



No.MSTL.AGM.:BSE.2014
11 September, 2014

The Department of Corporate Relations,
Bombay Stock Exchange Limited,
P J Towers, Dalal Street,
Mumbai-400001.

Dear Sir,

Sub: Outcome of the 15th Annual general Meeting of the Company held on September 11, 2014.

Pursuant to the provisions of Clause 31 (d) of the Listing agreement, it is hereby informed that the Members of the Company, through E-Voting, Ballot and Poll have passed the following items of the Notice:

Item No.	Details of the Agenda	Resolution required (Ordinary/ Special)	Mode of Voting	Remarks
1	Adoption of Financial Statements for the year ended March 31,2014	Ordinary	E-Voting, Ballot and Poll	The Resolution was passed with requisite majority
2	Re-appointment of Mr.C.Dayakar Reddy, Director retiring by rotation	Ordinary	E-Voting, Ballot and Poll	The Resolution was passed with requisite majority
3	Appointment of Auditors	Ordinary	E-Voting, Ballot and Poll	The Resolution was passed with requisite majority
4	Appointment of Mr.G.Prasad as an Independent Director of the Company	Ordinary	E-Voting, Ballot and Poll	The Resolution was passed with requisite majority
5	Appointment of Dr.Vijaya Chandru as an Independent Director of the Company	Ordinary	E-Voting, Ballot and Poll	The Resolution was passed with requisite majority
6	Appointment of Mr.K.V.Ramana as an Independent Director of the Company	Ordinary	E-Voting, Ballot and Poll	The Resolution was passed with requisite majority
7	Appointment of Ms.Poornima.Shenoy as an Independent Director of the Company	Ordinary	E-Voting, Ballot and Poll	The Resolution was passed with requisite majority
8	Increase in Borrowing powers of the Company	Special	E-Voting, Ballot and Poll	The Resolution was passed with requisite majority
9	Creation of Charge on Movable and Immovable Properties of the Company	Special	E-Voting, Ballot and Poll	The Resolution was passed with requisite majority
10	Transactions with Related Parties under Sec.188 of Companies Act,2013	Special	E-Voting, Ballot and Poll	The Resolution was passed with requisite majority

MOSCHIP SEMICONDUCTOR TECHNOLOGY LTD.

CIN: L31909TG1999PLC032184

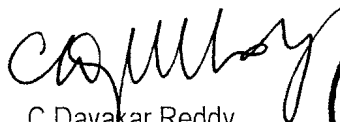
Plot No. 83 & 84, 2nd Floor, Punnaiah Plaza, Road No. 2, Banjara Hills, Hyderabad-500 034. INDIA

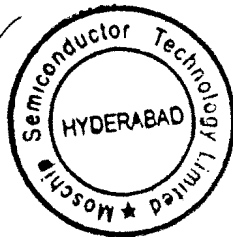


11	To consider adoption of newly substituted Articles of Association of the Company	Special	E-Voting, Ballot and Poll	The Resolution was passed with requisite majority
12	Approval of a Resolution for Reducing Share Capital	Special	E-Voting, Ballot and Poll	The Resolution was passed with requisite majority

This is for your information on records.

Thanking you,
Yours truly,
For MosChip Semiconductor Technology Limited.,


C Dayakar Reddy
Managing Director





S. SRIKANTH & ASSOCIATES COMPANY SECRETARIES

Flat No. 5A, Parameswara Apartments, Beside SBH, Anandnagar, Khairatabad, Hyderabad - 500 004.
Phone : 040 - 40171671, Cell : 9849890217
E-mail : srikanthpcs99@gmail.com

REPORT OF SCRUTINIZER [E-VOTING]

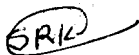
[Pursuant Clause 35B of Listing agreement and Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
Moschip Semiconductor Technology Limited
Plot No. 83 & 84, 2nd Floor, Punnaiah Plaza,
Road No. 2, Banjara Hills,
Hyderabad,
Telangana-500034.

