



# B S S & ASSOCIATES

## COMPANY SECRETARIES

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

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### Scrutinizer's Report on Postal Ballot through remote e-voting

[Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Sections 108 & 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman,

**MOSCHIP TECHNOLOGIES LIMITED**

CIN: L31909TG1999PLC032184

Registered Office: 7th Floor, My Home Twitza, Plot No.30/A,

Sy.No.83/1, TSIIC, Hyderabad Knowledge City,

Raidurg, Panmaktha, Hyderabad, Rangareddi

Telangana, 500081 India

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 postal ballot through remote e-voting process in respect of business contained in the Postal Ballot Notice dated 17<sup>th</sup> December, 2025 (the "**Postal Ballot Notice**") issued by the Company to all its members, in a fair and transparent manner, pursuant to the provisions of Sections 108 & 110 of the Companies Act, 2013 and Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting on the resolutions contained in the Postal Ballot Notice of the members of the Company.

Our responsibility as Scrutinizer for the postal ballot through remote e-voting process for resolutions was restricted to make a Scrutinizer's Report of the votes cast 'In favour' or 'against' of the resolutions stated in the said Postal Ballot Notice based on the reports generated from the e-voting system provided by KFin Technologies Limited ("**KFintech**"), the agency engaged by the Company to provide voting through electronic means i.e. by e-voting.

In this connection, we submit hereunder the Scrutinizer's Report on the e-voting:

1. The Members of the Company as on "Cut-off" date i.e., Friday, December 12, 2025 were entitled to vote on the resolutions set out in the Postal Ballot Notice.
2. As per the MCA Circulars, after due examination, it has been decided to allow companies to transact items through postal ballot in accordance with the framework set out in the MCA Circulars.



3. KFintech, on December 18, 2025, transmitted the Postal Ballot Notice through email to the Members of the Company whose names appeared in the Register of Members/List of Beneficial Owners maintained by the Company / Depositories, as on December 12, 2025.
4. The remote e-voting period remained open from 9.00 a.m. (IST) on December 22, 2025 to 5.00 p.m. (IST) on January 20, 2026 (both days inclusive).
5. At the end of e-voting period on Tuesday, January 20, 2026 at 5:00 p.m. (IST), the e-voting portal of KFintech was disabled forthwith.
6. The votes cast through the e-voting process (remote e-voting) were unblocked on January 20, 2026.
7. Thereafter, the details containing, inter alia, list of Members who assented or dissented to/voted for or against the special resolutions that were put to vote, was generated from the e-voting website of KFintech i.e., <https://evoting.kfintech.com>.
8. A summary of the Postal Ballot through remote e-voting is as under:

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

**Appointment of Mr. Sandeep Himmatlal Shah (DIN:11273722) as an Independent Director of the Company.**

“**RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Sandeep Himmatlal Shah (DIN:11273722) who was appointed as an Additional Director in the category of Independent Director of the Company, with effect from 24th October, 2025 under section 149, 152 and 161(1) of the Act and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 24th October, 2025.

**FURTHER RESOLVED 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.”



Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Total Postal Ballots (Remote e-voting)	641	8,03,35,161	-
Less: Total number of votes Invalid/ abstained	13	2,030	-
Total Valid Postal Ballots (Remote e-voting)	628	8,03,33,131	100.00
Postal Ballots (Remote e-voting) Voted <b>in favour</b> of Resolution	*595	8,03,17,429	99.9841
Postal Ballots (Remote e-voting) Voted <b>against</b> the resolution	*36	12,791	0.0159

\* Seven (7) shareholders holding an aggregate of 3,623 equity shares exercised their voting rights in respect of only 712 equity shares.

\* Three (3) shareholders holding an aggregate of 222 equity shares exercised split votes, casting 111 votes in favour and 111 votes against the resolution.

**b) Resolution 2 (as a Special Resolution)**

**Appointment of Dr. Yellamanchali Sreenivas Rao (DIN:11219939) as an Independent Director of the Company**

“**RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors Dr. Yellamanchali Sreenivas Rao (DIN: 11219939) who was appointed as an Additional Director in the category of Independent Director of the Company, with effect from 24th October, 2025 under section 149, 152 and 161(1) of the Act and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 24th October, 2025.

**FURTHER RESOLVED 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.”



Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Total Postal Ballots (Remote e-voting)	641	8,03,35,161	-
Less: Total number of votes Invalid/ abstained	14	2,630	-
Total Valid Postal Ballots (Remote e-voting)	627	8,03,32,531	100.00
Postal Ballots (Remote e-voting) Voted <b>in favour</b> of Resolution	*595	8,03,20,552	99.9883
Postal Ballots (Remote e-voting) Voted <b>against</b> the resolution	*34	9,367	0.0117

\* Seven (7) shareholders holding an aggregate of 3,623 equity shares exercised their voting rights in respect of only 1011 equity shares.

\* Two (2) shareholders holding an aggregate of 210 equity shares exercised split votes, casting 105 votes in favour and 105 votes against the resolution

**c) Resolution 3 (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, 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 January, 2026 till 31st March, 2027:

Particulars	Amount
Term	15 months (w.e.f. 01-01-2026 to 31-03-2027).
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: a) Provident Fund: The Company shall contribute towards provident fund as per the rules of the Company. 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. 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 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.”

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Total Postal Ballots (Remote e-voting)	641	8,03,35,161	-
Less: Total number of votes Invalid/ abstained	22	2,637	-
Total Valid Postal Ballots (Remote e-voting)	619	8,03,32,524	100.00
Postal Ballots (Remote e-voting) Voted <b>in favour</b> of Resolution	*576	7,96,16,307	99.1115
Postal Ballots (Remote e-voting) Voted <b>against</b> the resolution	*46	7,13,705	0.8885

- \* Five (5) shareholders holding an aggregate of 2,523 equity shares exercised their voting rights in respect of only 11 equity shares.
- \* Three (3) shareholders holding an aggregate of 230 equity shares exercised split votes, casting 115 votes in favour and 115 votes against the resolution

Based on the above information, you may accordingly declare the result of the Postal Ballot through e-voting.

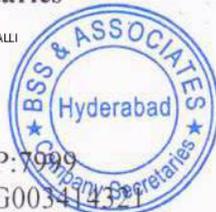
Thanking you,

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

SRIKANTH SOMEPALLI  
Digitally signed by  
SRIKANTH SOMEPALLI  
Date: 2026.01.21  
15:57:26 +0530

**S. Srikanth**  
Partner

M.No.22119, CoP: 7099  
UDIN: A022119G00341432  
Peer Review Cert No.6513/2025



Countersigned by  
**MosChip Technologies Limited**  
  
**CS Suresh Bachalakura**  
Company Secretary  
(Person Authorised by Chairperson)  
M. No. 39381

Date: 21.01.2026  
Place: Hyderabad

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Place: Hyderabad