



MOSCHIP TECHNOLOGIES LIMITED

Regd. Office: 7th Floor, My Home Twitza, TSIIIC Hyderabad Knowledge City, Hyderabad,
Telangana – 500081, India. CIN: L31909TG1999PLC032184
Email: investorrelations@moschip.com; www.moschip.com

POSTAL BALLOT NOTICE

(Pursuant to Sections 108, 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs)

To,
The Members of MosChip Technologies Limited

NOTICE is hereby given pursuant to the provisions of sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 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, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), read with MCA General Circular Nos. 14 & 17/2020 dated 8th April 2020 and 13th April 2020 respectively and MCA General Circular No.03/2025 dated 22nd September 2025 ("MCA Circulars") and subject to other applicable laws, rules and regulations, that the Special Resolutions appended below are proposed to be passed by the Members by voting only through electronic means ("remote E-Voting").

The Explanatory Statement pursuant to sections 102 and 110 of the Act pertaining to the Special Business Items setting out the material facts concerning the same, the reasons thereof and additional information as required under the Listing Regulations are annexed to this Postal Ballot Notice.

Members are requested to peruse the proposed Resolutions along with Explanatory Statement and thereafter record their assent or dissent by means of remote E-Voting facility provided by the Company not later than 5:00 p.m. IST on Tuesday, 20th January 2026. Members are requested to carefully read the instructions in the Notes under the section "Voting through remote E-Voting" for the process and manner in which remote E-Voting is to be carried out.

SPECIAL BUSINESS

ITEM NO: 1

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

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“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.”

ITEM NO: 2

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

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“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.”

Item No. 3:

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

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

“**RESOLVED THAT** pursuant to the provisions of Section 197, 198, 203 and Schedule V to the Companies Act, 2013 ("the Act") read with Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Rules made there under to the extent applicable, and such other approvals, permissions and sanctions of such authorities and/or agencies as may be required in this subject and subject to the provisions of the Articles of Association of the Company, 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.”

By Order of the Board of Directors

Hyderabad
17th December, 2025

CS Suresh Bachalakura
Company Secretary

Registered office address:

7th Floor, My Home Twitza,
TSIIC Hyderabad Knowledge City,
Hyderabad, Telangana – 500081

Notes:

1. The relevant Explanatory Statement pursuant to the provisions of sections 102 and 110 of the Act, in respect of the proposed Resolutions set out in the Notice of Postal Ballot is annexed hereto.
2. The details under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of SS-2, in respect of the persons seeking appointment as a director and fixation of remuneration of Managing Director, is furnished as Annexure – A in the Explanatory Statement of this Notice.
3. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members/ List of Beneficial Owners as on Friday, 12th December 2025 (“cut-off date”) received from National Securities Depository Limited and Central Depository Services (India) Limited (“Depositories”) and is being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company or KFin Technologies Limited, Registrar & Transfer Agent of the Company (“KFin” or “KFintech”) or the Depository Participant(s). Physical copies of this Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot and Members are required to communicate their assent or dissent only through the remote E-Voting system.
4. Members who have not registered their e-mail addresses are requested to register/update their email addresses, in respect of electronic holdings with the Depositories through the concerned Depository Participants and in respect of physical holdings with KFintech by following due procedure.

A copy of this Postal Ballot Notice is available on the website of the Company at www.moschip.com website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of KFin at <http://evoting.kfintech.com>.