I, **S.Srikanth** Proprietor of **S.Srikanth & Associates**, Company secretaries, Hyderabad, was appointed as Scrutinizer for the 15th (Fifteenth) Annual General Meeting of the Equity Share holders of "**Moschip Semiconductor Technology Limited**" to be held on Thursday, September 11, 2014 at 10.30 a.m. at the Registered Office of the Company Situated at Plot No.83 & 84, 2nd Floor, Punnaiah Plaza, Road No.2, Banjara Hills, Hyderabad- 500 034 for the purpose of scrutinizing the E Voting process in a fair and transparent manner and ascertaining the requisite majority on E Voting carried out as per clause 35B of the Listing Agreement and the provisions of the Companies Act, 2013 and Sub rule(xi) of Rule 20 of Companies (Management) Rules, 2014 on the resolutions referred to in this report.

We submit our report as under:

1. The E-Voting period remained open from 9 a.m. on 05th September, 2014 to 6 p.m. on 07th September, 2014.
2. The notice was sent to all the members, whose names appeared in the Register of Members as on August 08, 2014 who were entitled to vote on the proposed 12 (Twelve) resolutions as mentioned in the notice of Annual General Meeting of "**MOSCHIP SEMICONDUCTOR TECHNOLOGY LIMITED**" (Item Number 1(one) to 12(Twelve) of the Notice of the Annual General Meeting of **MOSCHIP SEMICONDUCTOR TECHNOLOGY LIMITED**)
3. The votes were unblocked on September 9, 2014 around 6.40 p.m. in the presence of Two Witnesses, Namely Mr.Vijaya Kumar Residing of 10-140 Sai Nagar Bala Nagar Hyderabad, and Mr.G.Srinivas Rao Residing at 10-140 Sai Nagar Bala Nagar Hyderabad, who are not in employment of the company.



They have signed below in confirmation of the votes being unblocked in their presence.

(M.Vijaykumar)

(G.Srinivasa Rao)

4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "FOR" and "Against", were downloaded from the E-Voting website of Karvy Computershare Private Limited (www.evoting.karvy.com)
5. The result of the e-voting is as under:

a) Resolution 1

To receive, consider and adopt the Report of Directors, Profit and Loss Account for the financial year ended 31 March 2014 and the Balance Sheet as on that date and the report of Auditors thereon

(i) Voted in favour of Resolution:

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
43	9049572	99.996

(ii) Voted against the resolution

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
1	350	0.004

(iii) Invalid Votes:

Number of Member voted through e voting system	Number of Votes cast by them
4	3272

b) Resolution 2

To appoint a Director in place of Mr. C. Dayakar Reddy (holding DIN 00042663), who retires by rotation and being eligible offers himself for reappointment

(i) Voted in favour of Resolution:

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
43	9049572	99.996

(ii) Voted against the resolution

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
1	350	0.004

(iii) Invalid Votes:

Number of Member voted through e voting system	Number of Votes cast by them
4	3272

(SRK)

c) Resolution 3

“RESOLVED THAT M/s. Gokhale & Co., Chartered Accountants (FRN No. 000942S), Hyderabad recommended by the Audit Committee of the Board of Directors, be and are hereby re-appointed as Statutory Auditors of the Company for a period of three financial years i.e., to hold office from the conclusion of this Annual General Meeting till the conclusion of 18th Annual General Meeting at such remuneration as may be fixed by the Board of Directors of the Company.”

(i) Voted in favour of Resolution:

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
43	9049572	99.996

(ii) Voted against the resolution

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
1	350	0.004

(iii) Invalid Votes:

Number of Member voted through e voting system	Number of Votes cast by them
4	3272

d) Resolution 4

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. G. Prasad (DIN: 00026718), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term upto the conclusion of the 18th Annual General Meeting of the Company in the calendar year 2017.”

(i) Voted in favour of Resolution:

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
42	9049272	99.996

(ii) Voted against the resolution

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
1	350	0.004

(iii) Invalid Votes:

Number of Member voted through e voting system	Number of Votes cast by them
5	3572

e) Resolution 5

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Dr. Vijaya Chandru (DIN:00914988), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term upto the conclusion of the 18th Annual General Meeting of the Company in the calendar year 2017.”

