the EGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the EGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at [investor.relations@moschip.com](mailto:investor.relations@moschip.com). Questions /queries received by the Company during Saturday, March 08, 2025, 09:00 a.m. till Wednesday, March 12, 2025, 5:00 p.m. shall only be considered and responded during the EGM.
- vi. the members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- vii. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through evoting system available during the EGM. E-voting during



the EGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

- viii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the EGM.
- ix. Facility of joining the EGM through VC / OAVM shall be available for at least 2000 members on first come first served basis.
- x. Institutional Members are encouraged to attend and vote at the EGM through VC / OAVM.

## OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the EGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration', which will remain open from Saturday, March 08, 2025, 09:00 a.m. till Wednesday, March 12, 2025, 5:00 p.m. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the EGM to only those Members who have registered themselves, depending on the availability of time for the EGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will remain open from Saturday, March 08, 2025, 09:00 a.m. till Wednesday, March 12, 2025, 5:00 p.m.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com/> (Kfintech Website) or contact Mr. V Raghunath, Manager – RIS, at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call Kfintech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, March 07, 2025, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. This EGM Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on Friday, February 14, 2025. In case a person has become a Member of the Company after dispatch of EGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
  - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

1. Example for NSDL: MYEPWD <SPACE> IN12345612345678
  2. Example for CDSL: MYEPWD <SPACE> 1402345612345678
  3. Example for Physical: MYEPWD <SPACE> XXXX1234567890
- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - iii. Members who may require any technical assistance or support before or during the EGM are requested to contact Kfintech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).
- VI. The Scrutinizer shall, immediately after the conclusion of EGM, count the votes cast at the EGM and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses, who are not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer’s Report of the total votes cast in favour of or against, if any, within the prescribed time limit after the conclusion of the EGM to the Chairman or a person authorised by him. The Chairman or any other person authorised by him shall declare the result of the voting forthwith.
- VII. The resolution(s) will be deemed to be passed on the EGM date subject to receipt of the requisite number of votes in favour of the resolution(s). The Results declared along with the Scrutinizer’s Report(s) will be available on the website of the Company at <https://moschip.com/> and Service Provider’s website at <https://evoting.kfintech.com/> and the communication will be sent to the BSE Limited.

### **Explanatory Statement**

*[Pursuant to Section 102(1) of the Act, the following Explanatory Statement sets out material facts relating to the business under Item No. 1 of the accompanying EGM Notice dated: 30<sup>th</sup> January, 2025 convening the EGM of the Company scheduled for 14<sup>th</sup> March, 2025.]*

#### **Item No. 01**

Mr. Srinivasa Rao Kakumanu was appointed as Managing Director w.e.f. 26<sup>th</sup> October, 2023 for a period of 05 years. Considering the contribution of Mr. Srinivasa Rao Kakumanu and the progress made by the Company under his leadership and guidance and as per the recommendation of the Nomination & Remuneration Committee, the Board at its meeting held on 24<sup>th</sup> October, 2024 approved the revision in remuneration of Mr. Srinivasa Rao Kakumanu for the period effective from 01<sup>st</sup> July, 2024 to 31<sup>st</sup> December, 2025 on terms and conditions enumerated in the resolution.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the revised remuneration of Mr. Srinivasa Rao Kakumanu as decided by the Board is required to be approved by the members at their meeting.

It is hereby confirmed that the Company has not committed any default in respect of any of its debt or interest payable thereon for a period of 30 days in the preceding the financial year and in the current financial year.

The statement containing information required to be furnished under Section II of Part II of Schedule V to the Companies Act, 2013 is given below:

| I                       |  |   |        | General Information |           |  |
|-------------------------|--|---|--------|---------------------|-----------|--|
| (1)                     | Nature of Industry   | Semiconductor and embedded design services  |        |                     |           |  |
| (2)                     | Date or expected date of commencement of commercial production   | August 01, 2000   |        |                     |           |  |
| (3)                     | In case of new companies, expected date of commencement activities as per project approved by financial institutions appearing in the prospectus | Not Applicable  |        |                     |           |  |
| (4)                     | Financial performance based on given indicators  | Description   |        | Rs. in Lakhs        |           |  |
|                         |  |   |        | 2023-24             | 2022-23   |  |
|                         |  | Total revenue   |        | 29,391.43           | 20,332.33 |  |
|                         |  | Total expenses  |        | 28,582.32           | 19,708.43 |  |
|                         |  | Profit /Loss before tax   |        | 1,132.65            | 623.90    |  |
| Profit / Loss after tax |  | 988.44  | 617.77 |                     |           |  |
| (5)                     | Foreign investments or collaborators, if any   | <p>As per the shareholding pattern as on December 31, 2024:</p> <p>i. 86,80,391 Equity Shares representing 4.55 % was held by Foreign Nationals &amp; NRIs.</p> <p>iii. 2,62,832 Equity Shares representing 0.001 % was held by overseas corporate bodies.</p> <p>The Company has not entered into any foreign collaboration.</p> |        |                     |           |  |