5. Members whose names appear on the Register of Members/ List of Beneficial Owners as on cut-off date will be considered for the purpose of E-voting in proportion to their share in the paid-up Equity Share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date, should treat this Postal Ballot Notice for information purpose only.
6. A Member need not use all of his/her/its votes nor does he/she/it need to cast all of his/her/its votes in the same way.
7. Subject to receipt of the requisite number of votes, the Resolutions shall be deemed to have been passed on the last date of remote E-Voting i.e. Tuesday, 20th January 2025. Further, Resolution passed by the Members through postal ballot is deemed to have been passed as if it is passed at a General Meeting of the Members convened in this regard.
8. The Board has appointed M/s. B S S & Associates, Company Secretaries as Scrutinizer for conducting the Postal Ballot through remote E-Voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.
9. The Scrutinizer will submit his report to the Chairman of the Company or any other person of the Company authorized by the Chairman, after completion of scrutiny of the votes. The results shall be declared within two working days from conclusion of the E-Voting which is within the time stipulated under the applicable laws. The said results declared along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed, placed on the website of the Company at www.moschip.com and on the website of KFin: <http://evoting.kfintech.com> and shall also be displayed at the Registered Office as well as the Corporate Office of the Company.
10. Dispatch of the Notice shall be deemed to be completed on Friday, December 19, 2025.
11. Members are requested to record their ASSENT (For) or DISSENT (Against) on the resolution(s) set out in the Postal Ballot Notice through remote E-Voting, not later than 05:00 P.M. (IST) on Tuesday, 20th January, 2026, after which the remote E-Voting shall not be allowed by KFinTech.
12. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.

13. In case of any queries or grievances in relation to the resolution proposed to be passed by Postal Ballot, Members may write to the Company Secretary and Compliance Officer at the e-mail id investor.relations@moschip.com.

14. Voting through remote E-Voting:

In compliance with the provisions of section 108 of the Act read with Rule 20 of the Rules, as amended and the provisions of Regulation 44 of the Listing Regulations read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024 (as amended), Members are provided with the facility to cast their vote electronically through the E-Voting services provided by KFintech on all the resolutions set forth in this Notice.

Members are requested to note that the Company is providing facility for remote E-Voting and the businesses are to be transacted through Electronic Voting system only. A Member may avail the E-voting facility at his/her/its discretion, as per the instructions provided herein:

Information and instructions for remote E-Voting by Individual Shareholders holding shares of the Company in demat mode:

Pursuant to SEBI Master Circular SEBI/HO/CFD/PoD2/ CIR/P/0155 dated 11th November 2024 (as amended), on “E-Voting facility provided by Listed Entities”, E-Voting process has been 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. Individual demat account holders would be able to cast their votes without having to register again with the E-Voting Service Provider 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.

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	i. User already registered for IDeAS facility: i. Visit URL: https://eservices.nsdl.com/ ii. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. iii. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” 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.

	2. User not registered for IDeAS e-Services - To register click on link: https://eservices.nsdl.com/ - Select “Register Online for IDeAS” or click at: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Proceed with completing the required fields. - Follow steps given in points 1 3. Alternatively by directly accessing the e-Voting website of NSDL - Open URL: https://www.evoting.nsdl.com/ - Click on the icon “Login” which is available under Shareholder /Member’ section. - On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL’s E-Voting platform)/ through generation of OTP (in case your mobile number/e-mail address is registered in your demat account) and Verification Code as shown on the screen. - On successful authentication, you will enter the E-Voting module of NSDL. Click on “Active E-Voting Cycles/VC or OAVMs” option under E-voting. You will see Company Name: “Moschip Technologies Limited” on the next screen. Click on the E-Voting link available against Moschip Technologies Limited or select E-Voting service provider “KFintech” and you will be re-directed to the E-Voting page of KFintech to cast your vote without any further authentication.
Individual Shareholders holding securities in demat mode with CDSL	1. Existing user who have opted for Easi / Easiest - Visit URL: https://web.cdslindia.com/myeasi/home/login or URL:http://www.cdslindia.com/and Click on New System Myeasi - Enter your User ID and Password for accessing Easi/Easiest - You will see Company Name: “Moschip Technologies Limited” on the next screen. Click on the E-Voting link available against Moschip Technologies Limited or select E-Voting service provider “KFintech” and you will be re-directed to the E-Voting page of KFintech to cast your vote without any further authentication. 2. User not registered for Easi/Easiest - Option to register available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration - Proceed with completing the required fields. - Follow the steps given in point 1. 3. Alternatively, by directly accessing the e-Voting website of CDSL - Open URL: https://www.evoting.nsdl.com/