(i) Voted in favour of Resolution:

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
42	9049272	99.996

(ii) Voted against the resolution

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
1	350	0.004

(iii) Invalid Votes:

Number of Member voted through e voting system	Number of Votes cast by them
5	3572

f) Resolution 6

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. K.V. Ramana (DIN:00255421), who was appointed as an additional Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term upto the conclusion of the 18th Annual General Meeting of the Company in the calendar year 2017.”

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(i) Voted in favour of Resolution:

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
42	9049272	99.996

(ii) Voted against the resolution

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
1	350	0.004

(iii) Invalid Votes:

Number of Member voted through e voting system	Number of Votes cast by them
5	3572

g) Resolution 7

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Poornima Shenoy (DIN:02270175) in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term upto the conclusion of the 18th Annual General Meeting of the Company in the calendar year 2017.”

(i) Voted in favour of Resolution:

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
42	9049272	99.996

(ii) Voted against the resolution

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
1	350	0.004

(iii) Invalid Votes:

Number of Member voted through e voting system	Number of Votes cast by them
5	3572

h) Resolution 8

“RESOLVED THAT subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, and the Companies Act, 2013 including any statutory modifications or reenactments thereof and in supersession of all the earlier resolutions passed in this regard, the Board of Directors (hereinafter

referred to as the Board), including any committee thereof for the time being exercising the powers conferred on them by this resolution, be and are hereby authorized to borrow money, as and when required, from, including without limitation, any Bank and/or Public Financial Institution as defined under Section 2 (72) of the Companies Act, 2013 and/or eligible foreign lender and/or any entity/ entities and/or authority/ authorities and/or through suppliers credit, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans or any other instruments, etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs.100 Crores (Rupees One Hundred Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specified purpose.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

(i) Voted in favour of Resolution:

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
43	9049572	99.996

(ii) Voted against the resolution

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
1	350	0.004

(iii) Invalid Votes:

Number of Member voted through e voting system	Number of Votes cast by them
4	3272

i) Resolution 9

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or reenactments thereof the members of the Company hereby accord their consent to the Board of Directors, including any committee thereof for the time being exercising the powers conferred on them by this

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resolution, to create mortgage and/or charge on all or any of the moveable and/or immovable assets of the Company, both present and future and/or whole or any part of the Company in favour of the lenders, agents, trustees for securing the borrowings of the Company availed/to be availed by way of loans (in foreign currency and/or in Indian currency) and securities (comprising of fully/partly convertible debentures and/or secured premium notes and/or floating rates notes/ bonds or other debt instruments) issued/to be issued by the Company from time to time, in one or more tranches, upto an aggregate limit of Rs. 100 Crores (Rupees One Hundred Crores Only) together with interest as agreed, additional interest in case of default, accumulated interest, liquidated damages and commitment charges, all other costs, charges and expenses and all other monies payable by the Company in terms of respective loan agreement(s) or any other document entered / to be entered into between the Company and the lenders/agents/investors and trustees in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or any committees thereof and the lenders, agents or trustees.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalise the terms and conditions for creating the aforesaid mortgage and/or charge and to execute the documents and such other agreements and also to agree to any amendments thereto from time to time as it may think fit for the aforesaid purpose and to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to the above resolution."

(i) Voted in favour of Resolution:

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
43	9049572	99.996

(ii) Voted against the resolution

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
1	350	0.004

(iii) Invalid Votes:

Number of Member voted through e voting system	Number of Votes cast by them
4	3272

j) Resolution 10

"RESOLVED THAT pursuant to the provisions of Section 188 any other applicable provisions, if any of the Companies Act, 2013 consent of the members be and is here by accorded for entering into related party transactions by the company with effect from 01 October 2014 up to the maximum amounts as stated herein below:

