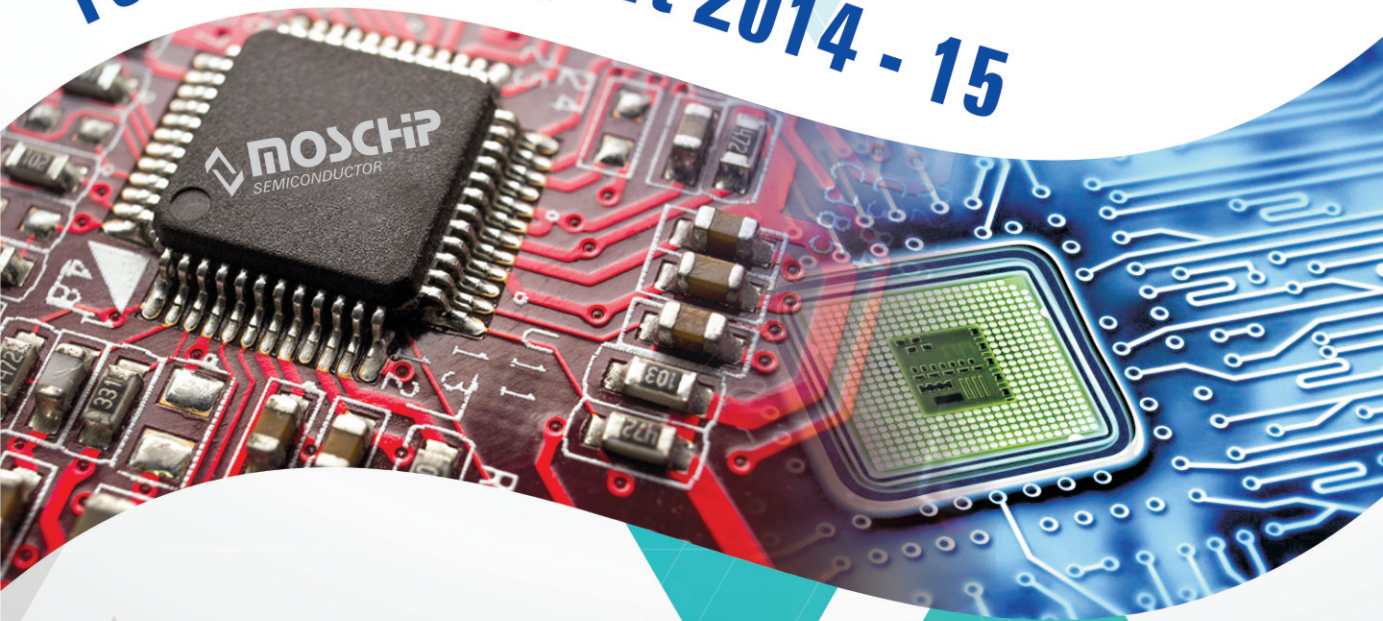


MOSCHIP

16th Annual Report 2014 - 15



MOSCHIP SEMICONDUCTOR TECHNOLOGY LIMITED

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. K. Ramachandra Reddy	-- Chairman & CEO
Mr. C. Dayakar Reddy	-- Managing Director
Mr. G. Prasad	-- Independent Director
Mr. K. V. Ramana	-- Independent Director
Mrs. Poornima Shenoy	-- Independent Women Director

COMMITTEES OF THE BOARD

Audit

Mr. G. Prasad	- Chairman
Mr. K. V. Ramana	- Member
Mrs. Poornima Shenoy	- Member

Nomination & Remuneration

Mr. G. Prasad	- Chairman
Mr. K. V. Ramana	- Member
Ms. Poornima Shenoy	- Member

Share Holders / Investor Grievance

Mr. G. Prasad	- Chairman
Mr. K. V. Ramana	- Member
Mrs. Poornima Shenoy	- Member

CS Suresh Bachalakura

Company Secretary & Compliance Officer

REGISTERED OFFICE

Plot No. 83 & 84, 2nd Floor
Punnaiah Plaza, Road No. 2
Banjara Hills, Hyderabad – 500034.
Telangana, India.
Tel: 040-6622-9292
Fax: 040-6622-9393

BANKERS

UCO Bank Limited

STATUTORY AUDITORS

M/S Gokhale & Co.
Chartered Accountants
3-6-322, Office No. 306, Mahavir House
BasheerBagh, Hyderabad – 500029

