

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING ("EGM") (01<sup>st</sup> OF 2023-2024) OF THE SHAREHOLDERS OF MOSCHIP TECHNOLOGIES LIMITED WILL BE HELD THROUGH VIDEO CONFERENCING ('VC') AND OTHER AUDIO VISUAL MEANS ('OAVM') ON WEDNESDAY, THE 26<sup>th</sup> APRIL, 2023 AT 10.00 A.M. (IST) TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

### **SPECIAL BUSINESS:**

#### **Item No. 1:**

**To consider and approve the issue of Equity Shares on preferential basis to the shareholders of Softnautics Inc.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 62 (1) (c), read with Section 42 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (the "**Listing Regulations**"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**"), the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended (the "**SAST Regulations**"), Foreign Exchange Management Act, 1999 ("FEMA") read with rules and regulations made thereunder and the applicable regulations made thereunder (including any statutory modifications, amendments thereto or re-enactment thereof ("FEMA Regulations") and subject to all other applicable laws, rules, regulations, circulars and guidelines and subject to such approvals, permissions, sanctions and consents as may be necessary or required from regulatory or other appropriate authority and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that maybe stipulated under such approvals, permissions, sanctions, and consents as the case may be) which may be accepted by the Board of Directors of the Company (herein referred to as "**Board**" which term shall include any duly constituted and authorized committee thereof to exercise its powers under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot, from time to time, in one or more tranches, on preferential basis **1,14,52,498 (One Crore Fourteen Lakhs Fifty Two Thousand Four Hundred and Ninety Eight)** fully paid-up equity shares of the Company, having face value of Rs. 2/- (Rupees Two only) each at price of Rs. 65.22 /- (Sixty Five Rupees and Twenty Two Paise only) per Equity Share (including a premium of Rs. 63.22/- (Sixty Three Rupees and Twenty Two Paise Only) per share (the "**Swap Shares**") aggregating to not exceeding Rs. 74,69,31,919.56 /- (Rupees Seventy Four Crores Sixty Nine Lakhs Thirty One Thousand Nine Hundred Nineteen and Fifty Six paise Only), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the "Floor Price"), to the Proposed Allottees, who are not a Promoter and who do not belong to

the Promoter Group of the Company, for consideration other than cash (i.e. Acquisition of 55.49 % shareholding of the Softnautics Inc ("Target Company") from the Proposed Allottees towards part payment of the total consideration payable as listed in the table below, on a preferential issue basis ("Preferential Allotment") on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.

**Proposed allotment details:**

Sl. No	Name of the Proposed Allottees	No of shares in Softnautics Inc offered for acquisition through Stock Consideration	No. of Swap shares proposed to be allotted for the Acquisition of Shares	Value in Rs. @ Rs. 65.22 /- per Swap Share Allotted
1.	Rajesh Navinchandra Shah	43,28,190	65,77,052	42,89,55,331
2.	Mansi Rajesh Shah	6,10,386	9,27,532	6,04,93,637
3.	Abhishek Rajesh Shah	6,10,386	9,27,532	6,04,93,637
4.	Sujata Amit Vashi	6,15,935	9,35,965	6,10,43,637
5.	Naveed Ahmed Sherwani	11,65,282	17,70,744	11,54,87,924
6.	Chirag Nitinkumar Dhruv	1,04,043	1,58,102	1,03,11,412
7.	Simon Westbrook	55,490	84,321	54,99,416
8.	Ganapathy Subramaniam	13,318	20,237	13,19,857
9.	Pravin Desale	13,318	20,237	13,19,857
10.	Abhijit Athavale	11,653	17,707	11,54,851
11.	Vamsi Krishna Rachapudi	5,826	8,853	5,77,393
12.	Dilip Gobind Lalwani	2,774	4,216	2,74,968
	<b>Total</b>	<b>75,36,601</b>	<b>1,14,52,498</b>	<b>74,69,31,920</b>

**RESOLVED FURTHER THAT** the Preferential Allotment shall *inter alia* be subject to the following:

- The Swap Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Swap Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions;
- The Swap Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on BSE Limited subject to receipt of necessary regulatory permissions and approvals as the case may be;
- The Swap Shares to be issued and allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- The "**Relevant Date**" for the offer, issue and allotment of the Swap Shares by way of a preferential issue, as per the SEBI ICDR Regulations, for the determination of minimum price

for the issue of Shares is 27<sup>th</sup> March, 2023, which is the date that is 30 (thirty) days prior to the date of EGM schedule to be held on 26<sup>th</sup> April, 2023, which is being conducted for the purpose of seeking the approval of members to the Preferential Allotment;

- v) The Swap Shares to be offered, issued and allotted shall be subject to lock-in and other provisions as provided under the SEBI ICDR Regulations;
- vi) The Swap Shares to be offered and issued to the Shareholders of the Target Company, are being issued for consideration other than cash, being the acquisition of Shares of the Target Company from the Proposed Allottees for non-cash consideration and the transfer of such Shares to the Company will constitute the full consideration for the Swap Shares to be issued by the Company to the Proposed Allottees pursuant to this resolution;
- vii) The Swap Shares to be offered, issued and allotted shall not exceed the number of Swap Shares as approved herein above; and
- viii) Without prejudice to the generality of the above, the issue of the Swap Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

**RESOLVED FURTHER THAT** subject to the provisions of the SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the offer, issue and allotment of Shares and vary, modify or alter any relevant terms and conditions, including size of the preferential issue to the Proposed Allottees, as it may deem expedient without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** the valuation report dated 28<sup>th</sup> March, 2023 prepared by Mr. Srivenkata Krishna Rao Nagam, IBBI Registered valuer, as per the provisions Regulation 166A of SEBI ICDR Regulations and of the Articles of Association, tabled at the meeting, be accepted and taken on record.