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S.No	Nature of Transactions as per section 188 of the Companies Act, 2013	Name of the Director/ KMP who is related and nature of their relationship	Name of the Related Party	Amount (Rupees in Lakhs)
01	Availing or rendering of any services	Wholly Owned Subsidiary of M/s. MosChip Semiconductor Technology Limited and K.Ramachandra Reddy and C Dayakar Reddy are common Board Member	MosChip Semiconductor Technology, USA	1,000
02	Sale, Purchase or Supply of any Goods or Materials	Wholly Owned Subsidiary of M/s. MosChip Semiconductor Technology Limited and K.Ramachandra Reddy and C Dayakar Reddy are common Board Member	MosChip Semiconductor Technology, USA	--
03	Availing or rendering of any services	Directors/KMPs/ Relatives of KMPs/ Directors	Directors/KMPs/ Relatives of KMPs/ Directors	2,000

(i) Voted in favour of Resolution:

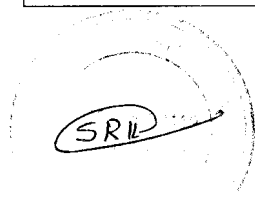
Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
43	9049572	99.996

(ii) Voted against the resolution

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
1	350	0.004

(iii) Invalid Votes:

Number of Member voted through e voting system	Number of Votes cast by them
4	3272



k) Resolution 11

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (statutory modification (s) or re-enactment thereof, for the time being in force), the new draft Articles as contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

(i) Voted in favour of Resolution:

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
43	9049572	99.996

(ii) Voted against the resolution

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
1	350	0.004

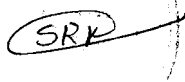
(iii) Invalid Votes:

Number of Member voted through e voting system	Number of Votes cast by them
4	3272

l) Resolution 12

“RESOLVED THAT Pursuant to the provisions of Section 52 of the Companies Act, 2013 and Section 100 of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956 and 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Listing Agreement with the Stock Exchanges, Article 61(a) of the Articles of Association of the Company and subject to the confirmation of the Hon'ble High Court of Judicature at Hyderabad for the state of Telangana and the state of Andhra Pradesh and such other approvals as may be required, the approval of the Shareholders be and is hereby given that:

a.) the reduction in Paid up Share Capital of the Company from Rs. 460,355,170 (Rupees Forty Six Crores Three Lacs Fifty Five Thousand One Hundred and Seventy Only) divided into 46,035,517 Equity Shares of Rs.10 each to Rs. 92,071,034 (Rupees Nine Crores Twenty Lacs Seventy One Thousand Thirty Four Only) divided into 46,035,517 equity shares of Rs.2 each and that such reduction be effected by canceling the paid up share capital which has been lost or is unrepresented by available assets, to the extent of Rs.8 per share upon each of the 46,035,517 equity shares of Rs.10 each which have been issued and by reducing the paid up value of all the shares in the Company's paid up share capital from Rs.10 per share to Rs.2 per share.



b.) an amount of Rs.666,633,920 of Share Premium Account of the company as on 31.03.2013, which has been lost or is unrepresented by available assets, be written off and

c.) the major part of accumulated losses of the Company Rs.1,034,918,056 out of Rs.1,098,166,005 shown in the Profit & Loss Account as on 31.03.2013 be written off by utilizing the aforesaid reduction in the Paid up Capital amount of Rs.368,284,136 and the Share Premium amount of Rs.666,633,920.

d.) and Reduce the par value of the share from Rs.10 each to Rs.2 each, consequent to reduction of capital, on and from the date on which the scheme will come into effect, by way of a reduction on a proportionate basis from each Equity Shares of Rs.10 pursuant to the aforesaid reduction.

“RESOLVED FURTHER THAT Pursuant to the reduction of capital of the company, Clause No. V (a) in Memorandum of Association of the Company be altered as given hereunder: “The Authorised Share Capital of the Company is Rs.550,000,000 (Rupees Fifty Five Crores Only) divided into 275,000,000 (Twenty Seven Crores Fifty Lacs) equity shares of Rs.2 (Two Only) each with power of the company to consolidate & convert, subdivide, reduce or increase the capital unto issue any new shares with any preferential or special rights and conditions attached there to, subject to the Companies Act, 2013” “RESOLVED FURTHER THAT Pursuant to the reduction of capital of the company, Article no.4 in Articles of Association of the Company be altered as given hereunder:

