

MOSCHIP

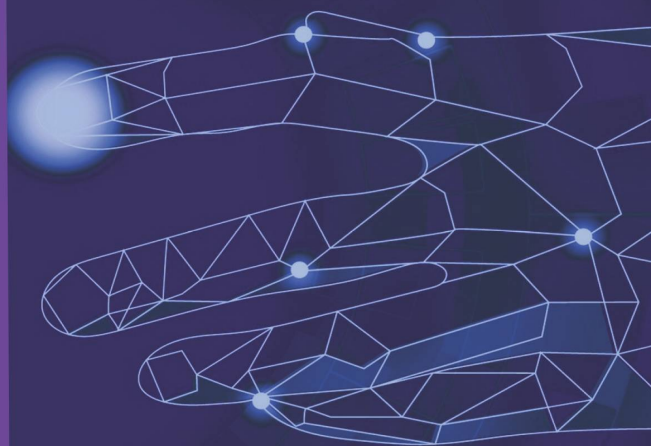
**MOSCHIP
TECHNOLOGIES
LIMITED**

Leading Provider of Semiconductor
and Embedded System Design
Services

www.moschip.com

**22nd
ANNUAL
REPORT**

MARCH 2021



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. K. Pradeep Chandra	--	Chairman
Mr. Venkata Sudhakar Simhadri	--	Managing Director & CEO
Mr. K. Ramachandra Reddy	--	Non-Executive Director
Mr. D. G. Prasad	--	Independent Director
Mr. Raja Praturi	--	Non-Executive Director
Mr. Damodar Rao Gummadapu	--	Non-Executive Director
Mrs. Madhurika Nalluri Venkat	--	Independent Director
Mr. Adiseshaiah Chowdary Jakkampudi*	--	Independent Director

* Mr. Adiseshaiah Chowdary Jakkampudi appointed as Independent Director w.e.f. 25th January, 2021.

COMMITTEES OF THE BOARD

Audit Committee.

Mr. D.G. Prasad	--	Chairman
Mr. K. Pradeep Chandra	--	Member
Mrs. Madhurika Nalluri Venkat	--	Member
Mr. Damodar Rao. G	--	Member

Nomination & Remuneration Committee.

Mr. D.G. Prasad	--	Chairman
Mr. K. Pradeep Chandra	--	Member
Mrs. Madhurika Nalluri Venkat	--	Member

Stakeholders Relationship Committee.

Mr. K. Pradeep Chandra	--	Chairman
Mr. D. G. Prasad	--	Member
Mrs. Madhurika Nalluri Venkat	--	Member

Mr. Venkata Sudhakar Simhadri

Chief Executive Officer

Mr. Jayaram Susarla

Chief Financial Officer

CS Suresh Bachalakura

Company Secretary & Compliance Officer

REGISTERED OFFICE

7th Floor, My Home Twitza,
TSIIC, Knowledge City,
Hyderabad,
Telangana – 500081.
Tel : 040-6622-9292
Fax : 040-6622-9393
Website: www.moschip.com

STATUTORY AUDITORS

M/s. S. T. Mohite & Co.
Chartered Accountants
G-5, B-Block, Paragon Venkatadri Apartments
3-4-812, Street No. 1, Barkatpura,
Hyderabad – 500 027.

SECRETARIAL AUDITORS

M/S B S S & Associates
Company Secretaries
Off: Parameswara Apartments
6-3-626, 5th Floor, 5 – A
Anand Nagar, Khairatabad
Hyderabad - 500 004.

REGISTRAR AND SHARE TRANSFER AGENTS

KFin Technologies Pvt. Ltd.
Karvy Selenium, Tower B,
Plot No. 31 & 32, Financial District,
Gachibowli, Hyderabad - 500 032,
Telangana, India
Tel: 040-4465 5209
Email: einward.ris@karvy.com

DIRECTORS' REPORT

To

The Members,

Your Directors take immense pleasure in presenting the 22nd Annual Report on the business and operations of your Company along with the Audited Standalone & Consolidated Financial Statements for the year ended 31st March 2021. The Consolidated performance of the Company and its subsidiaries has been referred to wherever required.

