NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING ("EGM") (01st of 2026-2027) OF THE SHAREHOLDERS OF MOSCHIP TECHNOLOGIES LIMITED WILL BE HELD ON WEDNESDAY, 25TH NOVEMBER, 2026 AT 09.00 A.M. (IST) THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

SPECIAL BUSINESS:

Item No. 1:

APPROVAL FOR ISSUANCE OF 50,50,686 EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH TO THE SHAREHOLDERS OF VAYAVYA LABS PRIVATE LIMITED;

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 thereunder (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 may be 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 on preferential basis **50,50,686 (Fifty Lakhs Fifty Thousand Six Hundred and Eighty Six only)** fully paid-up equity shares of the Company, having face value of ₹ 2/- (Rupees Two only) each at a price of ₹ 222.14 /- (Rupees Two Hundred Twenty Two and Fourteen paisa only) per Equity Share (including a premium of ₹ 220.14 /- (Rupees Two Hundred Twenty and Fourteen paisa only) per share (the "**Swap Shares**") aggregating to not exceeding ₹ 112,19,59,388 (Rupees One Hundred Twelve Crores Nineteen Lakhs Fifty Nine Thousand Three Hundred and Eighty Eight 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 (*as defined hereinafter*), who are not Promoters and who do not belong to the Promoter Group of the Company, for consideration other than cash (i.e. part consideration for the acquisition of 73% shareholding of the Vayavya Labs Private Limited ("VLPL") from its Shareholders (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:

S. No	Name of the Proposed Allottees	No of shares in the VLPL offered for stock consideration	No. of Swap shares proposed to be allotted for the Acquisition of Shares	Value in ₹ 222.14/- per Swap Share Allotted
1	Venkanagouda K Patil	11,268	2,72,610	60,557,585.40
2	Indication Instruments Limited	18,885	4,56,877	101,490,656.78
3	Pradip Kumar Dutta	2,356	56,995	12,660,869.30
4	Vikas Kuthiala	999	24,172	5,369,568.08
5	Sunil K Goyal	999	24,172	5,369,568.08
6	Shivayogi M Turmari	841	20,356	4,521,881.84
7	Fresco International Limited	593	14,351	3,187,931.14
8	Anandkumar Radhakrishna Ladsariya	999	24,172	5,369,568.08
9	Deep Kalra	999	24,172	5,369,568.08
10	Raman Roy	999	24,173	5,369,790.22
11	Jigar Harish Mehta	333	8,061	1,790,670.54
12	Heral Harish Mehta	333	8,061	1,790,670.54
13	Rahul Basu	999	24,173	5,369,790.22
14	Karthick Gururaj	4,733	1,14,500	25,435,030.00
15	Arun Kurthkoti Shamarao	631	15,267	3,391,411.38
16	Sunil H R	3,297	79,753	17,716,331.42
17	Ravindragouda K Patil	18,089	4,37,611	97,210,907.54
18	Priyank Shanker Garg	999	24,172	5,369,568.08
19	Hemant Mallapur	5,226	1,26,418	28,082,494.52
20	Mahantesh Kashinath Pattanshetti	5,973	1,44,493	32,097,675.02
21	Chinnasamy Muthukrishnan	14,784	3,57,665	79,451,703.10
22	Varun V Patil	106	2,565	569,789.10
23	Amal Pramanik	998	24,152	5,365,125.28
24	Pundalik Dundappa Satyanaik	2,003	48,457	10,764,237.98
25	Vinay Sadanand Gaonkar	3,055	73,901	16,416,368.14
26	Parag Balwant Naik	9,541	2,30,810	51,272,133.40
27	Kayargadde Vishwakumara	11,043	2,67,165	59,348,033.10
28	Abdul Aziz	2,596	62,807	13,951,946.98
29	Praveen Basavaraj Totagi	526	12,723	2,826,287.22
30	Shrinivas Ekbote	84	2,036	452,277.04
31	Sandeep Suresh Pendharkar	6,016	1,45,542	32,330,699.88