**RESOLVED FURTHER THAT** Mr. Jayaram Susarla, CFO and Mr. Suresh Bachalakura, Company Secretary be and are hereby severally authorized to settle any question, difficulty or doubt that may arise in connection with the said issue of afore said Swap Shares and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing, apply for in principle listing approval of the Equity Shares to be issued and allotted to the above mentioned allottees and to modify, accept and give effect to any modifications in the terms and conditions of the issue(s) as may be they deem fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors/ Key Managerial Personnel/ Officers of the Company.

**RESOLVED FURTHER THAT**, on declaration of results of the EGM and approval shareholders for this issue, Mr. Jayaram Susarla, CFO & Mr. Suresh Bachalakura, Company Secretary the Company be and is hereby severally authorized to sign and issue the Offer Letter for subscription of Swap Shares, in the format prescribed under Companies Act, 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and all other relevant documents to the specified person and maintain complete record of the private placement offer made in Form PAS-5.

**RESOLVED FURTHER THAT** the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** Mr. Suresh Bachalakura, Company Secretary, be and is hereby authorized to make requisite applications seeking necessary consents, permissions etc. and to deal with all Statutory/Regulatory/other Authorities."

**Item No. 2:**

**Revision in the terms of remuneration of Mr. Venkata Sudhakar Simhadri, 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 196, 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, approval of the members be and is hereby accorded to the revision in payment of remuneration of Mr. Venkata Sudhakar Simhadri (DIN:01883241), Managing Director & CEO of the Company on following terms & conditions effective from 1<sup>st</sup> April, 2022 till 30<sup>th</sup> June, 2023:

Particulars	Amount
Term	1 years 03 months (w.e.f. 01-04-2022 to 30-06-2023).
Fixed pay	Rs.2,40,00,000 (Rupees Two Crores Forty Lakhs only) per Annum. Fixed remuneration shall include basic salary and all other allowances.
Variable pay	An amount of Rs. 40 Lakhs per annum shall be payable on achieving a revenue target of Rs.150 Crores.
Commission	1% commission on additional sales achieved more than Rs.150 crores - maximum amount of commission payable shall not exceed Rs.40 Lakhs

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 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."

### Item No. 3:

#### **Reappointment of Mr. K. Pradeep Chandra (DIN 05345536) as an Independent Director of the Company for the second term of 05 years.**

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 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 Mr. K. Pradeep Chandra (DIN 05345536), who has submitted a declaration confirming that he 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 April 27, 2023 upto April 26, 2028, 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, Mr. K. Pradeep Chandra 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."

**Item No. 4:**

**Reappointment of Mr. Govinda Prasad Dasu (DIN 00160408) as an Independent Director of the Company for the second term of 05 years.**

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 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 Regulation 17(1A) of 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 Mr. Govinda Prasad Dasu (DIN 00160408), who has submitted a declaration confirming that he meets the criteria of independence as provided Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, who will be attaining the age of 75 years in June 2023 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 May 28, 2023 upto May 27, 2028, 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, Mr. Govinda Prasad Dasu 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."

**Item No. 5:**

**To approve the amendment to the Articles of Association 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** subject to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification or re-enactment thereof for the time being in force), and subject to such other approvals or consents as may be required under applicable law or from concerned Statutory Authority(ies), the Articles of Association of the Company be and is hereby amended by substituting the existing Article74(1)(vi) by the following new Article74(1)(vi):

***"To any persons, by way of passing a Special Resolution to that effect, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, subject to and in accordance with the Act and the Rules."***

**RESOLVED FURTHER THAT** the Company Secretary and the Board of Directors of the Company be and is hereby severally authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment."

**By Order of the Board of Directors**

**Hyderabad  
28<sup>th</sup> March, 2023**

**CS Suresh Bachalakura  
Company Secretary**

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

## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the businesses 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://www.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 Sunday, 23<sup>rd</sup> April, 2023 at 9:00 A.M. and ends on Tuesday, 25<sup>th</sup> April, 2023 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, April 14, 2023.**
- 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:**

**i) 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> </ol>

	<ol style="list-style-type: none"> <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/login">https://web.cdslindia.com/myeasi/home/login</a> or 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 <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> <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> </ol> </li> </ol>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> <li>I. You can also login using the login credentials of your demat account</li> <li>II. through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>III. 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> </ol>