1. Summary of Financial Results

(Rs. In Lakhs)

	Year ended 31 March 2021		Year ended 31 March 2020	
	Consolidated	Standalone	Consolidated	Standalone
Income from operations	10,519.35	8,408.47	9,932.07	6,335.17
Other Income	172.73	336.82	178.25	307.39
Total Revenue	10,692.08	8,745.30	10,110.32	6,642.56
(Loss) / Profit before exceptional item, Interest, Depreciation & Tax	866.21	1,111.36	(1,332.47)	(695.28)
(Loss) / Profit before Interest, Depreciation & Tax	866.21	1,111.36	(3,069.44)	(1,734.91)
Less: Interest	857.08	832.82	637.55	524.46
Less: Depreciation	917.98	459.96	937.48	473.30
Profit/ (Loss) before tax	(908.85)	(181.42)	(4,644.47)	(2,732.67)
Less: Tax expense	6.22	3.13	(42.97)	1.49
Profit / (Loss) after tax	(915.08)	(184.55)	(4,601.50)	(2,734.16)
Add: Other comprehensive income / Loss	73.66	74.58	32.94	37.70
Net Profit / (Loss) for the year	(981.12)	(259.14)	(4,659.76)	(2,771.86)

2. Performance Review

Your Company, MosChip Technologies Limited is a fabless model semiconductor and Internet of Things/Everything (IoT/E) focused company. It specializes in product design and development services ranging from Chip Design to Systems Development. It works with Defense Labs as well as globally acclaimed chip design companies in the areas of Chip (SOC) design and development for Aerospace, Defence, Consumer and Industrial applications and IoT/E Products and Services across various industries.

The year 2020-21, is a most challenging year due to COVID-19. Even during these difficult times, Your Company could be able to deliver the best performance.

On consolidated basis, the income from operations grew to Rs.10,519.35 lakhs from Rs.9,932.07 lakhs registering a growth of 6% year on year. The increased growth during the current year is primarily Increase in revenue from design and development services. The profit before Interest, Depreciation and Tax stood at Rs. 866.21 lakhs while that of previous year loss stood at Rs. (3,069.44) lakhs. The Consolidated results however showed a Net Loss for the year at Rs. 981.12 lakhs as against a Net loss of Rs.4,659.76 lakhs in the previous year.

On a standalone basis, income from operations for the year stood at Rs. 8,408.47 lakhs as against Rs. 6,335.17 lakhs for the preceding year. Standalone Net Loss for the FY 2020-21 was Rs. 259.14 lakhs as against Net Loss of Rs. 2,771.86 lakhs for the FY 2019-20.

This performance was possible due to the proper vision and strategy of leadership team, efficient execution of operational team and with the support of dedicated employees, which is paving way for the long term sustainable growth. The Company is poised to be part of emerging opportunities by continuing to focus on its inherent strengths in services, turnkey solutions, IP, IoT & Training

The Performance review of the Company and its subsidiaries for the year is detailed in **Annexure - A** under 'Management Discussion & Analysis' annexed hereto pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Impact of the Covid-19 Pandemic:

- The COVID-19 pandemic is a global humanitarian and health crisis, that continues to impact all our stakeholders – employees, clients, investors and communities we operate in. Many countries are reporting the second and third waves of infections.

-
- MosChip's employees briefly returned to work in its new facilities in February 2021. However, the office had to be shut down again due to the second wave of COVID-19 and many positive cases in the office.
 - MosChip's employees continue to work from home except for some critical roles like senior management, finance and IT departments.
 - MosChip's has taken up a drive to provide free vaccination to all its employees and its immediate family members. A thorough thermal scanning and sanitization protocol was introduced at offices.
 - Most of our customer driven projects are on track with Moschip.
 - COVID situation continues to slow down MosChip's internal R&D and IP development.
 - However, the semiconductor and IT industry continues to flourish in spite of the challenges thrown with COVID situation.

4. Subsidiaries, Joint Ventures and Associate Companies

As on 31st March, 2021, the Company has 3 direct subsidiaries, namely;

- 01) MosChip Technologies, USA
- 02) Maven Systems Private Limited
- 03) MosChip Institute of Silicon Systems Private Limited.

There are no associate companies or joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013. There has been no material change in the nature of the business of the subsidiaries.