32	Deepak Balakrishna Samaga	947	22,900	5,087,006.00
33	Praveen Ishwar Bajantri	32	764	169,714.96
34	Vivek Raghavan	7,338	1,77,520	39,434,292.80
35	Rajendra Satyakam Galagali	11,603	2,80,701	62,354,920.14
36	Ragesh Ramachandran Thottathil	1,136	27,480	6,104,407.20
37	Sangamesh Omkar Shetty	421	10,178	2,260,940.92
38	Venugopal Kolathur	12,072	2,92,050	64,875,987.00
39	Uma Bondada	11,431	2,76,539	61,430,373.46
40	Abhijit K Naiik	337	8,143	1,808,886.02
41	Rajendra Pandhare	998	24,152	5,365,125.28
42	Nitin Agarwal HUF	999	24,172	5,369,568.08
43	Vishal Lalani	645	15,593	3,463,829.02
44	Quibus Finvest Private Limited	999	24,172	5,369,568.08
45	Prachi Mehta	333	8,061	1,790,670.54
46	Yogesh Bansal	645	15,593	3,463,829.02
47	Pooja Kumar	645	15,593	3,463,829.02
48	Naga Kishore Reddy Tarimala	7,522	1,81,978	40,424,592.92
49	Hari Balasubramanian	999	24,172	5,369,568.08
50	Eshwar Kedari	1,001	24,223	5,380,897.22
51	Rajesh Pednekar	2,037	49,281	10,947,281.34
52	Hemant Kanakia	998	24,152	5,365,125.28
53	Haystack Investment Limited	599	14,483	3,217,253.62
54	Jayant Chorpade	637	15,399	3,420,733.86
55	Manjunath Hadli	947	22,900	5,087,006.00
56	Madhura Kolkur	505	12,214	2,713,217.96
57	Tushar Sakhdeo	337	8,143	1,808,886.02
58	Uma Bali	105	2,545	565,346.30
59	Shetal Tigadoli	11	255	56,645.70
60	Sharad Sharma	4,070	98,460	21,871,904.40
61	Sanjay Bansal	328	7,929	1,761,348.06
62	Satya Narayan Bansal	999	24,173	5,369,790.22
63	Revathy Ashok	999	24,173	5,369,790.22
64	Naveen Gupta	999	24,173	5,369,790.22
65	Lex & Legal Services LLP	999	24,173	5,369,790.22
66	Telnet Ventures LLP	999	24,173	5,369,790.22
67	Nupur Gupta	801	19,369	4,302,629.66
68	Sadeesh Raghavan	998	24,152	5,365,125.28
69	Shobha Karwal	999	24,173	5,369,790.22
		2,08,773	**50,50,686**	**1,121,959,388**

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

i) 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;

ii) The Swap Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on BSE and NSE subject to receipt of necessary regulatory permissions and approvals as the case may be;

iii) 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.

iv) 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 the minimum price for the issue of Shares is Monday, October 26, 2026, being the day 30 days prior to the date of the shareholders' meeting scheduled on Wednesday, November 25, 2026.

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) Any fraction of Swap Shares arising out of the share exchange ratio shall be adjusted by way of cash consideration, which shall form part of the payment towards acquisition of the remaining shareholding of VLPL, in accordance with the Share Purchase Agreement.

ix) 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 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 aforesaid 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 private placement offer-cum-application letter in Form PAS-4 and maintain the complete record of private placement offers in Form PAS-5, in accordance with Section 42 of the Companies Act, 2013 and the rules made thereunder

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."

By Order of the Board of Directors

Hyderabad
28th October, 2026

CS Suresh Bachalakura
Company Secretary

Registered office address:
7th Floor, My Home Twitza,
TSIIC 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.

2. In accordance with the applicable MCA Circulars Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, read with other related circulars including General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated 22nd September, 2025 ("MCA Circulars"), permitted the holding of EGM through Video Conferencing/ Other Audio Visual Means ("VC/ OAVM") facility without the physical presence of the Members at a common venue, 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.

3. 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.

4. Pursuant to the provisions of Section 105 of 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, Route Map and Attendance Slip are not annexed to this EGM Notice.

5. The Notice of EGM will be sent to those Members/ Beneficial Owners whose name appears in the Register of Members/ list of beneficiaries received from the Depositories as on **Friday, October 23, 2026**.

6. 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.

7. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.

8. 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.

9. 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.

10. SEBI has mandated furnishing of PAN, KYC details (i.e., Postal Address with PIN Code, e-mail ID, mobile number, bank account details) by holders of securities in physical form and nomination details by all security holders. Any service request or complaint received from a Member holding shares in physical form will not be processed until the aforesaid details/ documents are provided to the RTA. Relevant details and prescribed forms in this regard are available on website of the Company at www.moschip.com.

11. 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.