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

<b>Securities held with CDSL</b>	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
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**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) 7220, 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/client services/mobile reg/mobile email reg.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 Thursday, April 20, 2023, 09:00 a.m. till Sunday, April 23, 2023, 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 Thursday, April 20, 2023, 09:00 a.m. till Sunday, April 23, 2023, 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 Thursday, April 20, 2023, 09:00 a.m. till Sunday, April 23, 2023, 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, April 14, 2023, 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, March 24, 2023. 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, 2, 3, 4 & 5 of the accompanying EGM Notice dated: 28<sup>th</sup> March, 2023 convening the EGM of the Company scheduled for 26<sup>th</sup> April, 2023.]*

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

#### **Material facts relating to the Preferential Issue to the Shareholders of Softnautics, Inc, USA.**

Your company is engaged in semiconductor and System design services with experience in markets, such as aerospace and defense, consumer electronics, networking and telecommunications, mobile communications, and Internet-of-Things (IoT). In order to accelerate the company's growth plans to expand the canvass of skillset and business geography, it has proposed the acquisition of Softnautics Inc, California, USA ("Target Company"). The Target Company, a 7 years old company is focused on Product engineering solution in VLSI, FPGA and embedded. The acquisition of the Target Company brings highly complementary set of engineering skills, customers, markets & world-class talent along with leadership. The Target Company has established strong customer relationships with top-tier companies across North America and will add 185+ employees to current MosChip talent pool across various domains. This acquisition will also expand MosChip geographical presence with office in Hyderabad, Bangalore, Pune, and Ahmadabad besides further augmenting presence in North America, which will result in broader access to talent pool.

The Target Company has a wholly owned subsidiary in India named Softnautics LLP (the "LLP") engaged in same line of business of the Target Company. The LLP has offices in India located in Pune and Ahmedabad. After this acquisition of the Target Company, the LLP will become step down subsidiary to your Company. The Target Company or its Founder or other Shareholders are not related parties to the Directors of your Company.

The Board has proposed the acquisition of the entire share capital of the Target Company in cash and stock consideration as follows:

- a) Cash consideration of US \$ 7.285 Million (Acquiring 60,45,399 shares from the Shareholders of the Target Company ("**Proposed Allottees**").
- b) By issue of 1,14,52,498 equity shares (Swap Shares) of face value of Rs.2/- (Rupees Two only) each at price of Rs. 65.22 /- (Sixty Five Rupees and Twenty Two Paise only) including a premium of Rs. 63.22/- (Sixty Three Rupees and Twenty Two Paise Only) per share aggregating to US \$ 9.082 Million of your Company to the Proposed Allottees for Acquiring 75,36,601 shares of the Target Company.



The Board has approved the Share Purchase Agreement to be entered into in this behalf for acquisition of the entire share capital of the Target Company from its Shareholders. The details of the Shareholders of the Target Company and the equity shares being issued to each such Shareholder is detailed elsewhere in this Statement.

The acquisition of the entire Share capital of the Target Company is subject to conditions precedent as agreed with various Shareholders, and upon completion, would result the Target Company becoming a wholly owned subsidiary of the Company on a going concern basis together with the IPs, employees, customers, and trade partners.

The Company hopes to complete the acquisition of the Target Company immediately upon receipt of approval of the shareholders of the Company in terms of Item No. 1 and subject to the completion of the conditions precedent in terms of the Share Purchase Agreement that are entered into in relation to the acquisition of the Target Company.

In terms of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI ICDR Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations'), the listing agreement entered into by the Company with BSE Limited ('Stock Exchange') on which the Equity Shares having face value of Rupees 02.00 each of the Company ('Equity Shares') are listed, the Board of Directors of the Company, in their meeting held on March 28, 2023, subject to approval of shareholders of the Company by way of special resolution, approved the issue of up to **1,14,52,498 (One Crore Fourteen Lakhs Fifty Two Thousand Four Hundred and Ninety Eight)** fully paid-up equity shares of the Company, having face value of Rs. 2/- (Rupees Two only) each at price of Rs. 65.22 /- (Sixty Five Rupees and Twenty Two Paise only) per Equity Share (including a premium of Rs. 63.22/- (Sixty Three Rupees and Twenty Two Paise Only) per share (the "**Swap Shares**") to the shareholders of Softnautics, INC , as set out in the table below on Preferential basis, and that the Swap Shares are proposed to be issued as part consideration for purchase of the entire share capital of the Target Company from its Shareholders.

It may be noted that:

1. All equity shares of the Company are already fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
2. All equity shares of the Company held by the Proposed Allotees, if any, are in dematerialized form;
3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
4. The Company has obtained the Permanent Account Number of the Proposed Allotees.
5. The Proposed Allotees have represented and declared to the Company that they have not sold or transferred any equity Shares of the Company during the 90 trading days preceding the Relevant Date.

6. None of the Promoters and Directors of the Company are fugitive economic offender;
7. The Company does not have any outstanding dues to the Board, the Stock Exchange or the Depositories.
8. The Company will make the application for in-principle approval to the Stock Exchange, where its equity shares are listed, on the same day when the notice has been sent in respect of the Extra-ordinary General Meeting seeking shareholders' approval by way of Special Resolution.