SECRETARIAL AUDITORS

M/s. BSS & Associates
Company Secretaries

REGISTRAR AND SHARE TRANSFER AGENTS

Karvy Computershare Pvt. Ltd.
Karvy Selenium, Tower B,
Plot No. 31 & 32, Financial District,
Gachibowli, Hyderabad - 500 032,
Telangana, India
Tel: 040-6716 1604
Email: einward.ris@karvy.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **Sixteenth Annual General Meeting** of MosChip Semiconductor Technology Limited will be held on Wednesday, the 30th September 2015 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 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Report of Directors, Profit and Loss Account for the financial year ended 31 March 2015 and the Balance Sheet as on that date and the report of Auditors thereon.
2. To appoint a Director in place of Mr. K. Ramachandra Reddy (holding DIN00042172), who retires by rotation and being eligible offers himself for re-appointment
3. To consider and if thought fit to pass with or without modifications(s), the following resolution as an ordinary resolution

"RESOLVED that pursuant to the provisions of section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the company hereby ratifies the appointment of M/s.Gokhale & Co., Chartered Accountants(Firm Registration No. 000942S) as statutory auditors of the company, made at the 15th Annual General Meeting(AGM), to hold office until the conclusion of the 18th AGM of the Company to be held in the year 2017 at such remuneration plus service tax, out-of-pocket, as may be mutually agreed between the board of directors of the company and the auditors.

AS SPECIAL BUSINESS:**Item No. 4:**

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

"RESOLVED THAT pursuant to the provisions of Sections 190, 196, 197 and 203 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act, consent of the members be and is hereby accorded to the re-appointment of Mr. K. Ramachandra Reddy (holding DIN00042172) as Chairman & Chief Executive Officer (CEO) of the Company for a period of 5 years commencing from August 31, 2015, on the terms and conditions of appointment and remuneration as follows:

Overall Remuneration

The remuneration payable to Mr. K. Ramachandra Reddy, in any financial year, shall not exceed five (5) per cent of the net profits of the Company and the overall remuneration payable to all Executive Directors including the Whole Time Director, in any financial year, shall not exceed ten (10) per cent of the net profits of the Company. In any financial year, during the tenure of Mr. K. Ramachandra Reddy, if the Company has no profits or its profits are inadequate, then Mr. K. Ramachandra Reddy will be paid in accordance with the provisions of **Schedule V** of the Act. Within the aforesaid ceiling, the remuneration payable to Mr. K. Ramachandra Reddy shall be as follows:

Salary (including perquisites)

30,00,000/- (Rupees Thirty Lakhs only) per annum by way of Salary, Dearness Allowance and any other allowances and perquisites with annual or mid-term increments as approved by the Board/Committee of the Board within a limit so that the total remuneration is within five (5) per cent of the net profits of the Company.

Commission:

Where the Company has sufficient profits, such percentage of Commission on the net profits of the company be paid in addition to salary and perquisites as may be determined by the Board of Directors of the Company at the end of each financial year; and such percentage of commission together with the salary and perquisites paid during the financial year shall not exceed 5% of the net profits, subject to overall ceilings stipulated in Sections 197 and 198 of the Companies Act, 2013, read with **Schedule V** of Companies Act, 2013 as amended from time to time.

Mr. K. Ramachandra Reddy shall also be eligible for Gratuity payable at a rate not exceeding half a month's salary for each completed year of service which shall not be included in the computation of the ceiling on remuneration specified above.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to these Resolutions".

Item No. 5:

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

"RESOLVED THAT pursuant to the provisions of Sections 190, 196, 197 and 203 and any other applicable provisions

NOTICE

of the Companies Act, 2013 ("the Act") and the rules made there under (including any statutory modification(s) or re-enactment there of for the time being in force), read with Schedule V to the Act, consent of the members be and is hereby accorded to the re-appointment of Mr. C. Dayakar Reddy (holding DIN00042663) as a Managing Director of the Company for a period of 5 years commencing from August 31, 2015, on the terms and conditions of appointment and remuneration as follows:

Overall Remuneration

The remuneration payable to Mr. C. Dayakar Reddy, in any financial year, shall not exceed five (5) per cent of the net profits of the Company and the overall remuneration payable to all Executive Directors including the Whole Time Director, in any financial year, shall not exceed ten (10) per cent of the net profits of the Company. In any financial year, during the tenure of Mr. C. Dayakar Reddy, if the Company has no profits or its profits are inadequate, then Mr. C. Dayakar Reddy will be paid in accordance with the provisions of **Schedule V** of the Act. Within the aforesaid ceiling, the remuneration payable to Mr. C. Dayakar Reddy shall be as follows:

Salary (including perquisites)

30,00,000/- (Rupees Thirty Lakhs only) per annum by way of Salary, Dearness Allowance and any other allowances and perquisites with annual or mid-term increments as approved by the Board/Committee of the Board within a limit so that the total remuneration is within five (5) per cent of the net profits of the Company.