12. In compliance with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, read with other related SEBI circulars, including Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, the Notice of EGM along with login details for joining the EGM through VC/ OAVM facility including e-voting, is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or Depository Participants ("DP") or the Registrar and Share Transfer Agent ("RTA") of the Company, unless any Member has requested for a physical copy of the same. The Company shall send the physical copy of Notice of the EGM to those Members who request the same at investor.relations@moschip.com mentioning their Folio No./ DP ID and Client ID. Members may note that this Notice of EGM will also be available on the Company's website (www.moschip.com), Stock Exchanges' websites (www.bseindia.com and www.nseindia.com) and on the website of Registrar and Share Transfer Agent at https://www.kfintech.com.

13. Members desiring any information/ clarification on the matter to be placed at the EGM are requested to write to the Company at investor.relations@moschip.com during Monday, **November 16, 2026, 09:00 a.m. till Friday, November 20, 2026, 5:00 p.m**. before the EGM from their registered e-mail address mentioning their name, DPID Client ID/ Folio no. and mobile number to enable the management to keep information ready at the EGM.

14. Members are requested to note that KFin Technologies Limited, Selenium Tower B, Plot Nos. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, is the RTA of the Company to manage the work related to shares held in physical and dematerialized form.

15. To comply with the provisions of Section 108 of the Act and rules made thereunder, Regulation 44 of the SEBI Listing Regulations, Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and the MCA Circulars, the Company has availed the services of KFin Technologies Limited for providing the Members with the facility to cast their vote electronically through remote e-voting (prior to EGM) and e-voting (during the EGM) on the resolution set forth in this Notice. Only those Members who will be present in the EGM

through VC/ OAVM facility and have not cast their vote on the resolution through remote e-voting and are otherwise not barred from doing so shall be eligible to vote through the e-voting system during the EGM.

The instructions for joining the EGM through VC/ OAVM, remote e-voting and e-voting during the EGM are provided in the Notice of EGM under Note No. 18.

16. Non-Resident Indian Members are requested to inform the RTA, immediately of:

a. Change in their residential status on return to India for permanent settlement.

b. Particulars of their bank account maintained in India with complete name, account number, account type and branch address of the Bank with PIN Code.

17. 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 up to the date of EGM.

18. PROCEDURE FOR REMOTE E-VOTING

i. 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.

ii. 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.

iii. The remote e-Voting period commences on **Sunday, 22nd November, 2026 at 9:00 A.M. and ends on Tuesday, 24th November, 2026 at 5:00 P.M**. The remote e-voting module will be disabled by KFintech thereafter.

iv. The Members, whose name appear in the register of Members/ Beneficial owners shall be in proportion to their share in the paid-up equity share capital of the Company as on the **cut-off date, being Wednesday, November 18, 2026** for identifying the Members who shall be eligible to vote through remote e-voting facility or for participation and voting in the EGM.

v. The Register of Members and Transfer Book of the Company will be closed from **November 18, 2026 to November 25, 2026 (both days inclusive).**

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. 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	i) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. ii) Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. iii) If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. iv) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. v) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding	i) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL

securities in demat mode with CDSL	website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. ii) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. iii) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. iv) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Provides.
Individual Shareholder login through their demat accounts / Website of Depository Participant	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Securities held with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911.

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) 10290**, 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.comwith a copy marked to 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/clientservices/mobilereg/mobileemailreg.aspxMembers 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.

ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.comalong 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 though 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. Questions /queries received by the Company during **Monday, November 16, 2026, 09:00 a.m. till Friday, November 20, 2026, 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.comhttps://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 **Monday, November 16, 2026, 09:00 a.m. till Friday, November 20, 2026, 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 **Monday, November 16, 2026, 09:00 a.m. till Friday, November 20, 2026, 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 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 **Wednesday, November 18, 2026** 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, October 23, 2026. 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.

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 & NSE.

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 of the accompanying EGM Notice dated: 28th October, 2026 convening the EGM of the Company scheduled for 25th November, 2026.]

Item No. 01

Material facts relating to the Preferential Issue to the Shareholders of Vayavya Labs Private Limited.

MosChip Technologies Limited has, pursuant to the approval of its Board of Directors at the meeting held on 28th October 2026, proposed to acquire a 73% controlling stake in Vayavya Labs Private Limited ("VLPL"), subject to receipt of all requisite statutory, regulatory and other approvals, marking a significant step in MosChip's strategy to scale its software-led Product Engineering Solutions business.

VLPL was incorporated in 2006 and headquartered at Belagavi, has built a strong reputation as a high-quality "Silicon-to-System" engineering partner across industries such as Semiconductors, Consumer Electronics (CE), Automotive, Electronic Design Automation (EDA), Communications and Connectivity. The company operates delivery centers in Belagavi & Bengaluru.