During the year, the Board of Directors reviewed the affairs of the subsidiaries. In accordance with Section 129(3) of the Companies Act, 2013, a statement containing salient features of the financial statements of the subsidiary companies in Form AOC-1 is enclosed as **Annexure – B** of the Board's Report.

Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited accounts in respect of subsidiary, are available on the website of the Company.

5. Dividend & Transfers to Reserves

In view of the losses your directors have not recommended any dividend for the year under review. As a result, there is no appropriation of any amount to the reserves of the Company during the year under review.

During the period under review, no amount was required to be transferred to the Investor Education and Protection Fund.

6. Share Capital

(a) Increase in Paid-up Share Capital

During the year under review, your Company has not issued any fresh equity shares. The issued, subscribed and paid-up equity share capital of your Company as on March 31, 2021 stood at Rs.31,59,82,804/- comprising of 15,79,91,402 Equity Shares of Rs.2/- each.

On 25.05.2021, the Company allotted 77,000 Equity Shares on exercise of ESOP scheme..

(b) Increase in Authorised Share Capital

During the year under review, there was no change in the Authorised Capital of the Company. As on 31.03.2021, the authorized share capital of your company was Rs.56,54,10,000 comprising 28,27,05,000 equity shares of Rs.2/- each.

(c) Buy Back of Securities

The Company has not bought back any of its securities during the year under review.

(d) Sweat Equity

The Company has not issued any Sweat Equity Shares during the year under review.

(e) Bonus Shares

The Company has not issued any bonus shares during the year under review.

(f) Equity Shares with differential rights

The Company has not issued any Equity Shares with differential rights.

(g) Dematerialization of Shares

99.67% of the company's paid up Equity Share Capital is in dematerialized form as on 31st March, 2021 and balance 0.33 % is in physical form. The Company's Registrars are KFin Technologies Pvt. Ltd., Karvy Selenium, Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad, Telangana- 500 032.

7. Major events occurring after the balance sheet date

(a) Material changes and commitments if any affecting the financial position of the Company occurred between the end of the financial year to which this Financial Statements relate and the date of the report

There have been no material changes and commitments, affecting the financial position of the Company which occurred during the period between the end of the financial year to which the financial statements relate and the date of this report..

(b) Change in the Nature of Business:

There is no change in the nature of business of the Company.

(c) Details of significant and material orders passed by the regulators/ courts/ tribunals impacting the going concern status and the Company's operations in future

There are no significant and material orders passed by the Regulators/ Courts which would impact the going concern status of the Company and its future operations.

8. Directors and Key Managerial Personnel

(a) Inductions, Changes & Cessations in Directorships during the year 2020-21.

Mr. Prasad Gajjala (DIN: 00026718) ceased to be exist as Director w.e.f. 15th June, 2020 due to his sad and sudden demise. The Board in its Meeting dated 20.07.2021 placed on record its appreciation for the Services, assistance and guidance provided by Mr. Prasad Gajjala as Independent Director of the Company for more than 15 years.

On recommendation of the Nomination and Remuneration Committee, the Board has re-designated Mr. Raja Praturi (DIN: 01819707)) as an Independent Director with effect from 15.10.2020. The members of the Company by way of special resolution has approved the re-appointment of Mr. Raja Praturi as an Independent Director in 21st Annual General Meeting held on November 27, 2020.

On recommendation of the Nomination and Remuneration Committee, the Board has appointed Mr. Adiseshaiah Chowdary Jakkampudi (DIN: 01109704) as an Additional Director in Independent Category with effect from 25.01.2021. Approval of members by way of ordinary resolution is required for the appointment of Mr. Adiseshaiah Chowdary Jakkampudi as an Independent Director at the ensuing Annual General Meeting scheduled to be held on September 13, 2021.

Subsequent to the end of the financial year March 31, 2021:

There is no change in Directorship subsequent to the end of the financial year March 31, 2021.