“The Authorised Share Capital of the Company is Rs.550,000,000 (Rupees Fifty Five Crores Only) divided into 275,000,000 (Twenty Seven Crores Fifty Lacs) equity shares of Rs.2 (Two Only) each with power of the company to consolidate & convert, sub divide, reduce or increase the capital unto issue any new shares with any preferential or special rights and conditions attached thereto, subject to the Companies Act, 2013.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution and for removal of any difficulties or doubts, the Board or the Committee of the Board specially constituted for this purpose or any person(s) whom the Board or the above Committee may nominate, to exercise its powers, including the power, conferred under this Resolution, be and is hereby authorized to do all such acts, deeds, matters, things, as it may in its absolute discretion, deem necessary, expedient, usual or proper and to settle any claim any question or difficulty that may arise with regard to utilization/ adjustment of the paid up Share Capital Account and Share Premium Account including passing of such accounting entries and/or making such other adjustments in the books of accounts, as considered necessary to give effect to the above Resolution or to carry out such modifications/ directions as may be ordered by the Hon’ble High Court of Judicature at Hyderabad for the state of Telangana and the state of Andhra Pradesh to implement the aforesaid Resolutions.”

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(i) Voted in favour of Resolution:

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
43	9049572	99.996

(ii) Voted against the resolution

Number of Member voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
1	350	0.004

(iii) Invalid Votes:

Number of Member voted through e voting system	Number of Votes cast by them
4	3272

For S.Srikanth & Associates
Company Secretaries

S. Srikanth
S.Srikanth
C.P. # 7999

Date: 10.09.2014
Place: Hyderabad.



S. SRIKANTH & ASSOCIATES
COMPANY SECRETARIES

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

Phone : 040 - 40171671, Cell : 9849890217

E-mail : srikanthpcs99@gmail.com

FORM No. MGT-13
REPORT OF SCRUTINIZER

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman.

15th Annual General Meeting of the Equity Shares of "**Moschip Semiconductor Technology Limited**" held on September 11, 2014 at Plot No. 83 & 84, 2nd Floor, Punnaiah Plaza, Road No. 2, Banjara Hills, Hyderabad-500 034 at 10.30 a.m.

Sir,

I, **S.Srikanth**, Proprietor of **S.Srikanth & Associates**, Company secretaries, Hyderabad, was appointed as Scrutinizer for the purpose of scrutinizing the poll taken on below mentioned resolutions, at the 15th Annual General Meeting of the Equity Share holders of "**Moschip Semiconductor Technology Limited**" held on Thursday September 11, 2014 at the Registered Office of the Company Situated at Plot No.83 & 84, 2nd Floor, Punnaiah Plaza, Road No.2, Banjara Hills, Hyderabad- 500 034 at 10.30 a.m.

We submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, the ballot boxes were opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
2. The poll papers, which were uncompleted and / or which were otherwise found defective have been treated as invalid and kept separately.
3. The result of the poll is as under:



a) Resolution 1

To receive, consider and adopt the Report of Directors, Profit and Loss Account for the financial year ended 31 March 2014 and the Balance Sheet as on that date and the report of Auditors thereon

(i) Voted in favour of Resolution:

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
32	64758	92.8324

(ii) Voted against the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
1	5000	7.1676

(iii) Invalid Votes: Nil

b) Resolution 2

To appoint a Director in place of Mr. C. Dayakar Reddy (holding DIN 00042663), who retires by rotation and being eligible offers himself for reappointment

(i) Voted in favour of Resolution:

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
32	64758	92.8324

(ii) Voted against the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
1	5000	7.1676

(iii) Invalid Votes: Nil

c) Resolution 3

“RESOLVED THAT M/s. Gokhale & Co., Chartered Accountants (FRN No. 000942S), Hyderabad recommended by the Audit Committee of the Board of Directors, be and are hereby re-appointed as Statutory Auditors of the Company for a period of three financial years i.e., to hold office from the conclusion of this Annual General Meeting till the conclusion of 18th Annual General Meeting at such remuneration as may be fixed by the Board of Directors of the Company.”