Post this acquisition, MosChip will have an overall headcount of more than 2,000 employees, strengthening its scale, and execution capacity.

With this proposed acquisition, MosChip will have the following synergies.

1) **Delivery and Engagement footprint across six strategic locations**

Ahmedabad, Belagavi, Bengaluru, Hyderabad, Pune, and Silicon Valley (USA) – further strengthening MosChip's ability to serve global customers.

2) **Market Positioning**

VLPL serves a global customer base that includes Tier-1 Semiconductor companies, Consumer Electronics (CE), Mobility/Automotive Communication & Connectivity. With development centers in India (**Bengaluru and Belagavi)** and a presence in key international markets such as the **United States, Europe, Israel, and Japan,** the company delivers end-to-end engineering solutions and collaborates closely with clients on next-generation technologies. This acquisition also propels MosChip in its "Beyond Tier-1 cities" initiative of delivering Technology led solutions and services from Tier-2 cities.

3) **Business and Capability Profile**

VLPL's core strength lies in its expertise in embedded software & systems, virtualization (Digital Twins), and verification & validation technologies. VLPL is recognized as a pioneer in Hardware-Software Interface (HSI®) methodologies, enabling seamless integration between hardware and software layers. Its offerings include digital twin and virtual ECU solutions, software-driven verification, ADAS (Advanced Driver Assistance Systems) validation, and automotive functional safety solutions. These capabilities not only help clients accelerate product development cycles, improve system reliability,

and reduce time-to-market but also strengthen MosChip's end-to-end engineering offering spanning silicon, embedded software, system validation, and platform integration.

4) **Technology Capabilities**

VLPL holds **9 granted patents** and actively **drives key industry standards** in the **Semiconductor** and **Automotive** verticals.

5) **Revenue Upside**

The acquisition creates **an excellent cross-sell** and **up-sell opportunities**, enabling:

- Embedded and automotive software Solutions to be offered to MosChip's existing customers.
- Introduction of MosChip's Silicon, IP, and System Design capabilities into VLPL Customer base.

Together, this enhances wallet share, deepens customer relationships, and supports longer-term revenue growth.

Strong Financial Performance and Growth

VLPL is an **EBITDA-accretive business** with a consistent operating track record. Over the **last five years**, the company has delivered a very healthy **revenue growth**, reflecting sustained demand across its core Automotive and Semiconductor software engineering segments. For the FY 2025-26 VLPL Forex revenue outpaced the INR revenue marking a significant growth opportunity that lie ahead in Global Markets.

VLPL delivery model is characterized by a **significant share of turnkey** and **fixed-price contracts**, particularly in complex and long-duration engineering programs. This approach strengthens customer retention, recurring revenue streams and sustainable operating margins.

VLPL has a wholly owned subsidiary in California, USA named Vayavya Labs Inc (the "Inc") engaged in same line of business of the VLPL. After this acquisition of the VLPL, the Inc will become step down subsidiary to your Company. The VLPL or its Founder or other Shareholders are not related parties to the Directors of your Company.

The Board has proposed the acquisition of the 73% share capital of VLPL in cash and stock consideration as follows:

a) Cash consideration of ₹ 154.52 crores (Acquiring 2,87,474 shares from the Shareholders of VLPL ("**Proposed Allottees**")).

b) By issue of 50,50,686 equity shares (Swap Shares) of face value of ₹ 2/- (Rupees Two only) each at price of each at a price of ₹ 222.14 /- (Rupees Two Hundred Twenty Two and Fourteen paisa only) per Equity Share (including a premium of ₹ 220.14 /- (Rupees Two Hundred Twenty and Fourteen paisa only) per share (the "**Swap Shares**") aggregating to not exceeding ₹ 112,19,59,388 (Rupees One Hundred Twelve Crores Nineteen Lakhs Fifty Nine Thousand Three Hundred and Eighty Eight only) for acquiring 2,08,773 shares of VLPL.

Further the Board has approved Shareholders Agreements with the Shareholders of VLPL to acquire balance 27% shareholding after two financial years i.e. in FY 2028-29.

The acquisition of the 73% Share capital of the VLPL is subject to conditions precedent as agreed with various Shareholders, and upon completion, would result the VLPL becoming 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 VLPL 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 VLPL.

