Date: 20th November, 2026.

To The General Manager Department of Corporate Services BSE Limited, P. J. Towers, Dalal Street, Mumbai – 400 001 Scrip Code: 532407	To The Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Mumbai – 400 051 Scrip Symbol: MOSCHIP

Dear Sir/ Madam,

Sub: Corrigendum to the Notice of 1st Extraordinary General Meeting (EGM) for FY 2026-27 scheduled on 25th November, 2026 – Reg.

We draw your attention to this Corrigendum, further to the Notice of 1st Extraordinary General Meeting (EGM) for FY 2026-27 of the Members of MosChip Technologies Limited ("the Company") to be held on Wednesday, the 25th day of November, 2026 at 09:00 a.m. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), duly sent on 03rd November, 2026 to the Shareholders.

The corrigendum is being issued to inform the shareholders of the Company regarding amendments being made to the Notice and the Explanatory Statement pursuant to the queries / comments received from BSE Limited and National Stock Exchange of India Limited on the Company's applications for in-principle approval of the preferential issue under Item No. 1 of the Notice, on account of which one of the Proposed Allottees is not eligible to be allotted equity shares on preferential basis. Consequently, the number of equity shares proposed to be issued has been reduced from 50,50,686 to 50,38,472 and consequential changes have been made in the Notice.

A copy of the detailed corrigendum, along with the revised pages of the Notice and the Explanatory Statement as Annexures, is enclosed herewith. Except for the modifications set out in this Corrigendum, all other contents of the EGM Notice dated 28th October, 2026 shall remain unchanged.

This Corrigendum to the Notice of EGM is being sent today i.e., on 20th November, 2026, electronically to those Members whose email IDs are registered with KFin Technologies Limited ("Registrar and Transfer Agents" of the Company) or the Depositories. The Corrigendum to the Notice of the EGM shall also be made available on the Company's website at www.moschip.com.

You are requested to kindly take the same on record.

Yours truly,

For MosChip Technologies Limited

Suresh Bachalakura

Digitally signed by Suresh Bachalakura
Date: 2026.11.20 19:27:10 +05'30'

CS Suresh Bachalakura
Company Secretary & Compliance Officer

CORRIGENDUM TO NOTICE OF 1ST EXTRA-ORDINARY GENERAL MEETING FOR FINANCIAL YEAR 2026-2027 OF THE SHAREHOLDERS OF M/S MOSCHIP TECHNOLOGIES LIMITED TO 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:

MosChip Technologies Limited ("the Company") had, on 03rd November, 2026, circulated the Notice of the Extra-Ordinary General Meeting ("EGM"), dated October 28, 2026 ("EGM Notice"), to its shareholders through electronic mode. The EGM is scheduled to be convened on Wednesday, November 25, 2026, at 09:00 A.M. (IST) via Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

The Company hereby issues this Corrigendum to the EGM Notice ("Corrigendum") in accordance with the queries / comments received from BSE Limited and National Stock Exchange of India Limited pertaining to the preferential issue proposed under Item No. 1 of the EGM Notice.

Item No. 1: Approval for Issuance of 50,38,472 Equity Shares of the Company on Preferential Basis for Consideration other than Cash to the Shareholders of Vayavya Labs Private Limited;

Pursuant to the said queries / comments, it has been noted that one of the Proposed Allottees, Ms. Madhura Kolkur (S. No. 56 in the list of Proposed Allottees), is not eligible to be allotted equity shares on preferential basis. Accordingly, her name has been removed from the list of Proposed Allottees and the Swap Shares proposed to be allotted to her (12,214 equity shares) have been excluded from the preferential issue. As a result:

(i) the number of equity shares proposed to be issued on preferential basis stands reduced from 50,50,686 to 50,38,472 equity shares of face value of ₹ 2/- each, at the unchanged price of ₹ 222.14 per equity share;

(ii) the aggregate value of the Swap Shares stands revised from ₹ 1,12,19,59,388 to ₹ 1,11,92,46,170;

(iii) the number of Proposed Allottees stands revised from 69 to 68; and

(iv) the consequential changes have been made in the Notice and Explanatory Statement, including the post-issue shareholding pattern.