	ii. Click on E-Voting tab and provide your demat account number and PAN. iii. System will authenticate user by sending OTP on registered mobile number & email as recorded in the demat account. iv. On successful authentication, you will enter the E-Voting module of CDSL. Click on the E-Voting link available against Moschip Technologies Limited or select E-Voting service provider “KFintech” and you will be re-directed to the E-Voting page of KFintech to cast your vote without any further authentication.
Individual shareholders holding securities in demat mode- login through demat accounts/website of Depository Participant	i. Individual shareholders holding shares of the Company in demat mode can access E-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts/websites of DPs registered with NSDL/CDSL. ii. An option for “e-Voting” will be available once you have successfully logged-in through your respective logins. Click on the option “e-Voting” and you will be redirected to E-Voting modules of NSDL/CDSL (as may be applicable). iii. Click on the E-Voting link available against Moschip Technologies Limited or select E-Voting service provider “KFintech” and you will be re-directed to the E-Voting page of KFintech to cast your vote without any further authentication.

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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

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

- a. Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password.
 - 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) 9355, 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 -' 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. You may then cast your vote by selecting an appropriate option and click on “Submit”.

x. 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).

xi. Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are required to send a scanned certified true copy (in PDF format) of the Board Resolution/Authority Letter, duly authorizing their authorised representative(s) to vote on their behalf through remote e-voting, to the Scrutinizer cs@bssandassociates.com, with a copy marked to **evoting@kfintech.com** and to the Company at investorrelations@moschip.com

It should reach the Scrutinizer and the Company by email not later than Tuesday, 20th January 2026 (5:00 p.m. IST).

- b. In case e-mail ID of a Member is not registered with the Company/DPs then such Member is requested to register/update their e-mail addresses with the DP (in case of Shares held in dematerialised form) and inform KFin at the email ID inward.ris@kfintech.com (in case of shares held in physical form) by submitting the ISR forms. Please follow all steps from Note No. 10(B) (a)(i) to (xi) above to cast your vote by electronic means.

Other Instructions:

- a. 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 <http://evoting.kfintech.com> or contact at investorrelations@moschip.com, or Mr. V Raghunath, Manager - Corporate Registry, KFin at KFinTech, Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana – 500 032, India or at the email ID evoting@kfintech.com or on Phone No.: 040-6716 1509 or call KFin’s toll free No.: 1800-3094-001 for any further clarifications.
- b. Members can also update their mobile number and e-mail ID in the user profile details of the folio, which may be used for sending future communication(s).
- c. The remote E-Voting commences on Monday, 22nd December 2025 (9:00 a.m. IST) and ends on, Tuesday, 20th January 2026 (5:00 p.m. IST).

During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date Friday, 12th December 2025 may cast their votes electronically. The remote E-Voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

A person who is not a Member as on the cut - off date should treat this Notice for information purposes only.

- d. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on Friday, 12th December 2025 being the cut-off date. Members are eligible to cast vote only if they are holding shares as on that date.

Procedure for registering the email addresses and obtaining the Notice of Postal Ballot and remote E-Voting instructions by the Members, whose email addresses are not registered with the depositories (in case of Members holding shares in demat form) or with KFin (in case of Members holding shares in physical form):

I. Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

- a. Members holding shares in demat form can get their email ID registered by contacting their respective DPs.

- b. Members holding shares in physical form may register their email address and mobile number with KFin by sending Form ISR 1 and other relevant forms to KFinTech at Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India – 500032 or at the email ID einward.ris@kfintech.com for receiving the Postal Ballot Notice and the E-Voting instructions.