Commission:

Where the Company has sufficient profits, such percentage of Commission on the net profits of the company be paid in addition to salary and perquisites as may be determined by the Board of Directors of the Company at the end of each financial year; and such percentage of commission together with the salary and perquisites paid during the financial year shall not exceed 5% of the net profits, subject to overall ceilings stipulated in Sections 197 and 198 of the Companies Act, 2013, read with **Schedule V** of Companies Act, 2013 as amended from time to time.

Mr. C. Dayakar Reddy shall also be eligible for Gratuity payable at a rate not exceeding half a month's salary for each completed year of service which shall not be included in the computation of the ceiling on remuneration specified above.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to these Resolutions".

Item no. 6:

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

"RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the stock exchanges where the equity shares of the Company are listed, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (the **"SEBI 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 and required under the applicable laws, rules, regulations, circulars and guidelines 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, from time to time, in one or more tranches, equity shares of face value of **Rs. 2/- (Rupees Two only)** each at a price of **Rs. 4.72/- (Four Rupees Seventy Two Paise only)** per equity share (including a premium of **Rs.2.72 /- (Two Rupee Seventy Two Paise only)** per equity share (hereinafter referred to as **"Issue Shares"**), to Mr. K. Ramachandra Reddy & Mr. K. Sandeep Reddy on a preferential basis.

Proposed Allotment Details:

S. No.	Name of The Proposed Allottee	No. of Equity Shares to be issued	Aggregate Value In Rupees
1	Mr. K. Ramachandra Reddy	25,42,373	1,20,00,000
2	Mr. K. Sandeep Reddy	24,36,441	1,15,00,000

RESOLVED FURTHER THAT the Issue Shares being offered, issued and allotted to Mr. K. Ramachandra Reddy & Mr. K. Sandeep Reddy by way of a preferential issue shall *inter alia* be subject to the following:

- (i) The Issue Shares to be offered, issued and allotted to Mr. K. Ramachandra Reddy & Mr. K. Sandeep Reddy shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- (ii) The Issue Shares to be offered, issued and allotted shall rank *paripassu* with the existing equity shares of the Company in all respects including as to dividend;
- (iii) The “Relevant Date” for the offer, issue and allotment of the Shares by way of a preferential issue, as per the SEBI Regulations, for the determination of minimum price for the issue of Shares is Monday, 31st August 2015, being 30 days prior to the date of the 16th Annual General Meeting;
- (iv) The Issue Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of SEBI Regulations; and
- (v) The Issue Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT subject to the provisions of SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the offer, issue and allotment of the Issue Shares and vary, modify or alter any relevant terms and conditions, including size of the preferential issue to the Investor, as it may deem expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to issue clarifications on the offer, issue and allotment of the Issue Shares, to execute all such writings and instruments and enter into arrangement/ agreements as the Board may in its absolute discretion deem necessary or desirable for purposes of this resolution, to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Issue Shares and utilisation of proceeds of the Issue Shares, take all others steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing in the best interests of the Company and its 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.”

Item No. 7

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

“RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and the 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, Listing Agreements entered into by the Company with the stock exchanges where the equity shares of the Company are listed, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“**SEBI 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 and required under the applicable laws, rules, regulations, circulars and guidelines 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 the resolutions) 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, from time to time, in one or more tranches, on a preferential basis up to an aggregate of 2,11,86,440 (Two Crore Eleven Lakhs Eighty Six Thousand Four Hundred and Forty Only) compulsorily convertible debentures of face value of **Rs. 4.72 /- (Four Rupees Seventy Two Paise only)** each at par aggregating to Rs. 10,00,00,000 (Rupees Ten Crore only) (hereinafter referred to as “**CCDs**”), with each CCD convertible into 1 (One) equity share at a conversion price of **Rs. 4.72 /- (**

NOTICE

Four Rupees Seventy Two Paise only) per equity share (hereinafter referred to as “**CCD Shares**”), to Optimend Sales Distribution Network Private Limited (hereinafter referred to as the “**Investor 1**”), M Pot Energy Ventures Private Limited (hereinafter referred to as the “**Investor 2**”), and Mr. PVBLN Reddy (hereinafter referred to as the “**Investor 3**”) and Mr. Pramod Mandalapu (hereinafter referred to as the “**Investor 4**”)

Proposed allotment details:

S. NO	Name of The Proposed Allottee	No. of CCDs to be issued	Aggregate Value In Rupees
1	M/s. Optimend Sales & Distribution Network Pvt Ltd	74,15,254	3,50,00,000
2	M/s. M Pot Energy Ventures Pvt Ltd	74,15,254	3,50,00,000
3	Mr. PVBLN Reddy	31,77,966	1,50,00,000
4	Mr. Pramod Mandalapu	31,77,966	1,50,00,000

RESOLVED FURTHER THAT the Board is hereby authorised to offer, issue and allot requisite number of CCD Shares to the holders of CCDs upon conversion.

