



Date: 08th April, 2025

To The General Manager Department of Corporate Services BSE Ltd, P. J. Towers, Dalal Street, Mumbai – 400 001 Scrip code: 532407	To The Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Mumbai – 400 051 Scrip Symbol: MOSCHIP
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Dear Sir/Madam,

Sub: Disclosure under regulation 30 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Ref: Outcome of Board Meeting held on 08th April, 2025.

The Board of Directors in their meeting held on today i.e. 08th April, 2025, subject to such approvals as may be required, on the recommendation of the Audit Committee & Independent Directors, considered and approved the Scheme of Amalgamation of Softnautics Inc. ("Transferor Company-1") and Softnautics Private Limited ("Transferor Company-2") with Moschip Technologies Limited ("Transferee Company") and their respective Shareholders and Creditors ("Scheme") under the provisions of section 230 to 232 read with Section 234 and other applicable provisions of the Companies Act, 2013 read with relevant rules framed thereunder.

The Scheme is inter alia subject to the sanction of National Company Law Tribunal (NCLT), Hyderabad Bench and receipt of necessary approvals from shareholders / creditors, as may be directed by the NCLT and such other regulatory / statutory authorities, as may be required.

In terms of the Listing Regulations read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dt. November 11, 2024, we are furnishing herewith the details of the Scheme as Annexure – 1.

The Scheme as approved by the Board would be available on the website of the Company at <https://moschip.com/scheme-of-merger/> after submission of the same with the Stock Exchanges.

MosChip Technologies Limited

7th Floor, My Home Twitza, TSII Knowledge City, Hyderabad, Telangana - 500081, India
Tel: +91 40 6622 9292, Fax: +91 40 66229393, www.MosChip.Com, CIN: L31909TG1999PLC032184



The aforesaid meeting commenced at 09.40 a.m. and concluded at 10.55 a.m.

Kindly take the above information on your records.

Thanking you.

**Yours faithfully,
For MosChip Technologies Limited**

**CS Suresh Bachalakura
Company Secretary**

Disclosure as per SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dt. November 11, 2024

Particulars to be disclosed	Disclosure																								
a) Name of the entity (ies) forming part of the Amalgamation / Merger, details in brief such as, size, turnover, etc;	<p>1) Softnautics Inc. (“Transferor Company-1”) is a wholly owned subsidiary of the Transferee Company, was registered as a body corporate on 06th July, 2016 with Entity No. 3924375 and Employer Identification Number: 81-3297440 in California, United States of America with principal address at 4699, Old Ironsides Dr., Suite 278, Santa Clara, CA 95054. The name of the body corporate was changed from SOFTNAUTIC INC to SOFTNAUTICS INC., with effect from August 01, 2016. The Transferor Company-1 is a wholly owned subsidiary of the Transferee Company.</p> <p>2) Softnautics Private Limited (“Transferor Company-2”) was incorporated as a private limited Company on 02nd September, 2016 under the CIN: U72200GJ2016PTC093574, in accordance with the provisions of the Companies Act, 2013 and then after converted into an LLP on 25/01/2018 Viz., Softnautics LLP (“LLP”) under the LLPIN: AAL-8405. On 04th April, 2025 Softnautics LLP converted into private limited Company Viz. Softnautics Private Limited under the CIN: U62013TS2025FTC196543 and having its registered office at 07th Floor, My Home Twitza, Plot No.30/A, Sy. No.83/1, TSIIC Hyderabad Knowledge City, Raidurg, Panmaktha, Madhapur, Hyderabad, Shaikpet, Telangana, India, 500081. The Transferor Company-2 is an indirect wholly owned subsidiary of the Transferee Company.</p> <p>3) MosChip Technologies Limited (“Transferee Company”) is a Listed Public Limited Company incorporated on July 27, 1999 under the Companies Act, 1956 and having its registered office at 07th Floor, My Home Twitza, Plot No.30/A, Sy.No.83/1, TSIIC Hyderabad Knowledge City, Raidurg, Panmaktha, Madhapur, Hyderabad, Shaikpet, Telangana, India, 500081. The CIN of the Company is L31909TG1999PLC032184. The equity shares of the Transferee Company are listed on BSE Limited & National Stock Exchange of India Limited (Scrip ID: MOSCHIP, Security Code: 532407).</p> <p>4) Details of Total assets, Networth and Turnover of the Transferor Company and Transferee Company.</p> <table border="1"> <tr> <td colspan="2">Softnautics Inc (standalone as on Dec 31, 2024)</td></tr> <tr> <td>Total Assets</td><td>\$ 8,48,687</td></tr> <tr> <td>Networth</td><td>\$ 1,32,314</td></tr> <tr> <td>Turnover</td><td>\$ 2,044,302</td></tr> <tr> <td colspan="2">Softnautics Private Limited (standalone as on Dec 31, 2024)</td></tr> <tr> <td>Total Assets</td><td>₹ 1,064.17 Lakhs</td></tr> <tr> <td>Networth</td><td>₹ 31.06 Lakhs</td></tr> <tr> <td>Turnover</td><td>₹ 1 986.68 Lakhs</td></tr> <tr> <td colspan="2">MosChip Technologies Limited (standalone as on Dec 31, 2024)</td></tr> <tr> <td>Total Assets</td><td>₹ 49,741.53 Lakhs</td></tr> <tr> <td>Networth</td><td>₹ 31,451.91 Lakhs</td></tr> <tr> <td>Turnover</td><td>₹ 27,604.22 Lakhs</td></tr> </table>	Softnautics Inc (standalone as on Dec 31, 2024)		Total Assets	\$ 8,48,687	Networth	\$ 1,32,314	Turnover	\$ 2,044,302	Softnautics Private Limited (standalone as on Dec 31, 2024)		Total Assets	₹ 1,064.17 Lakhs	Networth	₹ 31.06 Lakhs	Turnover	₹ 1 986.68 Lakhs	MosChip Technologies Limited (standalone as on Dec 31, 2024)		Total Assets	₹ 49,741.53 Lakhs	Networth	₹ 31,451.91 Lakhs	Turnover	₹ 27,604.22 Lakhs
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b) Whether the transaction would fall within related party transaction? If yes,	The Transferor Companies are directly and indirectly wholly owned Subsidiaries of Transferee Company, which are related parties of the Company. According to the Ministry of Corporate Affairs' General Circular No. 30/2014 dated July 17, 2014,																								