II. Those Members who have already registered their email addresses are requested to keep their email addresses validated/updated with their DPs/KFin to enable serving of notices/documents and other communications electronically to their email address in future.

Procedure for registration and updation of email and mobile for securities held in physical mode:

Members of the Company holding shares in physical mode are hereby notified that SEBI has mandated that all the folios have to be KYC compliant and accordingly, asked the shareholders to furnish their PAN, contact details, bank account details and nomination to the Registrar and Share Transfer Agent (RTA). The shareholders are also required to register the postal address with PIN and are encouraged to register their e-mail ID.

Further, Members holding shares in physical mode can register/update their contact details by submitting the requisite Form ISR 1 along with the supporting documents.

The aforesaid form can be downloaded from the website of the Company and RTA at: <https://moschip.com/shareholder-forms/> and

<https://ris.kfintech.com/clientservices/isc/isrforms.aspx> respectively. ISR Form(s) and the supporting documents can be provided by any one of the following modes:

- a. Through 'In Person Verification' (IPV) - the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b. Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFin Technologies Limited	MosChip Technologies Limited
Address	Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032	7 th Floor, My Home Twitza, TSIC Hyderabad Knowledge City, Hyderabad, Telangana - 500081

- c. Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

In case of any query on e-voting, members may refer to the "Help" and "FAQs" sections / E-voting user manual available through a dropdown menu in the "Downloads" section of KFinTech's website for e-voting: <https://ris.kfintech.com/faq.html>

For more information on updating the email and mobile number details for securities held in electronic mode, please reach out to the respective DP(s), where the demat account is being held.

By Order of the Board of Directors

Hyderabad
17th December, 2025

CS Suresh Bachalakura
Company Secretary

Registered office address:
7th Floor, My Home Twitza,
TSIC Hyderabad Knowledge City,
Hyderabad, Telangana – 500081

Explanatory Statement in respect of the Special Business in item nos. 1, 2 and 3 pursuant to sections 102 and 110 of the Companies Act, 2013 and Additional Information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ITEM NO's. 1 & 2:

The Board of Directors of the Company at its Meeting held on 24th October 2025, pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC"), has approved the appointment of Mr. Sandeep Himmatlal Shah (DIN: 11273722) and Dr. Yellamanchali Sreenivas Rao (DIN: 11219939) as Additional Directors (Independent and Non-Executive) of the Company with effect from 24th October 2025 under section 161 of the Companies Act, 2013 ("the Act") subject to approval of the Members of the Company, to hold office as Independent Directors, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 24th October 2025.

Process & Basis of Appointment:

The NRC evaluated profiles of various candidates as an Independent Director of the Company. The NRC had identified skills, expertise and competencies required by the Board for the effective functioning of the Company.

The process of shortlisting and selection of Mr. Sandeep Himmatlal Shah and Dr. Yellamanchali Sreenivas Rao was carried out and concluded by NRC members, who are Independent Directors and are not considered interested in such proposal.

After considering the qualifications, skillsets, experience, independence, knowledge and their ability to devote sufficient time, the NRC selected and recommended to the Board the appointment of Mr. Sandeep Himmatlal Shah and Dr. Yellamanchali Sreenivas Rao as Independent Directors of the Company.

In alignment with its strategic direction, the Company's appointment of Mr. Sandeep Himmatlal Shah and Dr. Yellamanchali Sreenivas Rao demonstrates a strong commitment to long-term sustainability and effective leadership continuity. These decisions, made in accordance with the Company's 'Policy on Appointment of Directors and Senior Management and Succession Planning for orderly succession to the Board and the Senior Management' and 'Policy for Remuneration of the Directors, Key Managerial Personnel and other employees', reflects a proactive approach to governance. It reinforces the Company's dedication to cultivating a resilient and forward-looking Board, prepared to meet future challenges and embrace emerging opportunities.

The Company has also received notices under section 160 of the Act from a member proposing the candidature of Mr. Sandeep Himmatlal Shah and Dr. Yellamanchali Sreenivas Rao for the offices of Independent Directors of the Company.