Directors retire by rotation:

Pursuant to the requirements of the Companies Act, 2013 and Articles of Association of the Company Mr. Kadiri Ramachandra Reddy (DIN:00042172), Non-Executive Director retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

(b) Key Managerial Personnel

Pursuant to the provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company as on March 31, 2021 are:

Mr. Venkata Sudhakar Simhadri	- Chief Executive Officer
Mr. Jayaram Susarla	- Chief Financial Officer
Mr. Suresh Bachalakura	- Company Secretary

(c) Independent Directors

In terms of Section 149 of the Companies Act, 2013 ('Act') Mr. Pradeep Chandra Kathi, Mr. Govinda Prasad Dasu, Ms. Nalluri Madhurika Venkat, Mr. Raja Praturi and Mr. Adisheshaiah Chowdary Jakkampudi are the Independent Directors of the Company. The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and are independent of the management. The Board of Directors of the Company has taken on record the declaration and confirmation submitted by the Independent Directors after undertaking due assessment of the veracity of the same. They are not liable to retire by rotation in terms of Section 149(13) of the Act.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise including proficiency in the fields of science and technology, digitalization, strategy, finance, governance, human resources, sustainability, etc. and that they hold highest standards of integrity.

Details of Familiarization Programme for the Independent Directors are provided separately in the Corporate Governance Report which forms a part of this Integrated Annual Report.

Independent Directors Declaration:

All Independent Directors have submitted a declaration that each of them meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 and there has been no change in the circumstances which may affect their status as an independent director during the year. In compliance with Rule 6(1) and (2) of Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, all Independent Directors have confirmed their respective registrations in the Independent Directors Databank.

(d) Familiarization programme for Independent Directors

At the time of appointment, the Company conducts familiarization programmes for an Independent Director through meetings with key officials of the Company. During these meetings, presentations are made on the roles and responsibilities, duties and obligations of the Director, Company's business, Company's strategy, financial reporting, governance and compliances and other related matters.

(e) Board evaluation

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("SEBI Listing Regulations").

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

(f) Audit Committee

The Composition of the Audit Committee is provided in the Corporate Governance Report forming part of this report. All the recommendations made by the Audit Committee were accepted by the Board.

(g) Nomination and Remuneration Committee:

Details pertaining to composition of the Nomination and Remuneration Committee are included in the Report on Corporate Governance.

The Company's Nomination and Remuneration Policy was prepared in conformity with the requirements of the provisions of Section 178(3) of the Act.

The Policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Section 178(3) for payment of remuneration to Directors and policy containing guiding principles for payment of remuneration to Senior Management, Key Managerial Personnel and other employees including Non-executive Directors has been uploaded on the website of the Company at <https://moschip.com/wp-content/uploads/2017/07/Nominatio-remuneration-Policy.pdf>.

Remuneration ratio of the Directors / Key Managerial Personnel (KMP) / Employees:

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as **Annexure – C** to this report.

(h) Stakeholders Relationship Committee

Details pertaining to composition of the Stakeholders Relationship Committee are included in the Report on Corporate Governance.

(i) ESOP plans

Nomination and Remuneration Committee of the Board of Directors of the Company, inter alia, administers and monitors the Employees' Stock Option Plan of the Company in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI Regulations"). There was no change in the ESOP scheme of the Company during the year.

During the year under report the company has Six schemes in operation as mentioned below, for granting stock options to the employees and directors of the company and its wholly owned subsidiary in accordance with SEBI (Share Based Employee Benefits) Regulations, 2014.

- (a) MosChip Stock Option Plan – 2005(MI)
- (b) MosChip Stock Option Plan – 2005(WOS)
- (c) MosChip Stock Option Plan – 2008
- (d) MosChip Stock Option Plan – 2008(ALR)
- (e) MosChip Stock Option Plan – 2008(Director)
- (f) MosChip Stock Option Plan – 2018

Disclosures with respect to Stock Options, as required under Rule 12 (9) of Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 are annexed herewith as **Annexure – D** to this report.

(j) Number of meetings of the Board

04 meetings of the Board were held during the year 2020-2021. Details of these meetings as well as the meetings of its Committees have been given in the Corporate Governance Report, which forms part of the Annual Report.

9. Corporate Social Responsibility (CSR) Initiatives:

Section 135 of the Companies Act, 2013 provides the threshold limit for applicability of the CSR to a Company i.e. (a) Networth of the Company to be Rs.500 crore or more; or (b) turnover of the company to be Rs.1,000 crore or more; or (c) net profit of the company to be Rs.5 crore or more. As the Company does not fall under any of the threshold limits given above, the provisions of Section 135 are not applicable to the Company.