SRK

(i) Voted in favour of Resolution:

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
32	64758	92.8324

(ii) Voted against the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
1	5000	7.1676

(iii) Invalid Votes: Nil

d) Resolution 4

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. G. Prasad (DIN: 00026718), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term upto the conclusion of the 18th Annual General Meeting of the Company in the calendar year 2017.”

(i) Voted in favour of Resolution:

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
32	64758	92.8324

(ii) Voted against the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
1	5000	7.1676

(iii) Invalid Votes: Nil

e) Resolution 5

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Dr. Vijaya Chandru (DIN:00914988), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the

Company to hold office for 3 (three) consecutive years for a term upto the conclusion of the 18th Annual General Meeting of the Company in the calendar year 2017.”

(i) Voted in favour of Resolution:

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
32	64758	92.8324

(ii) Voted against the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
1	5000	7.1676

(iii) Invalid Votes: Nil

f) Resolution 6

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. K.V. Ramana (DIN:00255421), who was appointed as an additional Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term upto the conclusion of the 18th Annual General Meeting of the Company in the calendar year 2017.”

(i) Voted in favour of Resolution:

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
32	64758	92.8324

(ii) Voted against the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
1	5000	7.1676

(iii) Invalid Votes: Nil

SRK

g) Resolution 7

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Poornima Shenoy (DIN:02270175) in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term upto the conclusion of the 18th Annual General Meeting of the Company in the calendar year 2017.”

(i) Voted in favour of Resolution:

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
32	64758	92.8324

(ii) Voted against the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
1	5000	7.1676

(iii) Invalid Votes: Nil

h) Resolution 8

“RESOLVED THAT subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, and the Companies Act, 2013 including any statutory modifications or reenactments thereof and in supersession of all the earlier resolutions passed in this regard, the Board of Directors (hereinafter referred to as the Board), including any committee thereof for the time being exercising the powers conferred on them by this resolution, be and are hereby authorized to borrow money, as and when required, from, including without limitation, any Bank and/or Public Financial Institution as defined under Section 2 (72) of the Companies Act, 2013 and/or eligible foreign lender and/or any entity/ entities and/or authority/ authorities and/or through suppliers credit, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans or any other instruments, etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs.100 Crores (Rupees One Hundred Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specified purpose.

SRV

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

(i) Voted in favour of Resolution:

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
32	64758	92.8324

(ii) Voted against the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
1	5000	7.1676

(iii) Invalid Votes: Nil

i) Resolution 9

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or reenactments thereof the members of the Company hereby accord their consent to the Board of Directors, including any committee thereof for the time being exercising the powers conferred on them by this resolution, to create mortgage and/or charge on all or any of the moveable and/ or immovable assets of the Company, both present and future and/or whole or any part of the Company in favour of the lenders, agents, trustees for securing the borrowings of the Company availed/to be availed by way of loans (in foreign currency and/or in Indian currency) and securities (comprising of fully/partly convertible debentures and/or secured premium notes and/or floating rates notes/ bonds or other debt instruments) issued/to be issued by the Company from time to time, in one or more tranches, upto an aggregate limit of Rs. 100 Crores (Rupees One Hundred Crores Only) together with interest as agreed, additional interest in case of default, accumulated interest, liquidated damages and commitment charges, all other costs, charges and expenses and all other monies payable by the Company in terms of respective loan agreement(s) or any other document entered / to be entered into between the Company and the lenders/agents/investors and trustees in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or any committees thereof and the lenders, agents or trustees.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalise the terms and conditions for creating the aforesaid mortgage and/or charge and to execute the documents and such other agreements and also to agree to any amendments thereto from time to time as it may think fit for the aforesaid purpose and to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to the above resolution.”

