

18<sup>th</sup> October, 2017

To  
The General Manager,  
Department of Corporate Relations  
Bombay Stock Exchange Limited  
PJ Towers, Dalal Street,  
Mumbai - 400 001.

Dear Sir / Madam,

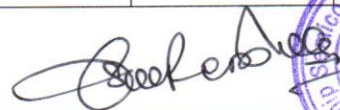
**Sub: Disclosure of voting results of Postal Ballot of MosChip Semiconductor Technology Limited pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015**

**Details of Voting Results:**

Date of Postal ballot results	: 18 <sup>th</sup> October, 2017
Total number of Shareholders on record date (Record date: 08 <sup>th</sup> September, 2017)	: 20,535
No. of shareholders voted through E-Voting	: 23
No. of shareholders voted through Postal ballot	: 26
Total Members Voted	: 49
No. of shareholders attended the meeting Through Video Conferencing	: Not applicable

**Details of Agenda:**

S. No	Details of Resolution	Type of Resolution	Mode of voting	Remarks
1.	To Issue warrants on preferential basis to Mr. S. Someswara Rao, Mr. G. Venu Gopal Reddy and Mr. A. Ramesh, non-promoters of the Company under Section 62 (1) (c), read with Section 42 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, Companies (Prospectus and Allotment of Securities) Rules, 2014 and in terms of SEBI (ICDR) Regulations.	Special	E-Voting and Postal ballot	The Resolution was passed with requisite Majority




**MOSCHIP SEMICONDUCTOR TECHNOLOGY LTD.**

CIN: L31909TG1999PLC032184

Plot No. 83 & 84, 2nd Floor, Punnaiah Plaza, Road No. 2, Banjara Hills, Hyderabad-500 034. INDIA  
Tel: +91 40 6622 9292, Fax: +91 40 6622 9393 Website: www.moschip.com



The voting details in the prescribed format in terms of Regulation 44 (3) of SEBI (LODR) Regulations, 2015 along with the Scrutinizer Report is enclosed for your reference.

Kindly take the above information on record and oblige.

Thanking you,

Yours truly,

**For MosChip Semiconductor Technology Limited,**

A handwritten signature in black ink, appearing to read 'Suresh Bachalakura', written over a circular purple stamp.

**CS Suresh Bachalakura  
Company Secretary**



Encl as above

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**Postal Ballot Voting Results:**

		<b>MOSCHIP SEMICONDUCTOR TECHNOLOGY LIMITED</b>	
Record Date		08-09-2017	
Total number of shareholders on record date		20535	
No. of shareholders Voted		1	
Promoters and Promoter Group:		48	
Public:			

Resolution required: (Ordinary/ Special)		Special - To Issue warrants on preferential basis to Mr. S. Someswara Rao, Mr. G. Venu Gopal Reddy and Mr. A. Ramesh, non-promoters of the Company under Section 62 (1) (c), read with Section 42 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, Companies (Prospectus and Allotment of Securities) Rules, 2014 and in terms of						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting		0	0.0000	00	0	0.0000	0.0000
Promoter and Promoter Group	Poll (if applicable)	76451815	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		3393000	4.4381	3393000	0	100.00	0.0000
	<b>Total</b>		<b>3393000</b>	<b>4.44</b>	<b>3393000</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public- Institutions	E-Voting		0	0.0000	00	0	0.0000	0.0000
	Poll (if applicable)	150	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting		2946618	6.08	2946468	110	99.99	0.0034
	Poll (if applicable)	48498050	0	0	00	0	0.0000	0.0000
	Postal Ballot		414419	0.85	414419	0	0.0000	0.0000
	<b>Total</b>		<b>3361037</b>	<b>6.93</b>	<b>3360887</b>	<b>110</b>	<b>99.996</b>	<b>0.0033</b>
	<b>Total</b>	<b>124950015</b>	<b>6754037</b>	<b>5.41</b>	<b>6753887</b>	<b>110</b>	<b>99.9978</b>	<b>0.0016</b>