Brief profile of Mr. Sandeep Shah:

Mr. Sandeep Shah is a seasoned technology executive with over 30 years of global experience spanning semiconductor, cloud, AI/ML, medical, and IoT sectors. He built a distinguished career at

Intel Corporation (1991–2016), where he served as Sr. Director in the Data Center Group and General Manager of Intel India, leading large-scale engineering teams and multimillion-dollar product portfolios. In 2017, Mr. Shah founded Multus Medical, an AI/ML-based medical software firm, and NorthStar International Ventures, a family office investment company with interests in technology, real estate, healthcare, and finance.

He holds an MBA in Finance, an M.S. in Electrical Engineering, and a B.E. in Electronics & Communications Engineering.

Brief profile of Dr. Y Sreenivasa Rao

Dr. Y Sreenivasa Rao brings with him over four decades of experience in mechanical engineering, defence systems, and strategic project leadership. He superannuated as Director General (Naval Systems & Materials) from the Defence Research and Development Organisation (DRDO).

Dr. Rao holds a Ph.D. in Mechanical Engineering from Osmania University and is a Fellow of both the Aeronautical Society of India and the Institution of Engineers (India). He is also a Certified IPMA Level 'A' Project Director, recognized for managing complex, large-scale programs. Currently, he serves as an Independent Director at Unistring Tech Solutions Pvt Ltd and actively engages with academia through VNR Vignana Jyothi Institute of Engineering & Technology.

Mr. Sandeep Himmatlal Shah and Dr. Yellamanchali Sreenivas Rao are not disqualified from being appointed as Directors in terms of section 164 of the Act and have given their consent to act as Directors. The Company has received declarations from Mr. Sandeep Himmatlal Shah and Dr. Yellamanchali Sreenivas Rao stating that they meet the criteria of independence as prescribed under sub-section (6) of section 149 of the Act and the Listing Regulations. They have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties as Independent Directors of the Company. Further, they are not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

In the opinion of the Board, Mr. Sandeep Himmatlal Shah and Dr. Yellamanchali Sreenivas Rao fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations and are independent of the Management.

The Board is of the view that the knowledge and experience of Mr. Sandeep Himmatlal Shah Dr. Yellamanchali Sreenivas Rao will be of immense benefit and value to the Company and, therefore, recommends their appointment to the Members.

As per Section 152 of the Act and the rules thereunder, a Director can be appointed with the approval of the Members, and as per Regulation 17(1C) of the Listing Regulations, the Company is required to obtain such approval at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier. Further, under Regulation 25(2A), the appointment of an Independent Director requires the approval of the Members by way of a Special Resolution. Accordingly, approval of the Members is being sought for the appointment of Mr. Sandeep Himmatlal

Shah and Dr. Yellamanchali Sreenivas Rao as Independent Directors of the Company by way of Special Resolutions.

Copies of the draft letters of appointment of Mr. Sandeep Himmatlal Shah and Mr. Dr. Yellamanchali Sreenivas Rao, setting out the terms and conditions of their appointment, are available for inspection by the Members. All the documents referred to in this Postal Ballot Notice will be available for electronic inspection without any fee by the Members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to <https://moschip.com/investor-relations/>

The additional details under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of SS-2, in respect of the persons seeking appointment as Directors, are furnished herein below as **Annexure – A**.

The Board recommends the Special Resolutions set out at Item Nos. 1 & 2 of the Notice for the approval of the Members.

Item No. 03

Mr. Srinivasa Rao Kakumanu was appointed as Managing Director w.e.f. 26th October, 2023 for a period of 05 years. Considering the contribution of Mr. Srinivasa Rao Kakumanu and the progress made by the Company under his leadership and guidance and as per the recommendation of the Nomination & Remuneration Committee, the Board at its meeting held on 17th December, 2025 approved the revision of remuneration of Mr. Srinivasa Rao Kakumanu for the period effective from 01st January, 2026 to 31st March, 2027 on terms and conditions enumerated in the resolution.