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 agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited ('Stock Exchanges') on which the Equity Shares having face value of ₹ 2/- each of the Company ('Equity Shares') are listed, the Board of Directors of the Company, in their meeting held on October 28, 2026, subject to approval of shareholders of the Company by way of special resolution, approved the issue of up to **50,50,686 (Fifty Lakhs Fifty Thousand Six Hundred and Eighty Six only)** fully paid-up equity shares of the Company, having face value of ₹ 2/- (Rupees Two only) each at a price of ₹ 222.14 /- (Rupees Two Hundred Twenty Two and Fourteen paisa only) per Equity Share (including a premium of ₹ 220.14 /- (Rupees Two Hundred Twenty and Fourteen paisa only) per share (the "**Swap Shares**") aggregating to not exceeding ₹ 112,19,59,388 (Rupees One Hundred Twelve Crores Nineteen Lakhs Fifty Nine Thousand Three Hundred and Eighty Eight only) to the shareholders of VLPL, 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 73 % share capital of VLPL 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 agreements with the Stock Exchanges 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 Allottees.
5. The Proposed Allottees 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 Exchanges, 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.
9. The Swap Shares shall be issued and allotted to the Proposed Allottees subject to receipt of the Purchase Shares from Proposed Allottees, i.e., for consideration other than cash.
10. The Swap Shares to be issued and allotted shall not exceed the number of Equity Shares as approved herein above.
11. The pre-preferential allotment shareholding of Proposed Allottees, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations; and
12. The allotment of the Swap Shares is subject to Proposed Allottees not having sold any Equity Shares of the Company during 90 (ninety) trading days preceding the Relevant Date i.e., Monday, October 26, 2026.

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 **50,50,686 (Fifty Lakhs Fifty Thousand Six Hundred and Eighty Six only)** fully paid-up equity shares of the Company, having face value of ₹ 2/- (Rupees Two only) each at a price of ₹ 222.14 /- (Rupees Two Hundred Twenty Two and Fourteen paisa only) per Equity Share (including a premium of ₹ 220.14 /- (Rupees Two Hundred Twenty and Fourteen 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 October 28, 2026.

B. The Objects of the Issue:

The object of issuing Equity Shares to the Shareholders of the VLPL as a part consideration to facilitate the acquisition of 73% share capital and management control of VLPL by the Company from its current Shareholders. It is therefore proposed to issue and allot to the Shareholders of the VLPL, on a preferential basis, an aggregate of upto **50,50,686** Equity Shares of the face value of Rs.2/- each, as stock consideration for the acquisition.

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

50,50,686 (Fifty Lakhs Fifty Thousand Six Hundred and Eighty Six only) fully paid-up equity shares of the Company, having face value of ₹ 2/- (Rupees Two only) each at a price of ₹ 222.14 /- (Rupees Two Hundred Twenty Two and Fourteen paisa only) per Equity Share (including a premium of ₹ 220.14 /- (Rupees Two Hundred Twenty and Fourteen paisa only), being the price equivalent to 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 equity shares of the Company are listed on the Stock Exchanges. The equity shares are frequently traded on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") in terms of the SEBI ICDR Regulations.

NSE, being the stock exchange with higher trading volumes during the 90 trading days preceding the Relevant Date, has been considered as recognised stock exchange for determining the floor price in accordance with the SEBI ICDR Regulations.

The floor price of ₹ 222.14 (Rupees Two Hundred Twenty Two and Fourteen Paisa only) has been determined as per the pricing formula prescribed under the SEBI ICDR Regulations which shall not be less than higher of the following:

- ✓ Volume weighted average price of the equity shares of the Company quoted on NSE, during the 90 trading days preceding the Relevant Date, i.e., ₹ 222.14 (Rupees Two Hundred Twenty Two and Fourteen Paisa only) per equity share; or

- ✓ Volume weighted average price of the equity shares of the Company quoted on NSE, during the 10 trading days preceding the Relevant Date, i.e., ₹ 179.65 (Rupees One Hundred Seventy Nine and Sixty-Five Paisa only) per equity share.

The pricing of Swap Shares has been determined on the basis of:

Pricing certificate dated October 28, 2026 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.

Further, in terms of the provisions of Chapter V of the SEBI ICDR Regulations, and pursuant to Regulation 163(3) thereof, the Company has obtained a Valuation Report dated October 28, 2026, from Mr. V. Gangadhara Rao N, an Independent Registered Valuer. The said Valuation Report determines the fair value of the equity shares of the Company at ₹ 222.14 (Rupees Two Hundred Twenty Two and Fourteen Paisa only) per equity share.

The issue Price of ₹ 222.14 /- (Rupees Two Hundred Twenty Two and Fourteen Paisa only) is not less than the Floor Price determined as per the pricing formula prescribed under Regulation 164 of Chapter V of SEBI ICDR Regulations for the Preferential Issue of Equity Shares.