<p>whether the same is done at “arm’s length”;</p>	<p>transactions resulting from compromises, arrangements, and amalgamations under the Companies Act, 2013, are exempt from Section 188 of the Act. Additionally, as per Regulation 23(5)(b) of the Listing Regulations, transactions between a holding company and its wholly-owned subsidiary (whose accounts are consolidated and presented to shareholders for approval) are exempt from certain provisions of Regulation 23, specifically sub-regulations (2), (3), and (4), which relate to approvals by the Audit Committee and shareholders.</p> <p>Further, compliance with the SEBI Master Circular No. SEBIAIO/CFDPOD-2m/CIR/2023/93 dated 20th June 2023 is not applicable for amalgamation of wholly owned subsidiaries with the parent company. Hence, no valuation report is required on such amalgamation since there is no change in shareholding and there is no requirement for issue of any additional shares. In view of the above, since the Transferor Companies are wholly owned subsidiaries of the Company, which are proposed to be amalgamated with the Transferee Company through a Scheme of Amalgamation, requirement of arm 's length criteria is not applicable.</p>
<p>c) Area of business of the entity(ies);</p>	<p>The Transferor Companies and the Transferee Company are engaged in the same line of business namely Semiconductor & Embedded design services.</p>
<p>d) Rationale for Amalgamation;</p>	<ol style="list-style-type: none"> 1) The Transferor Company-1 is direct wholly owned subsidiary Company of the Transferee Company and engaged in the similar nature of business and the Transferor Company-2 is indirect wholly owned subsidiary Company of the Transferee Company. In order to consolidate the similar nature of business at one place and effectively manage the Transferor Companies and Transferee Company as a single entity, which will provide several benefits including streamlined group structure by reducing the number of legal entities, reducing the multiplicity of legal and regulatory compliances, rationalizing costs, it is intended that the Transferor Companies be amalgamated with the Transferee Company. 2) The independent operations of the Transferor Companies and the Transferee Company leads to incurrence of significant costs and the amalgamation would enable economies of scale by attaining critical mass and achieving cost saving. The amalgamation will thus eliminate a multi-layered structure and reduce managerial overlaps, which are necessarily involved in running multiple entities and also prevent cost duplication that can erode financial efficiencies of holding structure and the resultant operations would be substantially cost-efficient. This Scheme would result in simplified corporate structure of the Transferee Company and its businesses, there by leading to more efficient utilization of capital and creation of a consolidated base for the future growth of the Transferee Company. 3) The amalgamation will contribute in furthering and fulfilling the objectives and business strategies of all the companies thereby accelerating growth, expansion and development of the respective businesses through the Transferee Company. The amalgamation will thus enable further expansion of the Transferee Company and provide a strong and focused base to undertake the business more advantageously. Further, this arrangement would bring concentrated management focus, integration, streamlining of the management structure, seamless implementation of policy changes and shall also help enhance the efficiency and control of the Transferor Companies and the Transferee Company. 4) The synergies created by the Scheme would increase operational efficiency and integrate business functions. 5) This Scheme provides for the amalgamation of the Transferor Companies with the Transferee Company and the consequent treatment of assets and liabilities of respective Companies in the manner provided for in the Scheme.

	<p>6) The proposed amalgamation will strengthen the ‘MosChip’ brand leading to a stronger market presence providing customers with a seamless experience, and removing any other brand perception / distinction in the customers mind, and provide greater integration and flexibility to the Transferee Company and strengthen its position in the industry, in terms of the asset base, revenues, product and service range.</p> <p>7) The other benefits of the proposed amalgamation include:</p> <ul style="list-style-type: none"> (a) Optimum and efficient utilization and rationalization of capital, resources, assets and facilities; (b) Enhancement of competitive strengths including financial resources; (c) Obtaining synergy benefits; (d) Better management and focus on growing the businesses. <p>8) In view of the above, it is considered desirable and expedient to amalgamate the Transferor Companies with the Transferee Company in accordance with this Scheme, pursuant to Sections 230 to 232 of the Companies Act, 2013 read with applicable Rules.</p>
e) In case of cash consideration – amount or otherwise Share Exchange ratio;	<p>Since the Transferor Companies are directly and indirectly wholly owned subsidiaries of the Transferee Company, no cash consideration is involved.</p> <p>Pursuant to this Scheme, no shares of the Transferee Company shall be allotted in respect of its holding in the Transferor Companies. Upon the Scheme becoming effective, the entire share capital of the Transferor Companies shall be cancelled and extinguished.</p>
f) Brief details of change in shareholding pattern (if any) of listed entity:	<p>Since the Transferor Companies are directly and indirectly wholly owned subsidiaries of the Transferee Company, no shares of the Transferee Company shall be allotted in respect of its holding in the Transferor Companies. There shall be no change in the shareholding pattern of the Transferee Company.</p>