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

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

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

I General Information			
(1)	Nature of Industry	Silicon and product engineering services.	
(2)	Date or expected date of commencement of commercial production	August 01, 2000	
(3)	In case of new companies, expected date of commencement activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
(4)	Financial performance based on given indicators	Description	Rs. in Lakhs
			2024-25 2023-24
		Total revenue	39,130.94 22,605.42
		Total expenses	36,209.15 21,983.50
		Profit /Loss before tax	2,921.79 621.92
		Profit / Loss after tax	2,921.79 621.92
(5)	Foreign investments or collaborators, if any	As per the shareholding pattern as on September 30th, 2025: i. 78,30,127 Equity Shares representing 4.07 % was held by Foreign Nationals & NRIs. ii. 15,58,959 Equity Shares representing 0.81% was held by Foreign Portfolio Investors. iii. 2,62,832 Equity Shares representing 0.14 % was held by overseas corporate bodies. The Company has not entered into any foreign collaboration.	

II Information about the appointee		
(1)	Background details	Mr. Srinivasa Rao Kakumanu, commonly known as "KS," possesses an extensive professional background spanning over 30 years within the Semiconductor industry. His notable accomplishments include the co-founding of First Pass Semiconductors Pvt Ltd, a prominent VLSI design services organization established in December 2010. Throughout his

		illustrious career, KS has played a key role in leading numerous ASIC tape-outs across the Communication, Networking, Consumer, and Computing sectors. Under KS's leadership, First Pass experienced significant growth, evolving into a thriving organization boasting more than 210 employees by FY18. This remarkable journey culminated in the acquisition of First Pass by MosChip in July 2018, all while maintaining a profitable trajectory since inception. Following the acquisition, KS assumed the role of heading the Semiconductor Business Unit at MosChip, steering it to remarkable heights. Before his tenure at First Pass, KS held the position of General Manager for the VLSI group at Cyient (formerly known as Infotech Enterprises) in India. His career also includes stints with notable organizations such as TTM Inc. in San Jose, US; TTM India Pvt Ltd (acquired by Infotech in September 2008) in Hyderabad, India; Ikanos Communications in Fremont, US; QualCore Logic Ltd in India, and HAL in Hyderabad, among others. KS maintains his commitment to professional education by actively teaching Digital Design and Physical Design at MosChip Institute of Silicon Systems Pvt Ltd, a training institute he co-founded, which was subsequently acquired by MosChip in July 2018. His international experience includes a seven-year tenure in the United States between 2000 and 2007, where he contributed to TTM Inc. and Ikanos Communications He holds a B.E degree in E.C.E from the University College of Engineering, Osmania University, Hyderabad, India.
(2)	Past remuneration	The Past Remuneration as MD & CEO of the Company is Rs.3,16,06,875 per annum for FY 2024-25.
(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	a. <u>Period</u> 01st January, 2026 to 31st March, 2027 b. <u>Remuneration</u> Fixed Salary: Rs. 3,06,00,000 (Rupees Three Crores Six Lakhs only) per annum 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. The salary will be paid on monthly basis. Variable salary: 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. c. <u>Employment benefits:</u> During the term of his employment, Mr. Srinivasa Rao Kakumanu will be entitled to participate in the employee benefit plans of the Company including Employee Stock options, medical insurance, personal accidental insurance, employer's contribution to provident fund, contribution to retirement benefits such as contribution to Gratuity fund over and above the amounts mentioned in clause b above.
(6)	Comparative remuneration profile with respect to Industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The remuneration being proposed to be paid to Mr. Srinivasa Rao Kakumanu is on par with the remuneration prevailing in the company of similar size in the same industry and the remuneration to be paid would be restricted to the ceiling prescribed under Schedule V of the Companies Act, 2013.
(7)	Pecuniary relationship directly or indirectly with	Mr. Srinivasa Rao Kakumanu doesn't have any pecuniary relationship with the Company other than the