In terms of Section 102 of the Companies Act, 2013 ("Act"), this Explanatory Statement sets out all the material facts in respect of afore mentioned business. As required under Section 23, 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163(1) of the Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), necessary information or details in respect of the proposed Preferential Issue of Equity Shares are as under:

**A. Particulars of the offer including date of passing of Board resolution:**

To create, issue, offer and allot up to **1,14,52,498** Equity Shares (One Crore Fourteen Lakhs Fifty Two Thousand Four Hundred and Ninety Eight only) of Rs.2/- (Rupees Two only) each, on a preferential basis, to the Proposed Allottees at an issue price of **Rs.65.22/-** (Sixty Five Rupees Twenty Two paisa only) including premium of **Rs.63.22/-** (Sixty Three Rupees Twenty Two paisa only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard.

The Board of Directors has approved aforementioned Preferential Issue in their meeting held on March 28, 2023.

**B. The Objects of the Issue:**

The object of issuing Equity Shares to the Shareholders of the Target Company as a part consideration to facilitate the acquisition of whole business and management control of Softnautics INC, USA by the Company from its current Shareholders. It is therefore proposed to issue and allot to the Shareholders of the Target Company, on a preferential basis, an aggregate of upto **1,14,52,498** Equity Shares of the face value of Rs.2/- each, as stock consideration for the acquisition.

**C. Number of securities, kind of securities offered and the price at which security is being offered:**

To create, issue, offer and allot up to **1,14,52,498** Equity Shares (One Crore Fourteen Lakhs Fifty Two Thousand Four Hundred and Ninety Eight only) of Rs.2/- (Rupees Two only) each, on a preferential basis, to the Proposed Allottees at an issue price of **Rs. 65.22 /-** ( Sixty Five Rupees Twenty Two paisa only) including premium of **Rs. 63.22/-** (Sixty Three Rupees Twenty Two paisa only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard.

**D. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made & Pricing of the preferential issue:**

The Company is listed on BSE Limited, and the Equity Shares of the Company are frequently traded in accordance with Regulation 164 of the SEBI ICDR Regulations. Further, in terms of Regulation 166A of SEBI ICDR Regulations where the said preferential issue, will result in allotment of more than five per cent of the post issue capital on a fully diluted basis, to allottees acting in concert, the same shall require a valuation report from an independent registered valuer for determining the price.

The price of the Equity Shares to be allotted has to be determined in accordance with Regulation 164(1) of the SEBI ICDR Regulation. In terms of Regulation 164(1) of SEBI ICDR Regulations, the price at which equity shares are proposed to be allotted cannot be less than higher of the following:

- (a) The 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- (b) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date; or
- (c) any price determined by an independent registered valuer, as required required under Regulation 166A of SEBI ICDR Regulations and by Article 74(1)(vi) of the Articles of Association of the Company.

The issue price has been determined on the basis of:

(a) a Valuation Report dated 28<sup>th</sup> March, 2023, issued by Mr. Srivenkata Krishna Rao Nagam, Independent IBBI Registered Valuer having office at Flat No. 308, 1-1-780/1&2, Sumanjali Apartment Lane, Adj SBI Gandhi Nagar, Hyderabad. The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link: <https://moschip.com/agm-egm-postal-ballot-voting-results/>; and

(b) pricing certificate dated March 28, 2023 from M/s. B S S & Associates, practicing company secretaries, Hyderabad, certifying compliance with the floor price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI ICDR Regulations.

The issue Price of Rs. 65.22/- (Sixty Five Rupees and Twenty Two Paise only) is determined as per the pricing formula prescribed under SEBI ICDR Regulations for the Preferential Issue of Equity Shares

**E. The price or price band at/within which the allotment is proposed:**

The price per Equity Share to be issued is fixed at Rs. 65.22/- (Sixty Five Rupees and Twenty Two Paise only) which consists of Rs.2/- (Rupees Two only) as Face Value and Rs. 63.22/- (Sixty Three Rupees Twenty Two paise only) as premium per Equity Share. Kindly refer to the above mentioned point no. D for the basis of determination of the price.

**F. Amount which the Company intends to raise by way of such securities:**

Not applicable. The issue of Swap Shares is for non-cash consideration.

**G. Relevant Date with reference to which the price has been arrived at:**

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for Equity Shares to be issued is Monday, March 27, 2023 being the date 30 days prior to the date of Extra-ordinary General Meeting.

**H. The pre issue and post issue shareholding pattern of the Company:**

The pre issue shareholding pattern of the Company as on March 24, 2023 and the post-issue shareholding pattern (considering full allotment of shares issued on preferential basis) is mentioned at the end as “Annexure – A”.

**I. The class or classes of persons to whom the allotment is proposed to be made:**

The Company is offering existing class of Equity Shares of face value Rs.2/- each to subscribe through preferential allotment to public shareholders of the Company.

**J. Proposal/Intention of Promoters, Directors or Key Managerial Personnel to subscribe the offer:**

The Equity Shares shall be offered to the Proposed Allottees only. None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Issue.

**K. The proposed time within which the allotment shall be completed:**

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of the Equity Shares on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the Members for issue and allotment of the Equity Shares, provided that where the issue and allotment of the shares is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

**L. The identity of the Natural Persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee:**

Not applicable, since the all the Proposed Allottees are individuals only.