SRK

(i) Voted in favour of Resolution:

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
32	64758	92.8324

(ii) Voted against the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
1	5000	7.1676

(iii) Invalid Votes: Nil

j) Resolution 10

“RESOLVED THAT pursuant to the provisions of Section 188 any other applicable provisions, if any of the Companies Act, 2013 consent of the members be and is here by accorded for entering into related party transactions by the company with effect from 01 October 2014 up to the maximum amounts as stated herein below:

S.No	Nature of Transactions as per section 188 of the Companies Act, 2013	Name of the Director/ KMP who is related and nature of their relationship	Name of the Related Party	Amount (Rupees in Lakhs)
01	Availing or rendering of any services	Wholly Owned Subsidiary of M/s. MosChip Semiconductor Technology Limited and K.Ramachandra Reddy and C Dayakar Reddy are common Board Member	MosChip Semiconductor Technology, USA	1,000
02	Sale, Purchase or Supply of any Goods or Materials	Wholly Owned Subsidiary of M/s. MosChip Semiconductor Technology Limited and K.Ramachandra Reddy and C Dayakar Reddy are common Board Member	MosChip Semiconductor Technology, USA	--
03	Availing or rendering of any services	Directors/KMPs/ Relatives of KMPs/ Directors	Directors/KMPs/ Relatives of KMPs/ Directors	2,000

SRK

(i) Voted in favour of Resolution:

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
32	64758	92.8324

(ii) Voted against the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
1	5000	7.1676

(iii) Invalid Votes: Nil

k) Resolution 11

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (statutory modification (s) or re-enactment thereof, for the time being in force), the new draft Articles as contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

(i) Voted in favour of Resolution:

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
32	64758	92.8324

(ii) Voted against the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
1	5000	7.1676

(iii) Invalid Votes: Nil

l) Resolution 12

“RESOLVED THAT Pursuant to the provisions of Section 52 of the Companies Act, 2013 and Section 100 of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956 and 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Listing Agreement with the Stock Exchanges, Article 61(a) of the Articles of Association of the Company and subject to the confirmation of the Hon'ble High Court of Judicature at Hyderabad for the state of Telangana and the state of Andhra Pradesh and such other approvals as may be required, the approval of the Shareholders be and is hereby given that:



a.) the reduction in Paid up Share Capital of the Company from Rs. 460,355,170 (Rupees Forty Six Crores Three Lacs Fifty Five Thousand One Hundred and Seventy Only) divided into 46,035,517 Equity Shares of Rs.10 each to Rs. 92,071,034 (Rupees Nine Crores Twenty Lacs Seventy One Thousand Thirty Four Only) divided into 46,035,517 equity shares of Rs.2 each and that such reduction be effected by canceling the paid up share capital which has been lost or is unrepresented by available assets, to the extent of Rs.8 per share upon each of the 46,035,517 equity shares of Rs.10 each which have been issued and by reducing the paid up value of all the shares in the Company's paid up share capital from Rs.10 per share to Rs.2 per share.

b.) an amount of Rs.666,633,920 of Share Premium Account of the company as on 31.03.2013, which has been lost or is unrepresented by available assets, be written off and

c.) the major part of accumulated losses of the Company Rs.1,034,918,056 out of Rs.1,098,166,005 shown in the Profit & Loss Account as on 31.03.2013 be written off by utilizing the aforesaid reduction in the Paid up Capital amount of Rs.368,284,136 and the Share Premium amount of Rs.666,633,920.

d.) and Reduce the par value of the share from Rs.10 each to Rs.2 each, consequent to reduction of capital, on and from the date on which the scheme will come into effect, by way of a reduction on a proportionate basis from each Equity Shares of Rs.10 pursuant to the aforesaid reduction.