	the company or relationship with the managerial personnel or other director, if any	remuneration payable to him as Managing Director & CEO of the Company. He is working with the Company purely in a professional capacity. There is no relationship with other managerial personnel or other director in the Company.
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III Other Information		
	(1)	Reasons for loss or inadequate profits
	(2)	Steps taken or proposed to be taken for improvement
	(3)	Expected increase in productivity and profits
		MosChip has been investing in developing skill sets in VLSI and PES to stay competitive in the market. This Investment is essential to ensure the company can scale efficiently as per the market requirement. While these initiatives require significant time and efforts, they position MosChip for long-term growth. The focus on upskilling helps attract top talent and enhances project execution capabilities. Despite short-term impacts on profits, these strategic investments will drive future MosChip is focusing on building high-demand skill sets in VLSI & PES to enhance capabilities and competitiveness. The company is optimizing operational efficiencies to reduce costs & increase efficiencies. Strengthening in-house training programs ensures a steady pipeline of skilled engineers, reducing hiring challenges. These measures are aimed at driving sustained growth & Improvement in operations. In our endeavor to move up the value chain and accelerated growth, we have started transitioning ourselves from a pure play Design Services to a Turnkey ASIC (Application Specific Integrated Circuit) Solution company in Semicon Space. This strategic move aligns with our long-term vision and is poised to bring about several key benefits for both our company and our stakeholders.

Pursuant to the applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) consent of the members is being sought by way of Special resolution for the item no.3.

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



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

The Board recommends the Special resolution set out in Item no. 3 for the approval of members.

By Order of the Board of Directors

Hyderabad
17th December, 2025

CS Suresh Bachalakura
Company Secretary

Registered office address:
7th Floor, My Home Twitza,
TSIIC Hyderabad Knowledge City,
Hyderabad, Telangana – 500081

Pursuant to Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of SS-2, the details of the Directors proposed to be appointed through the Postal Ballot process are given below:

Sl.No	Particulars	Mr. Sandeep Himmatlal Shah	Dr. Yellamanchali Sreenivasa Rao	Mr. Srinivasa Rao Kakumanu
1.	DIN	11273722	11219939	06726305
2.	Date of Birth & Age	13 th May, 1966, 59 years	16 th September, 1964, 61 years	05 th June, 1974 51 years
3.	Qualifications	1. MBA in Finance 2. M.S. in Electrical Engineering 3. B.E. in Electronics & Communications Engineering	PhD in Mechanical Engineering	B.E degree in E.C.E from the University College of Engineering, Osmania University
4.	Designation/category	Independent Director	Independent Director	Managing Director
5.	Original date of Appointment	24 th October, 2025	24 th October, 2025	26 th October, 2023
6.	Name of listed entities from which the person has resigned in the past three years	NIL	NIL	NIL
7.	Directorship in other Companies	NIL	1. Unistring Tech Solution Private Limited. 2. Adriti Techno Engineering (OPC) Private Limited	1. Softnautics Private Limited 2. Moschip Academy of Silicon Systems & Technologies Private Limited.
8.	Chairmanship /Membership of Committees in other Companies	NIL	NIL	NIL
9.	Number of Equity Shares held in the Company & Number of Equity Shares held in the Company for any other person on a beneficial basis	NIL	NIL	10,00,000
10.	Relationship between Directors inter-se; with other Directors and Key Managerial	Mr. Sandeep Himmatlal Shah, Dr. Y Sreenivasa Rao and Mr. Srinivasa Rao Kakumanu are neither inter se related to each other nor related to any other Director/KMP of the Company.		