The Articles of Association of the Company do not prescribe any method of determination of the floor price that results in a price higher than the price determined under Regulation 164 of the SEBI ICDR Regulations.

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

The price per Equity Share to be issued is fixed at ₹ 222.14 /- (Rs. Two Hundred Twenty Two and Fourteen Paisa only) per Equity Share (including a premium of ₹ 220.14 /- (Rupees Two Hundred Twenty and Fourteen paisa only) 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**" 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 the minimum price for the issue of Shares is Monday, October 26, 2026, being the day 30 days prior to the date of the shareholders' meeting scheduled on Wednesday, November 25, 2026.

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

The pre and 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 allotment is proposed to be made to 69 identified shareholders of Vayavya Labs Private Limited, comprising individuals, an HUF, companies and limited liability partnerships, all belonging to the non-promoter/public category.

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

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

K. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects.

NIL.

L. 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.

M. 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:

S. No	Name of the Proposed Allottee	Category	Ultimate beneficial owner	Pre-Preferential Allotment		No of Equity shares to be allotted	Post-Preferential Allotment*	
				No of Shares	%		No of Shares	%
1	Indication Instruments Ltd	Public Shareholder	T. M. Lalani and Vishal Lalani	-	-	4,56,877	4,56,877	0.21
2	Fresco International Ltd	Public Shareholder	Nitin Singhal	-	-	14,351	14,351	0.01
3	Nitin Agarwal HUF	Public Shareholder	Nitin Agarwal	-	-	24,172	24,172	0.01
4	Quibus Finvest Private Limited (formerly Quibus Resources India Pvt Ltd)	Public Shareholder	Vardhman Jian	-	-	24,172	24,172	0.01
5	Haystack Investment Limited	Public Shareholder	Hank Uberoi	-	-	14,483	14,483	0.01
6	Lex & Legal Services LLP	Public Shareholder	Gitanjali saraf, Mohit Saraf and Srikrishan Saraf	-	-	24,173	24,173	0.01
7	Telnet Ventures LLP	Public Shareholder	Krishna Jha and Hemant Attray	-	-	24,173	24,173	0.01

*Post-Preferential Allotment is on diluted basis.

N. 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 Investor / Proposed Allottee	Pre-Preferential Allotment		Post-Preferential Allotment*	
		No of Shares	%	No of Shares	%
1	Venkanagouda K Patil	-	-	272,610	0.13
2	Indication Instruments Limited	-	-	456,877	0.21
3	Pradip Kumar Dutta	-	-	56,995	0.03
4	Vikas Kuthiala	-	-	24,172	0.01
5	Sunil K Goyal	-	-	24,172	0.01
6	Shivayogi M Turmari	500	0.00	20,856	0.01
7	Fresco International Limited	-	-	14,351	0.01
8	Anandkumar Radhakrishna Ladsariya	-	-	24,172	0.01
9	Deep Kalra	-	-	24,172	0.01
10	Raman Roy	-	-	24,173	0.01
11	Jigar Harish Mehta	-	-	8,061	0.00
12	Heral Harish Mehta	-	-	8,061	0.00
13	Rahul Basu	-	-	24,173	0.01
14	Karthick Gururaj	-	-	114,500	0.05
15	Arun Kurthkoti Shamarao	-	-	15,267	0.01
16	Sunil H R	-	-	79,753	0.04
17	Ravindragouda K Patil	-	-	437,611	0.21
18	Priyank Shanker Garg	-	-	24,172	0.01
19	Hemant Mallapur	-	-	126,418	0.06
20	Mahantesh Kashinath Pattanshetti	-	-	144,493	0.07
21	Chinnasamy Muthukrishnan	-	-	357,665	0.17
22	Varun V Patil	-	-	2,565	0.00
23	Amal Pramanik	-	-	24,152	0.01
24	Pundalik Dundappa Satyanaik	-	-	48,457	0.02
25	Vinay Sadanand Gaonkar	-	-	73,901	0.03
26	Parag Balwant Naik	-	-	230,810	0.11
27	Kayargadde Vishwakumara	-	-	267,165	0.13
28	Abdul Aziz	-	-	62,807	0.03
29	Praveen Basavaraj Totagi	-	-	12,723	0.01
30	Shrinivas Ekbote	-	-	2,036	0.00
31	Sandeep Suresh Pendharkar	-	-	145,542	0.07
32	Deepak Balakrishna Samaga	-	-	22,900	0.01
33	Praveen Ishwar Bajantri	-	-	764	0.00
34	Vivek Raghavan	-	-	177,520	0.08
35	Rajendra Satyakam Galagali	-	-	280,701	0.13
36	Ragesh Ramachandran Thottathil	-	-	27,480	0.01
37	Sangamesh Omkar Shetty	-	-	10,178	0.01
38	Venugopal Kolathur	-	-	292,050	0.14
39	Uma Bondada	-	-	276,539	0.13
40	Abhijit K Naiik	-	-	8,143	0.00
41	Rajendra Pandhare	-	-	24,152	0.01
42	Nitin Agarwal HUF	-	-	24,172	0.01