RESOLVED FURTHER THAT the CCDs being offered, issued and allotted to **Investor 1, Investor 2, Investor 3 and Investor 4** by way of a preferential issue shall *interalia* be subject to the following:

- (i) The CCD Shares to be issued and allotted to **Investor 1, Investor 2, Investor 3 and Investor 4** shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company. CCDs to be offered, issued and allotted to **Investor 1, Investor 2, Investor 3 and Investor 4** shall be either in physical form or in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- (ii) The CCD Shares shall rank *paripassu* with the existing equity shares of the Company in all respects including as to dividend;
- (iii) The “Relevant Date” for the offer, issue and allotment of CCDs by way of a preferential basis, as per the SEBI Regulations, for the determination of the minimum price for the issue of the CCDs and CCD Shares is Monday, 31st August 2015, being 30 days prior to the date of this Annual General Meeting;
- (iv) The CCDs and CCD Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of SEBI Regulations;
- (v) Each CCD shall be automatically and compulsorily converted into one CCD Share within a period of 18 (eighteen) months from the date of their allotment; and
- (vi) CCD Shares will be listed subject to the receipt of the necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT subject to the provisions of SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of the CCDs including the time, mode and manner of conversion of CCDs into CCD Shares and to vary, modify or alter any of the terms and conditions, including size of the preferential issue to **Investor 1, Investor 2, Investor 3 and Investor 4** as it may deem expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to issue clarifications on the offer, issue and allotment of CCDs and conversion of CCDs into CCD Shares, to execute all such writings and instruments and enter into arrangement/ agreements as the Board may in its absolute discretion deem necessary or desirable for purposes of this resolution, to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of CCDs, conversion of CCDs into CCD Shares and utilisation of proceeds of CCDs, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing in the best interests of the Company and its 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.”

Item no: 8

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

“RESOLVED THAT pursuant to Section 62 (1) (C) & Section 42 and all other applicable provisions, if any, of the Companies Act, 2013 read with the enabling provisions of the Memorandum and Articles of Association of the Company and subject to the regulations/rules/guidelines issued by the Securities and Exchange Board of India (SEBI), Listing Agreement entered into with the Stock Exchanges and subject to such approvals, consents, permissions and sanctions of all other appropriate and / or concerned authorities and departments, if any, and subject to such conditions and modifications as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company(hereinafter referred to as “Board” which term shall be deemed to include any Committee constituted/to be constituted by the Board to exercise its powers conferred by this Resolution), which the Board be and is hereby authorized to accept, if it thinks fit in the interest of the Company, the consent of the Company be and is hereby accorded to the Board to offer, issue, allot and deliver **3,00,000 (Three Lakhs only) Equity warrants on preferential basis at a price of 4.72 /- (Four Rupees Seventy Two Paise only)** including a premium of **Rs.2.72 /- (Two Rupee Seventy Two Paise only)** in one or more tranches, convertible into 3,00,000(Three Lakhs only) equity shares (One Equity Share for one warrant issued) of the Company of the face value of Rs.2/- each to Mr. Madhu Mohan Venkat Katikineni for cash which shall upon conversion rank pari-passu with the existing equity shares of the Company, in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with SEBI (ICDR) Regulation, 2009 or other provisions of the law as may be prevailing at the time; provided that the minimum price of the warrants so issued shall not be less than the price arrived at in accordance with provisions of Chapter VII of SEBI (ICDR) Regulations, 2009.

RESOLVED FURTHER THAT the 'Relevant Date' for the purpose of determining the issue price of warrants is 31 August 2015, being 30 days prior to the date of Annual General Meeting (AGM) in pursuance of SEBI (ICDR) Regulation, 2009.