	Personnel of the Company		
11.	Remuneration last drawn (in FY 2024-25), if applicable	Not Applicable	Rs. 3,16,06,875 p.a.
12.	Remuneration proposed to be paid	Mr. Sandeep Himmatlal Shah and Dr. Y Sreenivasa Rao would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof.	Fixed pay of Rs. 3,06,00,000 p.a. and variable pay of Rs. 54,00,000 p.a.
13.	Attendance at Board Meetings during the year 2024-25	Not Applicable since Mr. Sandeep Himmatlal Shah and Dr. Y Sreenivasa Rao have been appointed as Independent Directors with effect from 24 th October 2025	6 meetings
14.	Justification for appointment as Independent Director	The NRC evaluated profiles of various candidates as an Independent Director of the Company. The NRC had identified skills, expertise and competencies required by the Board for the effective functioning of the Company. The process of shortlisting and selection of Mr. Sandeep Himmatlal Shah and Dr. Yellamanchali Sreenivas Rao was carried out and concluded by NRC members, who are Independent Directors and are not considered interested in such proposal. After considering the qualifications, skillsets, experience, independence, knowledge and their ability to devote sufficient time, the NRC selected and recommended to the Board the appointment of Mr. Sandeep Himmatlal Shah and Dr. Yellamanchali Sreenivas Rao as Independent Directors of the Company. In alignment with its strategic direction, the Company's appointment of Mr. Sandeep Himmatlal Shah and Dr. Yellamanchali Sreenivas Rao demonstrates a strong commitment to long-term sustainability and effective leadership continuity. This decision, made in accordance with the Company's 'Policy on Appointment of Directors and Senior Management and Succession Planning for orderly succession to the Board and the Senior Management' and 'Policy for Remuneration of the Directors, Key Managerial Personnel and other	Not Applicable

		employees', reflects a proactive approach to governance. It reinforces the Company's dedication to cultivating a resilient and forward-looking Board, prepared to meet future challenges and embrace emerging opportunities.		
15.	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer to the Resolutions and Explanatory Statement forming part of this Postal Ballot Notice		Not Applicable
16.	Brief Profile including experience	Please refer to the Resolutions and Explanatory Statement forming part of this Postal Ballot Notice		Please refer to the Resolutions and Explanatory Statement forming part of this Postal Ballot Notice
17.	Terms and conditions of appointment.	Please refer to the Resolutions and Explanatory Statement forming part of this Postal Ballot Notice		
18.	Nature of expertise in specific functional areas.	Experience in Design, Manufacturing of Various Integrated Chips (ICs), Semiconductor and Systems, AI/ML.	mechanical engineering, defence systems, and strategic project leadership	Experience in Design, Manufacturing of Various Integrated Chips (ICs), Semiconductor and Systems
19.	Shareholding in the Company including shareholding as a beneficial owner	Nil	Nil	10,00,000 shares (0.52%)

Information at a glance

Sr. No	Particulars	Details
1.	Cut-off date for e-voting	Friday, 12 th December 2025

2.	Remote E-voting start time and date	Monday, 22 nd December, 2025 (9:00 a.m. IST)
3.	Remote E-voting end time and date	Tuesday , 20 th January 2026 (5:00 p.m. IST)
4.	Date on which the resolution is deemed to be passed	Last date of voting i.e. Tuesday , 20 th January 2026
5.	Remote E-voting website of Kfin	https://evoting.kfintech.com
6.	Name, address and contact details of e-voting service provider and Registrar and Transfer Agent	KFin Technologies Limited (“KFintech”), Selenium, Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana – 500 032 Contact details: Phone No.: 040-6716 1509 or KFintech’s toll free No.: 1800-3094-001
7.	Email registration & contact updation process	Demat shareholders: Contact respective Depository Participants Physical Shareholders: Send Form ISR-1 and other relevant forms to KFintech at Selenium, Tower-B, Plot No. 31 &32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Rangareddy, Telangana India – 500 032 or at the email ID einward.ris@kfintech.com