



# B S S & ASSOCIATES

## COMPANY SECRETARIES

Annexure - B

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

Phone : 040 - 40171671, Cell : 6309490217

E-mail : cs@bssandassociates.com

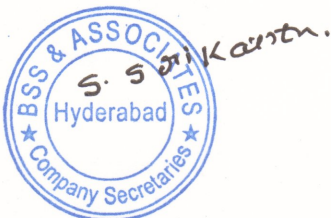
### SCRUTINIZER'S REPORT

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 14<sup>th</sup> day of March, 2025 at 10:00 a.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 resolution contained in item number 1 as set out in the Notice dated 30<sup>th</sup> January, 2025 of the EGM of the members of the Company, held on 14<sup>th</sup> day of March, 2025, at 10:00 a.m. through VC/OAVM.
2. The Notice dated 30<sup>th</sup> January, 2025, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolution 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 and September 19, 2024 (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, 11<sup>th</sup> March, 2025 at 9:00 A.M. IST to Thursday, 13<sup>th</sup> March, 2025 at 5:00 P.M IST.
5. The cut-off date for the purpose of determining the members entitled to vote on the proposed resolution was 07<sup>th</sup> March, 2025.
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.



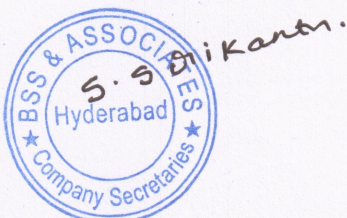
7. After the closure of e-voting during the EGM through VC/OAVM, the reports on remote e-voting prior to and e-voting during the EGM were unblocked in the presence of two witnesses, who are not in the employment of the company and were counted.
8. We have scrutinized and reviewed the remote e-voting 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 resolution 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 resolution.
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 resolution, conducted through e-voting system provided by KFintech, as under:

**a) Resolution 1 (as a Special Resolution)**

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

“**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 17th 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. 26th October, 2023 to 25th October, 2028 and approving remuneration for 3 (Three) years i.e. till 25th 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 1st July, 2024 till 31st December, 2025:

Particulars	Amount
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. 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: <ol style="list-style-type: none"> <li>a) Provident Fund: The Company shall contribute towards provident fund as per the rules of the Company.</li> <li>b) Gratuity: Gratuity payable shall be in accordance with the provisions of the payment of Gratuity Act</li> </ol>
Employee benefits	Insurance: Group medical insurance and group Personal accidental insurance along with all other employees. 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.”

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

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
*141	92062409	98.4201

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

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
*36	1477841	1.5799

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

No of Members voted	Number of votes cast by them
2	261

\* 1 shareholder, owning 10 shares, cast 5 votes in favour and 5 votes against.

Thanking you,

Yours faithfully,  
**For B S S & Associates**  
Company Secretaries

S. Srikanth.

**S. Srikanth**  
Partner  
CoP No.7999  
UDIN: A022119F004100292



Date: 14.03.2025  
Place: Hyderabad

Countersigned By:  
For **MOSCHIP TECHNOLOGIES LIMITED**

**CS Suresh Bachalakura**  
Company Secretary  
(Person authorised by Chairman)

Date: 14.03.2025  
Place: Hyderabad