**M. The names of the Proposed Allottee and the percentage of post preferential offer capital that may be held by them:**

S. No.	Name of the proposed allottee	Category	Pre-preferential holding		Post preferential Holding	
			No of Equity shares	%	No of Equity shares	%
1	Rajesh Navinchandra Shah	Public shareholder	Nil	Nil	65,77,052	3.69
2	Mansi Rajesh Shah	Public shareholder	Nil	Nil	9,27,532	0.52
3	Abhishek Rajesh Shah	Public shareholder	Nil	Nil	9,27,532	0.52
4	Sujata Amit Vashi	Public shareholder	Nil	Nil	9,35,965	0.53
5	Naveed Ahmed Sherwani	Public shareholder	Nil	Nil	17,70,744	0.99
6	Chirag Nitin Kumar Dhruv	Public shareholder	Nil	Nil	1,58,102	0.09
7	Simon Westbrook	Public shareholder	Nil	Nil	84,321	0.05
8	Ganapathy Subramaniam	Public shareholder	Nil	Nil	20,237	0.01
9	Pravin Desale	Public shareholder	Nil	Nil	20,237	0.01
10	Abhijit Athavale	Public shareholder	Nil	Nil	17,707	0.01
11	Vamsi Krishna Rachapudi	Public shareholder	Nil	Nil	8,853	0.00
12	Dilip Gobind Lalwani	Public shareholder	Nil	Nil	4,216	0.00
	<b>Total</b>		<b>Nil</b>	<b>Nil</b>	<b>1,14,52,498</b>	<b>6.43</b>

**N. The change in control, if any, in the Company that would occur consequent to the preferential offer:**

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

**O. The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:**

The Current and proposed status of the Proposed Allottees post the preferential issue is "Non-promoter".

**P. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

The Company has made allotment through preferential basis for cash to following persons during the Financial Year 2022-23:

S. No	Name of the Allottee	Number of equity shares allotted	Allotment price in Rs.	Allotment date
01	Mayuka Holdings Private Limited	31,12,203	61.05	19 <sup>th</sup> October, 2022
02	Smilax Corporate Services LLP	18,01,801	61.05	20 <sup>th</sup> October, 2022

**Q. Principle terms of assets charged as securities:**

Not Applicable

**R. Valuation and justification for the allotment proposed to be made for consideration other than cash:**

Softnautics, INC is recommended for 100% acquisition by issuance of 1,14,52,498 Equity Shares of your Company and \$ 7.285 Million in cash consideration to the Shareholders of the said Softnautics, Inc on the basis of an Independent Valuation of the Softnautics, Inc on a going concern basis by Omnifin Valuation Services (OPC) Pvt Ltd, Independent Registered Valuer by its valuation report dated 27<sup>th</sup> March, 2023.

As it is proposed to issue equity shares of the Company on a preferential basis, it is required to be approved by the shareholders by way of a special resolution pursuant to the provisions of Section 62 of the Companies Act, 2013, rules there under and Chapter V of the SEBI ICDR Regulations. The directors recommend the resolutions in Item No. 1 for approval and adoption.

**S. Certificate of Practicing Company Secretary:**

The Company has obtained the Certificate from M/s. B S S & Associates, Company Secretaries, Hyderabad, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations. A copy of said Certificate has been hosted on the website of the Company and is accessible at link <https://moschip.com/agm-egm-postal-ballot-voting-results/>.

**T. Report of a registered valuer:**

The value of shares of Softnautics, Inc has been determined by valuation report issued by Omnifin Valuation Services (OPC) Pvt Ltd, Independent Registered valuer. A copy of said Certificate has been hosted on the website of the Company and is accessible at link <https://moschip.com/agm-egm-postal-ballot-voting-results/>.

The value of Equity shares (Swap shares) issued on preferential basis is determined by pricing certificate dated March 28, 2023 from M/s. B S S & Associates, Practicing Company Secretaries, Hyderabad, certifying compliance with the floor price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI ICDR Regulations. A copy of said Certificate has been hosted on the website of the Company and is accessible at link [www.moschip.com](http://www.moschip.com).

**U. Lock in Period:**

The Equity Shares to be allotted shall be subject to 'lock-in' as per Chapter V of the SEBI ICDR Regulations. Further, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 Trading days from the date of trading approval.

**U. Undertaking regarding re-computation of price:**

The Company undertakes to re-compute the price of the Equity Shares in terms of provision of SEBI ICDR Regulations, where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.

**V. Listing:**

The Company will make an application to BSE Limited at which the existing equity shares of the Company are listed, for listing of the Equity Shares allotted under this Preferential Issue. All the Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

**W. Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a willful defaulter or fugitive economic offender or fraudulent borrower:**

The Company, its Promoters and its Directors have not been declared as willful defaulters or a fraudulent borrower or fugitive economic offender as defined under SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.

Pursuant to Section 62(1)(c) of the Companies Act, 2013, further equity shares may be issued to persons other than the existing members of the Company as specified in Section 62(1)(a) of the Companies Act, 2013, provided that the members of the Company approve the issue of such equity shares by means of a special resolution. In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after the approval of its shareholders by way of a special resolution. Further in terms of Regulation 160(b) of SEBI ICDR Regulations, a special resolution needs to be passed by shareholders of a listed company prior to issue of specified securities on preferential basis.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI ICDR Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the equity shares on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

None of the Directors and/or Key Managerial Personnel of the Company and/ or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board accordingly recommends the resolution set forth at Item no. 1 for approval of the members as a Special Resolution.