| II  |                    |  | Information about the appointee |  |  |
|-----|--------------------|--|---------------------------------|--|--|
| (1) | Background details | <p>Mr. Srinivasa Rao Kakumanu, commonly known as "KS," possesses an extensive professional background spanning over 30 years within the Semiconductor industry. His notable accomplishments include the co-founding of First Pass Semiconductors Pvt Ltd, a prominent VLSI design services organization established in December 2010. Throughout his illustrious career, KS has played a key role in leading numerous ASIC tape-outs across the Communication, Networking, Consumer, and Computing sectors.</p> <p>Under KS's leadership, First Pass experienced significant</p> |                                 |  |  |

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|-----|-----------------------------|---|
|     |                             | <p>growth, evolving into a thriving organization boasting more than 210 employees by FY18. This remarkable journey culminated in the acquisition of First Pass by MosChip in July 2018, all while maintaining a profitable trajectory since inception. Following the acquisition, KS assumed the role of heading the Semiconductor Business Unit at MosChip, steering it to remarkable heights.</p> <p>Before his tenure at First Pass, KS held the position of General Manager for the VLSI group at Cyient (formerly known as Infotech Enterprises) in India. His career also includes stints with notable organizations such as TTM Inc. in San Jose, US; TTM India Pvt Ltd (acquired by Infotech in September 2008) in Hyderabad, India; Ikanos Communications in Fremont, US; QualCore Logic Ltd in India, and HAL in Hyderabad, among others.</p> <p>KS maintains his commitment to professional education by actively teaching Digital Design and Physical Design at MosChip Institute of Silicon Systems Pvt Ltd, a training institute he co-founded, which was subsequently acquired by MosChip in July 2018. His international experience includes a seven-year tenure in the United States between 2000 and 2007, where he contributed to TTM Inc. and Ikanos Communications</p> <p>He holds a B.E degree in E.C.E from the University College of Engineering, Osmania University, Hyderabad, India.</p> |
| (2) | Past remuneration           | The Past Remuneration as MD & CEO of the Company is Rs. 2,00,47,500 per annum.  |
| (3) | Recognition or awards       | -   |
| (4) | Job profile and suitability | As Managing Director & CEO of the Company he is responsible for the complete operations of the Company. He is entrusted with to perform such duties and exercise such powers as have been or may from time to time be entrusted or conferred upon him by the Board. Taking into account his previous experience, educational background, knowledge about the industry and the nature and size of operations of the Company, he is a fit and proper person as the Managing Director of the Company.  |
| (5) | Remuneration proposed       | <p><b>a. <u>Period</u></b></p> <p>01<sup>st</sup> July, 2024 to 31<sup>st</sup> December, 2025</p> <p><b>b. <u>Remuneration</u></b></p> <p><b>Fixed Salary:</b> Rs. <b>3,06,00,000</b> (Rupees Three Crores Six Lakhs only) per annum by way of Salary, Dearness</p>  |

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|-----|--|--|
|     |  | <p>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.</p> <p><b>Variable salary:</b> An amount of Rs. 54,00,000 (Rupees Fifty Four Lakhs only) per annum which shall be payable subject to the Company's achievement of certain milestones as determined by the Board or its Committee, in its sole discretion, from time to time.</p> <p><b>c. <u>Employment benefits:</u></b></p> <p>During the term of his employment, Mr. Srinivasa Rao Kakumanu will be entitled to participate in the employee benefit plans of the Company including Employee Stock options, medical insurance, personal accidental insurance, employer's contribution to provident fund, contribution to retirement benefits such as contribution to Gratuity fund over and above the amounts mentioned in clause b above.</p> |
| (6) | Comparative remuneration profile with respect to Industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin) | The remuneration being proposed to be paid to Mr. Srinivasa Rao Kakumanu is on par with the remuneration prevailing in the company of similar size in the same industry and the remuneration to be paid would be restricted to the ceiling prescribed under Schedule V of the Companies Act, 2013.   |
| (7) | Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel or other director, if any   | Mr. Srinivasa Rao Kakumanu doesn't have any pecuniary relationship with the Company other than the remuneration payable to him as Managing Director & CEO of the Company. He is working with the Company purely in a professional capacity. There is no relationship with other managerial personnel or other director in the Company.   |