43	Vishal Lalani	-	-	15,593	0.01
44	Quibus Finvest Private Limited	-	-	24,172	0.01
45	Prachi Mehta	-	-	8,061	0.00
46	Yogesh Bansal	-	-	15,593	0.01
47	Pooja Kumar	-	-	15,593	0.01
48	Naga Kishore Reddy Tarimala	-	-	181,978	0.09
49	Hari Balasubramanian	-	-	24,172	0.01
50	Eshwar Kedari	-	-	24,223	0.01
51	Rajesh Pednekar	-	-	49,281	0.02
52	Hemant Kanakia	-	-	24,152	0.01
53	Haystack Investment Limited	-	-	14,483	0.01
54	Jayant Chorpade	-	-	15,399	0.01
55	Manjunath Hadli	-	-	22,900	0.01
56	Madhura Kolkur	333	0.00	12,547	0.01
57	Tushar Sakhdeo	-	-	8,143	0.00
58	Uma Bali	-	-	2,545	0.00
59	Shetal Tigadoli	-	-	255	0.00
60	Sharad Sharma	-	-	98,460	0.05
61	Sanjay Bansal	-	-	7,929	0.00
62	Satya Narayan Bansal	-	-	24,173	0.01
63	Revathy Ashok	-	-	24,173	0.01
64	Naveen Gupta	-	-	24,173	0.01
65	Lex & Legal Services LLP	-	-	24,173	0.01
66	Telnet Ventures LLP	-	-	24,173	0.01
67	Nupur Gupta	-	-	19,369	0.01
68	Sadeesh Raghavan	-	-	24,152	0.01
69	Shobha Karwal	-	-	24,173	0.01
	Total			**50,51,519**	**2.36%**

*Post-Preferential Allotment is on diluted basis.

O. 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.

P. 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".

Q. 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:

Not Applicable.

R. Principle terms of assets charged as securities:

Not Applicable

S. Material terms of raising such securities

All material terms have been set out above.

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

Vayavya Labs Private Limited is recommended for 73 % acquisition by issuance of 50,50,686 Equity Shares of your Company and ₹ 154.52 crores in cash consideration to the Shareholders of the said VLPL on the basis of an Independent Valuation of the VLPL on a going concern basis by Mr. V. Gangadhara Rao N, Independent IBBI Registered Valuer, by his valuation report dated 28th October, 2026.

U. 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 shall be made available for inspection by the Members during the meeting and has been hosted on the website of the Company and is accessible at link https://moschip.com/agm-egm-postal-ballot-voting-results/.

V. Report of a registered valuer:

The value of shares of Vayavya Labs Private Limited has been determined by valuation report issued by Mr. V. Gangadhara Rao N, Independent IBBI 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 28th October, 2026 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 https://moschip.com/agm-egm-postal-ballot-voting-results/.

W. Lock in Period:

The Equity Shares to be allotted shall be subject to 'lock-in' for such period as may be applicable to the Proposed Allottee, in accordance with the provisions of Chapter V of the SEBI ICDR Regulations 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.

X. Undertaking regarding re-computation of price:

The Company undertakes that it shall re-compute the price of the equity shares in terms of the provisions of the SEBI ICDR Regulations, where it is required to do so. If the amount payable on account of such re-computation is not paid within the time stipulated under the SEBI ICDR Regulations, the equity shares shall continue to be locked-in till the time such amount is paid by the allottees.

Further, since the equity shares of the Company have been listed for more than 90 (ninety) trading days as on the Relevant Date, the provisions of Regulation 164(3) relating to re-computation of price are not presently applicable.

Y. Listing:

The Company will make an application to BSE and NSE 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.

Z. 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, it's 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.

Given that the proposed preferential issue of the Swap Shares is for non-cash consideration (i.e., for the swap of the Purchase Shares), and no proceeds will be generated from the proposed preferential issue, the requirement to appoint a monitoring agency under the provisions of Chapter V of SEBI ICDR Regulations is not applicable.