**Item No. 2:**

Mr. Venkata Sudhakar Simhadri was appointed as Managing Director w.e.f. 26<sup>th</sup> October, 2018 for a period of 05 years. Considering the contribution of Mr. Venkata Sudhakar Simhadri 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 25<sup>th</sup> January, 2023 approved the revision in remuneration of Mr. Venkata Sudhakar Simhadri for the period effective from 01<sup>st</sup> April, 2022 to 30<sup>th</sup> June, 2023 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. Venkata Sudhakar Simhadri 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 Services and IoT	
	(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
				2021-22      2020-21
			Total revenue	15277.79      10692.09

		Total expenses	14631.87	11600.95
		Profit /Loss before tax	645.92	(908.86)
		Profit / Loss after tax	645.30	(915.09)
	(5)	Foreign investments or collaborators, if any	<p>As per the shareholding pattern as on December31, 2022:</p> <p>i. 1,02,06,402 Equity Shares representing 6.14 % was held by Foreign Nationals &amp; NRIs.</p> <p>iii. 24,85,054 Equity Shares representing 1.50 % was held by overseas corporate bodies.</p> <p>The Company has not entered into any foreign collaboration.</p>	

II	<b>Information about the appointee</b>		
	(1)	Background details	Mr. Venkata Sudhakar Simhadri is a serial entrepreneur and proven executive in the semiconductor industry. He is the Founder, President & CEO of Gigacom Semiconductor LLC & Founder / Director of Gigacom India (where Gigacom Semiconductor LLC was merged with MosChip Technologies, USA and Gigacom India was merged with the Company) and the driving force behind establishing IP licensing and design services business with leading semiconductor companies. Earlier to Gigacom, Mr. Venkata Sudhakar Simhadri was the Founder, President & CEO of Time-to-Market (TTM) from 1998 till its acquisition by Cyient in 2008 and was its head of Hi-tech Business Unit till 2012. Mr. Venkata Sudhakar Simhadri has 34years of experience, primarily working in the USA and India region. He did his B.E. from Andhra University and MS from New Jersey Institute of Technology (NJIT).
	(2)	Past remuneration	The Past Remuneration as Managing Director of the Company is Rs.240 lakhs 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> April, 2022 to 30<sup>th</sup> June, 2023.</p> <p><b>b. <u>Remuneration</u></b></p> <p>i) Fixed Salary: Annual salary of Rs.2,40,00,000/- (Rupees Two crores Forty Lakhs only) by way of Salary, Dearness Allowance and any other allowances and perquisites with annual or mid-term increments as approved by the Board/Committee of the Board.</p> <p>ii) Variable Pay: Shall be paid Annual Variable pay of Rs. 40,00,000 /- subject to achieving a revenue target of Rs 150 Crores per annum.</p> <p><b>c. <u>Sales Commission</u></b></p> <p>1% commission on additional sales achieved more than Rs 150 crores. Maximum amount of commission payable shall not exceed Rs 40 Lakhs.</p> <p><b>d. <u>Employment benefits:</u></b></p> <p>During the term of his employment, Mr. Venkata Sudhakar Simhadri 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. Venkata Sudhakar Simhadri 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	Mr. Venkata Sudhakar Simhadri 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

		managerial personnel, if any	a professional capacity. There is no relationship with other managerial personnel in the Company.
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III Other Information			
	(1)	Reasons for loss or inadequate profits	The Company has invested considerable amounts in new business areas. In view of the gestation period involved in these initiatives, the Company doesn't get adequate profits.
	(2)	Steps taken or proposed to be taken for improvement	The benefits of these investments will be seen in the coming years. Company is focusing on mixed signal intellectual property and full suite of design services that include physical design & Analog layout. In addition, Company has consolidated its hardware and firmware design services into product engineering services. The Company also plans to expand its operation in Multiple geographies including USA.
	(3)	Expected increase in productivity and profits	The Company is working to increase the revenue with emphasis on increasing IP portfolio and focusing on IP enabled services.

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.

Except Mr. Venkata Sudhakar Simhadri, 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 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 of Directors recommend passing of the Special Resolution set out in Item No. 02 of the Notice for the approval of the shareholders.

### Item No. 3:

Mr. K. Pradeep Chandra was appointed as an Independent Director at the 19<sup>th</sup> Annual General Meeting held on September 29, 2018, for a period of 5 years with effect from April 27, 2018, till April 26, 2023, and he is eligible for reappointment for the second term of 05 years that is from April 27, 2023, till April 26, 2028.

The Company has received a notice in writing pursuant to Section 160 of the Act, from a Member signifying his intention to propose the candidature of Mr. K. Pradeep Chandra as an Independent Director, to be re-appointed under the provisions of Section 149(10) of the Act.

The Nomination and Remuneration Committee, on the basis of the report of performance evaluation of Independent Directors has recommended re-appointment of Mr. K. Pradeep Chandra as an Independent Director for a second term of 05 consecutive years on the Board of the Company.