RESOLVED FURTHER THAT

- a) Each warrant be convertible into one equity share can be exercised at any time within a period of 18 months from the date of issue of such Warrants and on such other terms and conditions, subject to SEBI (ICDR) Regulation, 2009, as may be applicable, from time to time.
- b) In accordance with Chapter VII of SEBI (ICDR) Regulations, 2009, 25% of the consideration payable for the warrants (and the equity shares into which they are converted), shall be paid by the proposed allottees to the Company upon issue and allotment of the warrants.
- c) The amount paid on issue of warrants shall be forfeited if the warrants are not exercised within a period of 18 months from the date of issue of warrants.
- d) Equity Shares to be issued and allotted by the Company on exercising of the option against the warrants shall rank pari-passu in all respects with the then existing fully paid-up Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution and accept any alteration (s) or amendment (s) or corrections as they may deem fit and appropriate and give such directions/instructions as may be necessary to settle any questions, difficulties or doubts that may arise in regard to the offer, issue or allotment of the said securities and with a power to change the number of warrants hereby created, issued and offered to the person (s) referred above and within the limit mentioned above and also to seek listing of such securities at the Stock Exchanges where them existing securities are listed.

By Order of the Board of Directors

Hyderabad
31st August 2015

CS Suresh Bachalakura
Company Secretary

NOTICE

NOTES:

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business set out in the Notice, is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of him and such proxy need not be a member of the company. Proxies in order to be effective must be received by the company not less than 48 hours before the commencement of the meeting

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Register of Members and Share Transfer Books of the company will remain closed from 24-09-2015 to 30-09-2015 (both days inclusive).
7. To avoid inconvenience to members and to facilitate smooth conduct of the meeting, entry to the place of meeting will be only for members / proxies and is regulated by the attendance slip appended to the proxy form. Members are requested to affix their signature on it and hand it over at the entrance.
8. Members, who hold shares in de-materialized form, are requested to bring their Client ID and DP Id No's for easier identification of attendance at the meeting.
9. A member desirous of getting any information on the accounts or operations of the company is requested to forward his/her queries to the company at least seven working days prior to the meeting. So that the required information can be made available at the meeting.
10. Members are requested to notify immediately any change in their address to the company or to the Share Transfer Agents and in case their shares are held in dematerialized form, this information should be passed onto their respective Depository Participants without any delay.
11. In all correspondence with the company, members are requested to quote their folio numbers and in case their shares are held in dematerialized form they must quote their Client ID Number and their DP ID Number.
12. Members are requested to carry their copies of Annual Report as these will not be supplied at the meeting.
13. Trading in the equity shares of the company is in the compulsory demat form. Those members who have not demated their shares are requested to open the demat accounts with the depositories and get the shares demated at the earliest.
14. Electronic copy of the Notice of the 16th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 16th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
15. Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and the Clause 35B of the Listing Agreement the Company is pleased to provide members' facility to exercise their right to vote at the 16th Annual General Meeting ("AGM") by electronic means and the business may be transacted through e-voting services provided by Karvy Computer share Private Limited ("Karvy").

NOTICE

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16. It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link <http://evoting.karvy.com>. Shareholders can cast their vote online from 9 a.m. on 27th September, 2015 to 5 p.m. on 29th September, 2015. During the period, shareholders of the company holding shares either in dematerialized or physical form as on the cut-off date of 23rd September 2015, may cast their vote electronically.
 17. The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail IDs with the Company / their respective Depository Participants along with physical copy of the Notice. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail.
 18. The Company has appointed Mr. CS Puttaparthi Jaganatham, advocate as Scrutinizer for conducting the remote e-voting and Insta Poll process for the Annual General Meeting in a fair and transparent manner.
 19. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 23rd September, 2015 only shall be entitled to avail the facility of remote e-voting / Ballot.
 20. The facility for voting, through ballot or polling paper is available at the meeting and members attending the meeting who have not already cast vote by remote e-voting shall be able to exercise their rights at the meeting.
 21. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 1. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 23rd September, 2015, may obtain the User ID and password in the manner as mentioned below:
 - a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : MYEPWD <space> E-Voting Event Number+ Folio No. or DP ID Client ID to 9212993399
Example for NSDL:
MYEPWD <SPACE> IN12345612345678
Example for CDSL :
MYEPWD <SPACE> 1402345612345678
Example for Physical :
MYEPWD <SPACE> XXXX1234567890
 - b. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c. Member may call Karvy's toll free number 1-800-3454-001
 - d. Member may send an e-mail request to <https://evoting.karvy.com>.

If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

1. The remote e-voting facility will be available during the following period:
Commencement of remote e-voting : From 9.00 a.m. (IST) on September 27, 2015
End of remote e-voting : Up to 5.00 p.m. (IST) on September 29, 2015
The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.
 2. The Scrutinizer, after scrutinizing the votes cast at the meeting (Insta Poll) and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.
 3. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 30, 2015.
 4. Instructions and other information relating to remote e-voting:
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