



M-ISS
GETTING THE STUDENTS INDUSTRY READY!

13th Annual Report

2022 - 2023

**MosChip Institute of Silicon
Systems Pvt. Ltd.**

(A 'MosChip' group Company)

BOARD OF DIRECTORS

Mr. Srinivasa Rao Kakumanu	-- Director
Mr. Jayaram Susarla	-- Director
Mr. Venkata Sudhakar Simhadri	-- Director

REGISTERED OFFICE

A Wing, 6th Floor, Aurobindo Galaxy Hyderabad, Knowledge City Rd, Hyderabad,
Telangana 500081 Tel: +91 40 40258899

STATUTORY AUDITORS

M/s. S.T. Mohite & Co.
Chartered Accountants
G-5, B-Block, Paragon Venkatadri Apartments,
3-4-812, Street No. 01, Barkatpura,
Hyderabad – 500 027.

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NOTICE

Notice is hereby given that the 13th Annual General Meeting (“AGM”) of the members of Moschip Institute of Silicon Systems Private Limited will be held on Saturday, 30th day of September 2023 at 11:00 a.m. at the registered office of the company situated at A Wing, 6th Floor, Aurobindo Galaxy, Knowledge City Rd, Hyderabad, Telangana 500081, at shorter notice, to transact the following business:

Ordinary Business:

1. Adoption of Audited Financial Statements

To receive, consider, approve and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2023 including audited Balance Sheet as at 31st March, 2023 and the Statement of Profit and Loss Year ended on that date and the reports of the Board of Director’s (“the Board”) and Auditor’s thereon.

2. To appoint a Director in place of Mr. Venkata Sudhakar Simhadri (DIN: 01883241), who retires by rotation and being eligible offers himself for re-appointment and in this regard to pass the following resolution as an Ordinary Resolution.

“**RESOLVED THAT** Mr. Venkata Sudhakar Simhadri (DIN: 01883241), who retires by rotation in accordance with Section 152 of the Companies Act, 2013 be and is hereby re-appointed as a director liable to retire by rotation.”

3. Re-appointment of M/s. S. T. Mohite & Co., Chartered Accountants as Statutory Auditors of the Company for the second term of 5 years and fix their remuneration:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution
“**RESOLVED THAT** pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) pursuant to the recommendations of the Board of Directors of the Company, M/s. S. T. Mohite & Co., Chartered Accountants, Hyderabad having firm registration No.011410S, be and are hereby re-appointed as the Statutory Auditors of the Company for a term of five consecutive years, who shall hold office from the conclusion of this 13th Annual General Meeting till the conclusion of the 18th Annual General Meeting to be held in the year 2028 on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

by Order of the Board of Directors
for **Moschip Institute of Silicon Systems Private Limited**

Place: Hyderabad
Date: 20.09.2023

Jayaram Susarla
Director
DIN: 08077540

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company. The proxy form duly signed must be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for commencement of the meeting.
2. A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and, on a poll, to vote instead of himself and the Proxy need not be a Member of the company
3. Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the company not less than forty-eight hours before the time fixed for the Meeting.
4. A Corporate Member intending to send its authorized representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
5. Members/Proxies/Authorized Representatives are requested to bring the attendance slips duly filled in for attending the Meeting.
6. The Register of Directors and KMPs and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
8. This meeting is being called at a shorter Notice than the statutory required minimum of 21 clear days. Pursuant to the provisions of Section 101 of the Companies Act, 2013, an AGM may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than 95% of the members entitled to vote thereat. The members are accordingly requested to give their consents to hold the meeting at a shorter notice.
9. Route-map to the venue of the Meeting is provided at the end of the Annual Report.

Explanatory Statement
[Pursuant to Section 102 (1) of the Companies Act, 2013]

Item No. 3:

Ordinary Resolution: Re-appointment of Statutory Auditors for the second term of 5 years

The Members of the Company at the 8th Annual General Meeting ('AGM') held on September 29, 2018, had approved the appointment of M/s. S. T. Mohite & Co., Chartered Accountants, Hyderabad having firm registration No 011410S, as the Statutory Auditors of the Company for a period of 5 years commencing from the conclusion of the 08th AGM until the conclusion of the 13th AGM.

In accordance with the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013('the Act') read with the Companies (Audit and Auditors) Rules, 2014, the Company can appoint or reappoint an audit firm as Statutory Auditors for not more than two terms of five consecutive years. M/s. S. T. Mohite & Co is eligible for reappointment for a further period of five years.

The Board of Directors, at its meeting held on September 20, 2023, approved the re-appointment of M/s. S. T. Mohite & Co for the second term of five years to hold office from the conclusion of the 13th AGM till the conclusion of the 18th AGM to be held in the year 2028, upto Rs. 75,000 plus applicable taxes and reimbursement of out-of-pocket expenses for the financial year ended March 31, 2024 and proposed the same for approval of the members. Besides the audit services, the Company would also obtain certifications which are to be mandatorily received from the statutory auditors under various rules/regulations. The Board of Directors shall approve the revision in the remuneration of the statutory auditors, for the balance part of the tenure, based on the performance review and any additional efforts on account of changes in regulations or management processes, business acquisitions, internal restructurings or other considerations.