"RESOLVED FURTHER THAT Pursuant to the reduction of capital of the company, Clause No. V (a) in Memorandum of Association of the Company be altered as given hereunder: "The Authorised Share Capital of the Company is Rs.550,000,000 (Rupees Fifty Five Crores Only) divided into 275,000,000 (Twenty Seven Crores Fifty Lacs) equity shares of Rs.2 (Two Only) each with power of the company to consolidate & convert, subdivide, reduce or increase the capital unto issue any new shares with any preferential or special rights and conditions attached there to, subject to the Companies Act, 2013" "RESOLVED FURTHER THAT Pursuant to the reduction of capital of the company, Article no.4 in Articles of Association of the Company be altered as given hereunder:

"The Authorised Share Capital of the Company is Rs.550,000,000 (Rupees Fifty Five Crores Only) divided into 275,000,000 (Twenty Seven Crores Fifty Lacs) equity shares of Rs.2 (Two Only) each with power of the company to consolidate & convert, sub divide, reduce or increase the capital unto issue any new shares with any preferential or special rights and conditions attached thereto, subject to the Companies Act, 2013."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution and for removal of any difficulties or doubts, the Board or the Committee of the Board specially constituted for this purpose or any person(s) whom the Board or the above Committee may nominate, to exercise its powers, including the power, conferred under this Resolution, be and is hereby authorized to do all such acts, deeds, matters, things, as it may in its absolute discretion, deem necessary, expedient, usual or proper and to settle any claim any question or difficulty that may arise with regard to utilization/ adjustment of the paid up Share Capital Account and Share Premium

SRK

Account including passing of such accounting entries and/or making such other adjustments in the books of accounts, as considered necessary to give effect to the above Resolution or to carry out such modifications/ directions as may be ordered by the Hon'ble High Court of Judicature at Hyderabad for the state of Telangana and the state of Andhra Pradesh to implement the aforesaid Resolutions."

(i) Voted in favour of Resolution:

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
32	64758	92.8324

(ii) Voted against the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
1	5000	7.1676

(iii) Invalid Votes: Nil

4. A Compact Disc (CD) containing a list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
5. The poll papers and all other relevant records were sealed and handed over to the Company secretary / Director authorized by the Board for safe keeping.
6. The consolidated result of the votes cast (by E-voting and by poll) is provided as Annexure-1 to this report.

For S.Srikanth & Associates
Company Secretaries

S.Srikanth
S.Srikanth
C.P. # 7999

Date: 11.09.2014
Place: Hyderabad.

Annexure - 1

Consolidated result of voting (by E-voting and Poll) for resolution numbers 1 to 12 of the notice of the 15th Annual General Meeting of
"MosChip Semiconductor Technology Limited" held on Thursday, September 11, 2014 at 10.30 A.M

Total Valid votes Cast				Voted in Favour of Resolution			Voted Against Resolution				
ResIn.No.	E-Voting	Poll	Total	E-Voting	Poll	Total	Percentage	E-Voting	Poll	Total	Percentage
1	9,049,922	69,758	9,119,680	9,049,572	64,758	9,114,330	99.9413	350	5,000	5,350	0.0587
2	9,049,922	69,758	9,119,680	9,049,572	64,758	9,114,330	99.9413	350	5,000	5,350	0.0587
3	9,049,922	69,758	9,119,680	9,049,572	64,758	9,114,330	99.9413	350	5,000	5,350	0.0587
4	9,049,622	69,758	9,119,380	9,049,272	64,758	9,114,030	99.9413	350	5,000	5,350	0.0587
5	9,049,622	69,758	9,119,380	9,049,272	64,758	9,114,030	99.9413	350	5,000	5,350	0.0587
6	9,049,622	69,758	9,119,380	9,049,272	64,758	9,114,030	99.9413	350	5,000	5,350	0.0587
7	9,049,622	69,758	9,119,380	9,049,272	64,758	9,114,030	99.9413	350	5,000	5,350	0.0587
8	9,049,922	69,758	9,119,680	9,049,572	64,758	9,114,330	99.9413	350	5,000	5,350	0.0587
9	9,049,922	69,758	9,119,680	9,049,572	64,758	9,114,330	99.9413	350	5,000	5,350	0.0587
10	9,049,922	69,758	9,119,680	9,049,572	64,758	9,114,330	99.9413	350	5,000	5,350	0.0587
11	9,049,922	69,758	9,119,680	9,049,572	64,758	9,114,330	99.9413	350	5,000	5,350	0.0587
12	9,049,922	69,758	9,119,680	9,049,572	64,758	9,114,330	99.9413	350	5,000	5,350	0.0587

S. Sankar