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 issue of the Swap Shares pursuant to the Preferential Issue would be within the authorised share capital of the Company. The Board believes that the proposed Preferential Issue is in the best interest of the Company and its members and, therefore, recommends the Special Resolution, as set out in the accompanying Notice for approval by the Members of the Company.

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

By Order of the Board of Directors

Place: Hyderabad
Date: 28th October, 2026

CS Suresh Bachalakura
Company Secretary
(A39381)

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

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)	20,600	0.01	20,600	0.01
Body Corporate	7,64,24,328	39.14	7,64,24,328	35.74
Sub- Total (A) (1)	**7,64,44,928**	**39.15**	**7,64,44,928**	**35.75**
2.Foreign				
Individuals (NRI's/Foreign individuals) (Including Persons Acting in Concert)	-	-	-	-
Foreign Body Corporate	-	-	-	-
Sub- Total (A) (2)	-	-	-	-
Total Shareholding of Promoter & Promoter Group(A)=(A)(1) + (A) (2)	**7,64,44,928**	**39.15**	**7,64,44,928**	**35.75**
(B1) Institutions (Domestic)	990	0.00	990	0.00
Mutual Funds	-	-	-	-
Venture Capital Funds	-	-	-	-
Alternate Investment Funds	-	-	-	-
Banks	-	-	-	-
Insurance Companies	-	-	-	-
Provident Funds/Pension Funds	-	-	-	-
Asset Reconstruction Companies	-	-	-	-
Soveregin Wealth Funds	-	-	-	-
NBFC Registered with RBI	-	-	-	-
Other Financial Insutitions	-	-	-	-
Any Other	-	-	-	-
Sub-Total (B)(1)	**990**	**0.00**	**990**	**0.00**
Institutions (Foreign)	-	-	-	-
Foreign Direct Investment	-	-	-	-
Foreign Venture Capital	-	-	-	-
Sovereign Wealth Funds	-	-	-	-
Foreign Portfolio Investors Category I	7,08,333	0.36	7,08,333	0.33
Foreign Portfolio Investors Category II	-	-	-	-
Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-
Any Other	-	-	-	-
Sub-Total (B)(2)	**7,08,333**	**0.36**	**7,08,333**	**0.33**
Central Government/State Government(s)/President of India	-	-	-	-
Central Government / President of India	-	-	-	-
State Government / Governor	-	-	-	-

Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	-	-	-	-
Sub-Total (B)(3)	**-**	**-**	**-**	-
Non-Institutions	-	-	-	-
Associate companies / Subsidiaries	-	-	-	-
Directors and their relatives (excluding independent directors and nominee directors)	8,89,010	0.46	25,19,010	1.18
Key Managerial Personnel	43,001	0.02	10,61,001	0.50
Relatives of promoters (other than immediate relatives of promoters disclosed under Promoter and Promoter Group category)	-	-	-	-
Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	-	-	-	-
Investor Education and Protection Fund (IEPF)	-	-	-	-
Resident Individuals holding nominal share capital up to Rs. 2 lakhs	9,19,12,355	47.07	9,48,54,613	44.35
Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	73,09,656	3.74	1,97,14,571	9.22
Non Resident Indians (NRIs)	39,59,112	2.03	39,59,112	1.85
Foreign Nationals	42,40,910	2.17	42,40,910	1.98
VENKATA SUDHAKAR SIMHADRI	38,50,997	1.97	38,50,997	1.80
Foreign Companies	2,62,832	0.13	2,91,666	0.14
Bodies Corporate	60,29,552	3.09	65,58,947	3.07
SMILAX CORPORATE SERVICES LLP	28,31,878	1.45	28,31,878	1.32
Any Other	-	-	-	-
CLEARING MEMBERS	1	0.00	1	0.00
H U F	32,43,609	1.66	32,67,781	1.53
TRUSTS	36,867	0.02	36,867	0.02
Sub-Total (B)(4)	**11,79,26,905**	**60.39**	**13,65,04,479**	**63.83**
Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)+(B)(4)	**11,86,36,228**	**60.75**	**13,72,13,802**	**64.16**
				-
(C) Non Promoter - Non Public				-
Shares held by Custodian for GDRs & ADRs	-	-	-	-
Employee Benefit Trust	1,97,470	0.10	1,97,470	0.09
GRAND TOTAL (A+B+C)	**19,52,78,626**	**100.00**	**21,38,56,200**	**100.00**

Note: 1) Pre & Post shareholding pattern is calculated based on shareholding as on 23rd October, 2026.
2) Post shareholding pattern is calculated on diluted basis.