Wherever appearing in the EGM Notice, references to "50,50,686" equity shares (and the same in words), "₹ 1,12,19,59,388" and "69" Proposed Allottees shall be read as "50,38,472" equity shares (Fifty Lakhs Thirty Eight Thousand Four Hundred and Seventy Two), "₹ 1,11,92,46,170" (One Hundred and Eleven Crores Ninety Two Lakhs Forty Six Thousand One Hundred and Seventy) and "68" Proposed Allottees, respectively.

As it is not feasible to reproduce every change in this Corrigendum, the places where the changes have been made, together with the page numbers of the EGM Notice on which they appear, are set out below.

The pages of the EGM Notice reflecting these changes are enclosed as **Annexures 1 to 9** and form part of this Corrigendum. Members are requested to take note of the following changes:

S. No	Reference in the Notice	Page No.	Nature of change	Annexure
1	Item No. 1 – Heading and Special Resolution (number of Swap Shares in figures and words; aggregate value)	1	Number of Swap Shares revised to 50,38,472 (Fifty Lakhs Thirty Eight Thousand Four Hundred and Seventy Two) from 50,50,686; aggregate value revised to ₹ 1,11,92,46,170 from ₹ 1,12,19,59,388.	1
2	Item No. 1 – "Proposed allotment details" table forming part of the Resolution (table commences on page 2)	2-3	Name of Madhura Kolkur (S. No. 56; 505 VLPL shares; 12,214 Swap Shares; value ₹ 27,13,217.96) removed and subsequent allottees renumbered (earlier S. No. 57–69 now S. No. 56–68). Totals revised: VLPL shares offered for stock consideration 2,08,268 (earlier 2,08,773); Swap Shares 50,38,472 (earlier 50,50,686); value ₹ 1,11,92,46,170 (earlier ₹ 1,12,19,59,388).	2
3	Explanatory Statement – consideration for acquisition of 73% of VLPL (paragraphs (a) and (b))	18	1. VLPL shares to be acquired for cash revised to Rs. 154.79 crores for acquiring 2,87,979 shares (earlier 154.52 crores for acquiring 2,87,474 shares); 2. Swap Shares revised to 50,38,472 (earlier 50,50,686); aggregate value revised to ₹ 1,11,92,46,170 (earlier ₹1,12,19,59,388); VLPL shares to be acquired against Swap Shares revised to 2,08,268 (earlier 2,08,773).	3
4	Explanatory Statement – approval of the preferential issue by the Board	19	Number of Swap Shares (in figures and words) and aggregate value revised as in S. No. 1 above.	4
5	Explanatory Statement – Point A (Particulars of the offer), Point B (Objects of the issue) and Point C (Maximum number of securities)	20 & 21	Number of Swap Shares revised to 50,38,472 (in figures and words).	5
6	Explanatory Statement – Point I (Class of persons to whom the allotment is proposed to be made)	22	Number of Proposed Allottees revised to 68 (earlier 69).	6
7	Explanatory Statement – Point N (Names of the Proposed Allottees and the percentage of post-preferential capital that may be held by them)	24 & 25	Name of Madhura Kolkur (S. No. 56; pre-preferential holding 333 shares; post-preferential holding 12,547 shares) removed and subsequent allottees renumbered, total number of shares and post preferential percentage re-calculated.	7

S. No	Reference in the Notice	Page No.	Nature of change	Annexure
8	Explanatory Statement – Point T (Valuation and justification for the allotment proposed to be made for consideration other than cash)	26	Number of Swap Shares revised to 50,38,472 (earlier 50,50,686) and Cash consideration to Rs. 154.79 crores (earlier Rs. 154.52 crores)	8
9	Annexure – A (Pre & Post-issue shareholding pattern; Annexure – A)	29-30	Post-issue shareholding revised consequent to the reduction of 12,214 Swap Shares and addition in Notes.	9

All other contents of the EGM Notice dated October 28, 2026 shall remain unchanged. This Corrigendum forms an integral part of the EGM Notice and Members are requested to read the EGM Notice along with this Corrigendum. The Corrigendum is also being made available on the website of the Company at www.moschip.com.