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on March 28, 2023, recommended the reappointment of Mr. K. Pradeep Chandra, for the term of second term of five (05) years i.e. April 27, 2023, till April 26, 2028.

The profile and specific areas of expertise of Mr. K. Pradeep Chandra are provided as Annexure to this Notice.

Mr. K. Pradeep Chandra has given his declaration to the Board that he continues to meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ('the Act') and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent for such reappointment. In the opinion of the Board, Mr. K. Pradeep Chandra is a person of integrity, possesses the relevant expertise/ experience, and fulfils the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and he is independent of the management. In terms of Regulation 25(8) of Listing Regulations, Mr. K. Pradeep Chandra has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Given his experience, the Board considers it desirable and in the interest of the Company to continue Mr. K. Pradeep Chandra on the Board of the Company and accordingly the Board recommends the re-appointment of Mr. K. Pradeep Chandra as an Independent Director for a second term of 05 years, as proposed in the Resolution no. 3 for approval by the Members as a Special Resolution.

Except for K. Pradeep Chandra and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

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

The terms and condition of appointment of the Independent Directors are uploaded on the website of the Company <https://www.moschip.com> and is available for inspection.

**Item No. 4:**

Mr. Govinda Prasad Dasu was appointed as an Independent Director at the 19<sup>th</sup> Annual General Meeting held on September 29, 2018, for a period of 5 years with effect from May 28, 2018, till May 27, 2023, and he is eligible for reappointment for the second term of 05 years that is from May 28, 2023 till May 27, 2028.

The Company has received a notice in writing pursuant to Section 160 of the Act, from a Member signifying his intention to propose the candidature of Mr. Govinda Prasad Dasu as an Independent Director, to be re-appointed under the provisions of Section 149(10) of the Act.

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on March 28, 2023, recommended the reappointment of Mr. Govinda Prasad Dasu, for the term of second term of five (05) years i.e. May 28, 2023 till May 27, 2028 and to continue as an Independent Director consequent to him attaining the age of 75 years in June, 2023.

The profile and specific areas of expertise of Mr. Govinda Prasad Dasu are provided as Annexure to this Notice.

Mr. Govinda Prasad Dasu has given his declaration to the Board that he continues to meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ('the Act') and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent for such reappointment. In the opinion of the Board, Mr. Govinda Prasad Dasu is a person of integrity, possesses the relevant expertise/ experience, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and he is independent of the management. In terms of Regulation 25(8) of Listing Regulations, Mr. Govinda Prasad Dasu has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Given his experience, the Board considers it desirable and in the interest of the Company to continue Mr. Govinda Prasad Dasu on the Board of the Company and accordingly the Board recommends the re-appointment of Mr. Govinda Prasad Dasu as an Independent Director for a second term of 05 years, as proposed in the Resolution no. 4 for approval by the Members as a Special Resolution.

Except for Mr. Govinda Prasad Dasu and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

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

The terms and condition of appointment of the Independent Directors are uploaded on the website of the Company <https://moschip.com/policies-documents/> and is available for inspection.

**Item No. 5:**

The Board by way of Resolution passed in its meeting held on March 28, 2023 accorded its approval to the below amendment in Article 74 of the Articles of Association of the Company

Article 74(1)(vi) of the Articles of Association of the Company will be amended by replacing the following;

*"To any persons, by way of passing a Special Resolution to that effect, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, subject to and in accordance with the Act and the Rules."*

Pursuant to Section 14 and other applicable provisions, if any, of the Act, approval of the shareholders of the Company is required to do amendment to the Articles of Association.

The Board recommends adoption of the resolution set out in Resolution No. 5 of the accompanying Notice as a Special Resolution.

Copy of Articles of Association of the Company with the proposed amendment is available for inspection by the Members of the Company. They may follow the process for inspection of document as mentioned in 'Notes' section forming part of this Notice.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested in the above resolution.