\*Total No of Votes abstained: 40




# B S S & ASSOCIATES

## COMPANY SECRETARIES

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

Phone : 040 - 40171671, Cell : 9706175099

E-mail : bssass99@gmail.com

### Scrutinizer Report on Postal Ballot including remote e-voting

[Pursuant Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Pursuant to section 110 of the Companies Act, 2013 and rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules 2015]

To  
The Chairman,  
**MOSCHIP SEMICONDUCTOR TECHNOLOGY LIMITED,**  
Plot No. 83 & 84, 2nd Floor, Punnaiah Plaza ,  
Road No. 2, Banjara Hills ,  
Hyderabad -Telangana-500034.

We, **B S S & Associates**, Company secretaries, Hyderabad, were appointed by the Board of Directors of "**MOSCHIP SEMICONDUCTOR TECHNOLOGY LIMITED**" ("**the Company**") for the purpose of scrutinizing the remote e-voting process and Physical Postal Ballot in respect of business contained in the Notice dated 12<sup>th</sup> September, 2017 issued by the company to all its members , in a fair and transparent manner and ascertain the requisite majority on remote e-voting and Physical Postal Ballot carried out, as per the provisions of Section 110 of the Companies Act,2013 and Rules 20&22 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015], on the resolution item number 1 as set out in the Notice dated 12<sup>th</sup> September, 2017 of **MOSCHIP SEMICONDUCTOR TECHNOLOGY LIMITED**.. Accordingly, we submit the report on completion of remote e-voting and physical postal Ballot , as under:-

1. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to remote e-voting and Physical postal ballots on the resolutions contained in the notice of the members of the Company. Our responsibility as Scrutinizer for the remote e-voting process and Physical postal ballot is restricted to making Scrutinizer's Report of the Votes cast 'In favour' or 'against' the resolution stated in the said Notice, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited ('Karvy'), the agency engaged by the Company to provide remote e-voting facility to the members of the company from 9.00 am on 18 September, 2017 to 5.00 p.m on 17<sup>th</sup> October, 2017. During the process of Voting by electronic means we have been assisted by and have relied upon the secured system provided by Karvy for validation voting by electronic means, after counting the votes cast by Physical Postal Ballot, the reports for voting for resolution have been generated from the e -voting website of Karvy Computershare Private limited, by unblocking the data after 5.00 PM. On 17<sup>th</sup>, October 2017 in presence of two witnesses, who were not in the employment of the Company.



2. The cut-off date for the purpose of determining the entitlement for voting, by remote e-voting or Physical ballot, on the proposed resolutions was 08<sup>th</sup> September, 2017.
3. The physical ballot papers, which were incomplete or otherwise found defective were treated as invalid and kept separately.
4. Summary of the e-voting and poll is as follows:

**a) Resolution 1 (As a Special Resolution)**

"RESOLVED THAT pursuant to the provisions of Section 62(1)(c), read with Section 42 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the "Act"), the Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements), 2015, (the "Listing Regulations"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (the "ICDR Regulations"), the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended (the "SAST 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 1,500,000 (One Million Five Hundred Thousand) warrants exercisable as per its terms and conditions ("Warrants") on a preferential basis to certain persons who are not Promoters or members of the -Promoter Group of the Company ("Proposed Allottees") in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion, and at the minimum allotment price as may be arrived at in accordance with Chapter VII of the ICDR Regulations (the "Issue Price"), provided that each of the Warrants shall, subject to the terms and conditions, entitle the holder(s) thereof to subscribe for and be allotted one equity share of the face value of Rs. 2/- (Rupees Two Only) each of the Company (the "Equity Share")"

"RESOLVED FURTHER THAT an amount equivalent to 25% (Twenty Five Percent) of the Issue Price shall be payable at the time of subscription to and allotment of each Warrant. The balance 75% (Seventy Five Percent) of the Issue Price shall be payable by the Proposed Allottees upon exercise of the entitlement attached to the Warrants, to subscribe for Equity Share(s). The amount paid against the Warrants shall be adjusted / set off against the Issue Price payable for the resultant Equity Shares."