10. Internal control systems and their adequacy:

The Company has adequate internal control system consistent with the nature of business and size of its operations, to effectively provide safety of its assets, reliability of financial transactions with adequate checks and balances, adherence to applicable statutes, accounting policies, approval procedures and to ensure optimum use of available resources. These systems are reviewed and improved on a regular basis. The Company has a comprehensive budgetary control system to monitor revenue and expenditure against approved budget on an ongoing basis.

The Company has an external audit firm to perform internal audit function to monitor and assess the adequacy and effectiveness of the Internal Controls and System across all key processes. Deviations, if any, are reviewed quarterly and due compliance is ensured. Summary of Significant Audit Observations along with recommendations and its implementation is reviewed by the Audit Committee and reported to the Board.

11. Vigil Mechanism / Whistle Blower Policy

In pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism / Whistle Blower Policy in line with listing regulations for directors and employees to report genuine concerns has been established. The Vigil Mechanism / Whistle Blower Policy has been uploaded on the website of the Company at <https://moschip.com/investor-relations/policies-documents/WhistleBlowerPolicy-document.pdf>

12. Deposits

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

13. Statutory Auditors and Auditors' Report

M/s. S. T. Mohite & Co., Chartered Accountants (Firm Registration No. 011410S) were appointed as the Statutory Auditors of the Company to hold office from the conclusion of the 18th Annual General Meeting (AGM) held on September 29, 2017 until the conclusion of the fifth consecutive AGM of the Company to be held in the year 2022.

The Notes on Financial Statements referred to in the Auditors Report are self-explanatory and do not call for any further comments.

The Report of the Statutory Auditors for the year ended 31st March, 2021 forming part of the Annual Report does not contain any qualification, reservation, observation, adverse remark or disclaimer. The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review.

Further, in compliance with the RBI requirements the Company has obtained Statutory Auditors Report in relation to downstream investments.

14. Internal Audit:

As per the provisions of Section 138 of the Act and the rules made there under, the Board of Directors had appointed M/s Gokhale & Co, Chartered Accountants, Hyderabad (FRN No: 000942S), as Internal Auditor to conduct the internal audit of the Company for the Financial Year 2020-21.

Further, on the recommendation of audit committee, the Board of Directors of the Company has approved the re-appointment of aforesaid audit firm as internal auditors for the Financial Year 2021-22.

15. Secretarial Audit

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors has appointed M/s. BSS& Associates, Company Secretaries for conducting Secretarial Audit of the Company for the financial year 2020-2021. The Secretarial Audit Report is annexed herewith as **Annexure – E**. The Secretarial Audit report does not contain any qualifications, reservation or adverse remark.

16. Cost Records and Audit

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable for the business activities carried out by the Company.

17. Conservation of energy, research and development, technology absorption, foreign exchange earnings and outgo

Information required under Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014, with respect to conservation of energy, technology absorption and foreign exchange earnings/outgo is included in **Annexure - F**.

18. Related Party Transactions:

Related party transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business. All Related Party Transactions are placed before the Audit Committee and before the Board for approval. Prior omnibus approval of the Audit Committee was obtained for the transactions which are of a foreseeable and repetitive nature. The particulars of contracts or arrangements with related parties referred to in section 188(1) and applicable rules of the Companies Act, 2013 in Form AOC-2 is provided as **Annexure - G** to this Annual Report.

The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act, 2013, the Rules thereunder and the Listing Regulations. This Policy was considered and approved by the Board has been uploaded on the website of the Company at <https://moschip.com/investor-relations/policies-documents/PolicyOnRelatedPartyTransactions-document.pdf>

19. Annual Return:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014 (as amended), a copy of the Annual Return of the Company shall be placed on the Website of the Company at www.moschip.com.

20. Particulars of Loans, Guarantees or Investments

Pursuant to Section 186 of Companies Act, 2013 and Schedule V of the Listing Regulations, disclosure on particulars relating to Loans, Advances, Guarantees and Investments are provided as part of the financial statements.

21. Directors' Responsibility Statement

Pursuant to Section 134(5) the Companies Act, 2013 and based upon representations from the Management, the Board, to the best of its knowledge and belief, states that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the Directors had prepared annual accounts on a going concern basis; and
- e) the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating effectively;
- f) the directors had devised proper systems to ensure compliance by the Company with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory, and secretarial auditors and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors, and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2020-2021.