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|------------|--|--|
| <b>III</b> | <b>Other Information</b>               |  |
| (1)        | Reasons for loss or inadequate profits | MosChip has been investing in developing skill sets in VLSI and PES to stay competitive in the market. This Investment is essential to ensure the company can scale efficiently as per the market requirement. While these initiatives require significant time and efforts, they position MosChip for long-term growth The focus on upskilling helps attract top talent and enhances project execution capabilities. Despite short-term impacts on profits, these strategic investments will drive future |

|  |            |   |  |
|--|------------|---|--|
|  | <b>(2)</b> | Steps taken or proposed to be taken for improvement | MosChip is focusing on building high-demand skill sets in VLSI & PES to enhance capabilities and competitiveness. The company is optimizing operational efficiencies to reduce costs & increase efficiencies. Strengthening in-house training programs ensures a steady pipeline of skilled engineers, reducing hiring challenges. These measures are aimed at driving sustained growth & Improvement in operations. |
|  | <b>(3)</b> | Expected increase in productivity and profits       | In our endeavor to move up the value chain and accelerated growth, we have started transitioning ourselves from a pure play Design Services to a Turnkey ASIC (Application Specific Integrated Circuit) Solution company in Semicon Space. This strategic move aligns with our long-term vision and is poised to bring about several key benefits for both our company and our stakeholders.                         |

Pursuant to the 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) consent of the members is being sought by way of Special resolution for the item no.1.

Except Mr. Srinivasa Rao Kakumanu, none of the promoters, directors, key managerial personnel and their relatives is considered to be concerned or interested financially or otherwise, in the resolution.

Disclosures, as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

The Board recommends the Special resolution set out in Item no. 01 for the approval of members.

**By Order of the Board of Directors**

**Place: Hyderabad**

**Date: 30<sup>th</sup> January, 2025**

**CS Suresh Bachalakura  
Company Secretary  
(A39381)**

**Registered office address:**

7<sup>th</sup> Floor, My Home Twitza,  
TSIIC Hyderabad Knowledge City,  
Hyderabad, Telangana – 500081

**Details of Directors seeking Appointment/ Re-appointment in the ensuing Extra-ordinary General Meeting pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2**

| <b>Particulars</b>   | <b>Mr. Srinivasa Rao Kakumanu</b>  |
|--|--|
| DIN  | 06726305   |
| Date of Birth & Age  | 05 <sup>th</sup> June, 1974<br>51 years  |
| Date of First Appointment  | 26/10/2023   |
| Designation/category of the Director   | Managing Director  |
| Qualifications   | B.E degree in E.C.E from the University College of Engineering, Osmania University               |
| Expertise in specific functional areas   | Experience in Design, Manufacturing of Various Integrated Chips (ICs), Semiconductor and Systems |
| Experience (in years)  | 30 years   |
| Remuneration last drawn  | Rs. 2,00,47,500 p.a.   |
| Remuneration sought to be paid   | Fixed pay of Rs. 3,06,00,000 p.a. and variable pay of Rs. 54,00,000 p.a.                         |
| Terms and conditions of appointment or re-appointment  | As set out in the resolution number 01 of this EGM notice.                                       |
| Directorships in other Companies (other than listed companies)   | 1. MosChip Institute of Silicon Systems Pvt Ltd  |
| Directorships held in other public companies (excluding foreign Companies and Section 8 companies)<br>Names of listed Companies, if any. | Nil  |
| Member of the Committees of other Companies on which he/she is a Member  | 0  |
| Chairmanship of the Committees of other Companies.   | 0  |
| Names of listed entities from which the person has resigned in the past three years  | Nil  |
| Number of equity shares held in the Company  | 18,52,370  |
| No of Board Meetings attended during the last year   | Not Applicable   |
| Disclosure of Inter-se relationship between Directors and KMP's.   | No inter-se relationship between Directors and KMP's   |

The profile of the Directors is available on the Company's website at <https://moschip.com/board-of-directors/>.