Proposed Allottees details:

Sl. No.	Name of the Proposed Allottee(s)	PAN No.	Nationality	No of Convertible Warrants to be allotted
1.	S. Someswara Rao	BHUPS9905A	Indian	645,000
2.	G. Venu Gopal Reddy	AJRPG7250L	Indian	495,000
3.	A. Ramesh	ANQPA5529H	Indian	360,000
Total				1,500,000

“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot the resultant Equity Shares to be allotted on exercise of the Warrants in terms of this Resolution shall rank pari passu in all respects with the existing Equity Shares of the Company and shall be subject to the Memorandum and Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue, including reduction of the size of the issue, as it may deem expedient, at its discretion.”

“RESOLVED FURTHER THAT the aforesaid issue of Warrants on preferential basis shall be on the following terms and conditions:

- (i) In accordance with the provisions of ICDR Regulations, the “Relevant Date” for the purpose of calculating the price of Warrants / Equity Shares to be issued as per the terms of the Warrants shall be 17th September 2017, being the date 30 (Thirty) days prior to the deemed date of passing of this Resolution by the Members of the Company through Postal Ballot;
- (ii) In accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 25% (Twenty Five Percent) of the consideration payable against the Warrants, shall be paid by the Proposed Allottees to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy Five Percent) shall be paid at the time of allotment of Equity Shares pursuant to exercise of option against each such Warrant. The amount paid against Warrants shall be adjusted / set off against the issue price of the resultant Equity Shares;
- (iii) The tenure of Warrants shall not exceed 18 (Eighteen) months from the date of allotment of the Warrants;



- (iv) The Proposed Allottees shall be entitled to exercise the option of conversion of any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the warrant holder(s);
- (v) If the entitlement against the Warrants to apply for the Equity Shares is not exercised within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder(s) to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid on such Warrants shall stand forfeited;
- (vi) Upon exercise by warrant holder the option to subscribe to Equity Share attached to any or all of the Warrants, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required to give effect to such issue, including but not limited to delivering to warrant holder(s), evidence of the credit of the Equity Shares to the depository account warrant holder(s) and entering the name of warrant holder(s) in the records of the Company (including in the Register of Members of the Company) as the registered owner of such Equity Shares; and
- (vii) The Warrants by itself until exercise of option and Equity Shares allotted, do not give to the warrant holder(s) thereof any rights with respect to that of a shareholder(s) of the Company, and the Warrants and Equity Shares allotted pursuant to conversion of such Warrants shall be subject to lock-in as stipulated under the SEBI (ICDR) Regulations.

“RESOLVED FURTHER THAT the Warrants shall be issued and allotted by the Company to the warrant holders within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Warrants , as described above, the Board and such other persons as may be authorized by the Board, on behalf of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient to effect the offer, issue or allotment and listing of the said securities with the Stock Exchanges and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, sign all such undertakings and documents as may be required, and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing, and any document so executed and delivered or acts and things done or caused to be done prior to the date thereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be, and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders.”



"RESOLVED FURTHER THAT the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorized signatory (ies) of the Company to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution."

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

Particulars	Aggregate of physical ballot forms and Electronic Voting	Number of Votes Cast	% of valid Votes
Total Votes received	49	6754037	-
Less: Total number of votes abstained	-	40	-
Total Number of Valid Votes	49	6753997	100
Favour to resolution	47	6753887	99.99
Against to Resolution	2	110	Negligible

5. The Register, all other papers and relevant records relating to remote e-voting and Physical ballot shall remain in our safe custody. I shall return them in due course by a separate letter for same for preservation till the resolution is given effect to.
6. You may accordingly declare the result of the voting by Postal Ballot including E-Voting.

Thanking you,

Yours faithfully

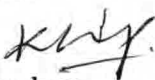
For B S S & Associates  
Company Secretaries

S. Srikanth  
Partner  
C.P. # 7999



Date: 18.10.2017  
Place: Hyderabad

Witness

  
1.K.Sandeep

  
2.T.Madhu