**By Order of the Board of Directors**

**Place: Hyderabad**

**Date: 28<sup>th</sup> March, 2023**

**Registered office address:**

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

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

## Annexure– A

Particulars	Pre-Issue Equity Shareholding		Post-Issue Equity Shareholding	
Category	No. of shares	%	No. of shares	%
(A) Shareholding of Promoter & Promoter Group				
1.Indian				
Individuals/Hindu Undivided Family (Including Persons Acting in concert)	67,80,262	4.07	67,80,262	4.08
Body Corporate	8,48,39,942	50.93	8,48,39,942	51.07
Sub- Total (A) (1)	9,16,20,204	55.01	9,16,20,204	55.15
2.Foreign				
Individuals (NRI's/Foreign individuals) (Including Persons Acting in Concert)	-	-	-	-
Foreign Body Corporate	-	-	-	-
Sub- Total (A) (2)	-	-	-	-
<b>Total Shareholding of Promoter &amp; Promoter Group(A)=(A)(1) + (A) (2)</b>	<b>9,16,20,204</b>	<b>55.01</b>	<b>9,16,20,204</b>	<b>55.15</b>
(B) Public Share Holdings				
1.Institutions				
Mutual Funds	-	-	-	-
Venture Capital Funds	-	-	-	-
Foreign Venture Capital Investors	-	-	-	-
Foreign Portfolio Investors	-	-	-	-
Insurance Companies	-	-	-	-
Any Other	-	-	-	-
Sub- Total (B) (1)	-	0	-	0
2.Non-Institutions				
Foreign Nationals	71,30,850	4.28	1,85,63,111	10.43
Foreign Corporate Bodies	24,85,054	1.49	24,85,054	1.40
Individuals				
Individuals- Shareholders holding nominal share capital up to Rs. 2 Lakh	3,59,27,369	21.57	3,59,47,606	20.19
Shareholders holding nominal share capital in excess of Rs. 2 Lakh	1,79,88,358	10.80	1,72,81,690	10.10
Any Other (specify)-NRI	30,53,981	1.83	30,53,981	1.72
Clearing Member	10,324	0.01	10,324	0.01
Bodies Corporate	67,09,561	4.03	67,09,561	3.77
HUF	14,43,618	0.87	14,43,618	0.81
Sub- Total (B) (2)	7,47,49,115	44.88	8,62,01,613	48.42
<b>(B). Total Public Shareholding (B)=(B)(1) + (B) (2)</b>	<b>7,47,49,115</b>	<b>44.88</b>	<b>8,62,01,613</b>	<b>48.42</b>
(C) Non Promoter - Non Public				
Shares held by Custodian for GDRs & ADRs	-	-	-	-
Employee Benefit Trust	1,97,470	0.12	1,97,470	0.11
<b>GRAND TOTAL (A+B+C)</b>	<b>16,65,66,789</b>	<b>100.00</b>	<b>17,80,19,287</b>	<b>100.00</b>

Note: 1) Pre & Post shareholding pattern is calculated based on shareholding as on 24<sup>th</sup> March, 2023.

2) Pre & Post shareholding pattern includes 2,50,706 equity shares allotted to employees as on 24<sup>th</sup> March, 2023 pursuant to exercise of ESOP.

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

Particulars	Mr. K. Pradeep Chandra	Mr. Govinda Prasad Dasu	Mr. Venkata Sudhakar Simhadri
DIN	05345536	00160408	01883241
Date of Birth & Age	15 <sup>th</sup> December, 1956 67 years	30 <sup>th</sup> June, 1948 74 years	21/07/1963 60 years
Date of First Appointment	27/04/2018	28/05/2018	26/10/2018
Designation/category of the Director	Non-Executive Independent Director	Non-Executive Independent Director	Managing Director
Qualifications	Master's degree in management & Finance and PhD in Public Administration, Ethics and Citizen Participation in Governance.	Qualified Chartered Accountant from ICAI	BE, MS
Expertise in specific functional areas	Management, Finance, Public Administration, Governance	Trade finance, international finance, merchant banking, corporate strategies, mergers, and acquisitions,	Experience in Design, Manufacturing and Marketing of Various Integrated Chips (ICs), Semiconductor and Systems
Experience (in years)	41 years	45 years	34 years
Remuneration last drawn	Rs. 30,000 per meeting. Sitting fees for attending meeting of Board of Directors and Committees.	Rs. 30,000 per meeting. Sitting fees for attending meeting of Board of Directors and Committees.	Rs.240 lakhs per annum.
Remuneration sought to be paid	Payment of sitting fees for attending meeting of Board of Directors and Committees thereof.	Payment of sitting fees for attending meeting of Board of Directors and Committees thereof.	As set out in the resolution number 02 of this EGM notice.
Terms and conditions of appointment or re-appointment	The terms and condition of appointment of the Independent Directors are uploaded on the website of the Company <a href="https://www.moschip.com">https://www.moschip.com</a> and is available for inspection.	The terms and condition of appointment of the Independent Directors are uploaded on the website of the Company <a href="https://www.moschip.com">https://www.moschip.com</a> and is available for inspection.	As approved by the Shareholders through Postal Ballot dated 15.01.2019 and as set out in the resolution number 02 of this EGM notice.
Directorships held in other public companies (excluding foreign Companies and Section 8 companies) Names of listed Companies, if any.	01 Orient Electric Limited	03 Gokak Textiles Limited Natco Pharma Limited Suven Pharmaceuticals Limited	01

Member of the Committees of other Companies on which he/she is a Member	04	02	0
Chairmanship of the Committees of other Companies.	01	03	0
Names of listed entities from which the person has resigned in the past three years	Nil	Nil	Nil
Number of equity shares held in the Company	Nil	Nil	66,52,376
No of Board Meetings attended during the last year	04	04	04
Disclosure of Inter-se relationship between Directors and KMP's.	No inter-se relationship between Directors and KMP's	No inter-se relationship between Directors and KMP's	No inter-se relationship between Directors and KMP's
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	He is having rich expertise and skills in management, finance, public administration, and governance. The Company believes that his skills, knowledge, and experience on the Board will complement the effective functioning of the Company.	He is having rich expertise and skills in trade finance, international finance, merchant banking, corporate strategies, mergers and acquisitions. The Company believes that his skills, knowledge, and experience on the Board will complement the effective functioning of the Company.	Not Applicable

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