By Order of the Board of Directors
For MosChip Technologies Limited

CS Suresh Bachalakura
Company Secretary (A39381)

Place: Hyderabad
Date: 20th November, 2026

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

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 50,38,472 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 **50,38,472 (Fifty Lakhs Thirty Eight Thousand Four Hundred and Seventy Two 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 ₹ 111,92,46,170 (Rupees One Hundred Eleven Crores Ninety Two Lakhs Forty Six Thousand One Hundred and Seventy 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	Tushar Sakhdeo	337	8,143	1,808,886.02
57	Uma Bali	105	2,545	565,346.30
58	Shetal Tigadoli	11	255	56,645.70
59	Sharad Sharma	4,070	98,460	21,871,904.40
60	Sanjay Bansal	328	7,929	1,761,348.06
61	Satya Narayan Bansal	999	24,173	5,369,790.22
62	Revathy Ashok	999	24,173	5,369,790.22
63	Naveen Gupta	999	24,173	5,369,790.22
64	Lex & Legal Services LLP	999	24,173	5,369,790.22
65	Telnet Ventures LLP	999	24,173	5,369,790.22
66	Nupur Gupta	801	19,369	4,302,629.66
67	Sadeesh Raghavan	998	24,152	5,365,125.28
68	Shobha Karwal	999	24,173	5,369,790.22
		2,08,268	**50,38,472**	**111,92,46,170**

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

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 ₹ 154.79 crores (Acquiring 2,87,979 shares from the Shareholders of VLPL ("**Proposed Allottees**")).

b) By issue of 50,38,472 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 ₹ 111,92,46,170 (Rupees One Hundred Eleven Crores Ninety Two Lakhs Forty Six Thousand One Hundred and Seventy only) for acquiring 2,08,268 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 **50,38,472 (Fifty Lakhs Thirty Eight Thousand Four Hundred and Seventy Two 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 ₹ 111,92,46,170 (Rupees One Hundred Eleven Crores Ninety Two Lakhs Forty Six Thousand One Hundred and Seventy 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 **50,38,472 (Fifty Lakhs Thirty Eight Thousand Four Hundred and Seventy Two 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 **50,38,472** 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:

50,38,472 (Fifty Lakhs Thirty Eight Thousand Four Hundred and Seventy Two 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 68 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:

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	0.04
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	Tushar Sakhdeo	-	-	8,143	0.00
57	Uma Bali	-	-	2,545	0.00
58	Shetal Tigadoli	-	-	255	0.00
59	Sharad Sharma	-	-	98,460	0.05
60	Sanjay Bansal	-	-	7,929	0.00
61	Satya Narayan Bansal	-	-	24,173	0.01
62	Revathy Ashok	-	-	24,173	0.01
63	Naveen Gupta	-	-	24,173	0.01
64	Lex & Legal Services LLP	-	-	24,173	0.01
65	Telnet Ventures LLP	-	-	24,173	0.01
66	Nupur Gupta	-	-	19,369	0.01
67	Sadeesh Raghavan	-	-	24,152	0.01
68	Shobha Karwal	-	-	24,173	0.01
	Total			**50,38,972**	**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 50,38,472 Equity Shares of your Company and ₹ 154.79 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.

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	44.36
Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	73,09,656	3.74	1,97,02,357	9.21
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**	**13,64,92,265**	**63.83**
Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)+(B)(4)	**11,86,36,228**	**60.75**	**13,72,01,588**	**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**	**21,38,43,986**	**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. The figure has been computed after considering: (a) the existing paid-up equity share capital of the Company; (b) the proposed allotment of 50,38,472 equity shares on a preferential basis; and (iii) the potential issuance of 1,35,26,888 equity shares upon full exercise of all outstanding ESOPs as of 30 September 2026.