M/s. S. T. Mohite & Co. has consented to their appointment and confirmed that their appointment if made, would be in accordance with Section 139 read with Section 141 of the Act. M/s. S. T. Mohite & Co. has also confirmed that they have subjected themselves to the peer-review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board of ICAI'.

After assessing the performance of M/s. S. T. Mohite & Co. and considering the experience and expertise of M/s. S. T. Mohite & Co., the Board recommends the re-appointment of M/s. S. T. Mohite & Co. as Statutory Auditors for the second term of 5 years, as set out in the Resolution no. 3, for approval of the Members as an Ordinary Resolution.

Details of Directors seeking Appointment/ Re-appointment in the ensuing Annual General Meeting pursuant to Section 118 (10) of the Companies Act, 2013 and Secretarial Standard-2

Particulars	Venkata Sudhakar Simhadri
Date of Birth & Age	21/07/1963 60 years
Date of First Appointment	26/10/2018
Qualifications	BE, MS
Nature of Expertise in specific functional areas	Experience in Design, Manufacturing and Marketing of Various Integrated Chips (ICs), Semiconductor and Systems
Terms and conditions of appointment or re-appointment	Non-Executive Director liable to retire by rotation
Remuneration sought to be paid	Nil
Remuneration last drawn	Nil
Date of first appointment on the Board	29/03/2019
Directorships in other Companies	5
Member of the Committees of other Companies on which he/she is a Member	Nil
Number of equity shares held in the Company	Nil
Number of Board Meetings attended during the last year	5
Disclosure of Inter-se relationship between Directors and KMP's.	Nil

MGT – 11
PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies
(Management and Administration) Rules, 2014]

MOSCHIP INSTITUTE OF SILICON SYSTEMS PRIVATE LIMITED
(CIN: U72900TG2011PTC072006)

Regd. Office: A Wing, 6th Floor, Aurobindo Galaxy Hyderabad, Knowledge City Rd, Hyderabad,
Telangana 500081
Email ID- info@m-iss.in

Name (s) of the Member (s)	
Registered Address	
Email ID	
Folio No. / Client ID	
DP ID	

I / We being the member (s) of _____ shares of the above named Company, hereby appoint

1.	Name	
	Address	
	E-mail ID	
	Signature	

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 13th Annual General Meeting of the Company to be held on Saturday, 30th September, 2023, at 11.00 a.m. at A Wing, 6th Floor, Aurobindo Galaxy Hyderabad, Knowledge City Rd, Hyderabad, Telangana 500081 at shorter notice and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
1	Adoption of Audited Financial Statements for the year ended 31 st March, 2023 along with the Report of Board of Directors and Auditors thereon.
2	Appointment of Mr. Jayaram Susarla as Director liable to retire by rotation.
3	Re-appointment of M/s. S. T. Mohite & Co., Chartered Accountants as Statutory Auditors of the Company for the second term of 4 years and fix their remuneration.

Signed this _____ day of _____, 2023

Signature of the Shareholder:

Affix Revenue stamp

Signature of the Proxy holder(s):

NOTE: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

MOSCHIP INSTITUTE OF SILICON SYSTEMS PRIVATE LIMITED

(CIN: U72900TG2011PTC072006)

Regd. Office: A Wing, 6th Floor, Aurobindo Galaxy Hyderabad, Knowledge City Rd,
Hyderabad, Telangana 500081

ATTENDANCE SLIP

**PLEASE BRING THIS ATTENDANCE SLIP DULY COMPLETED WITHOUT FAIL AND
HAND IT OVER AT THE ENTRANCE FOR OBTAINING ENTRY PASS**

I / We hereby record my / our presence at the 13th Annual General Meeting of MOSCHIP INSTITUTE OF SILICON SYSTEMS PRIVATE LIMITED held at A Wing, 6th Floor, Aurobindo Galaxy Hyderabad, Knowledge City Rd, Hyderabad, Telangana 500081 on Saturday, the 30th September, 2023 at 11.00 a.m. at shorter notice.

Name of the Shareholder : _____

Folio No. : _____

Name of the proxy / representative, if any: _____

I certify that I am a registered Shareholder / Proxy for the Shareholder of the Company

Signature of the Shareholder / Proxy

Notes:

1. Attendance slip which is not complete in all respects shall not be accepted.
2. Joint Shareholders may obtain additional attendance slip on request.

DIRECTORS' REPORT

To
The Members
Moschip Institute of Silicon Systems Private Limited

Your Directors take pleasure in presenting the Thirteenth Annual Report on the business of the Company along with the audited statements of the company for the year ended 31st March 2023.

Financial Highlights:

Particulars	2022-23 Amount in Lakhs	2021-22 Amount in Lakhs
Total Income	392.37	203.89
Total Expenses	467.22	239.51
Profit /(Loss) before tax	(74.85)	(35.62)
Profit /(Loss) after tax	(74.85)	(35.62)
Profit/(Loss) b/f from previous period	(99.57)	(63.95)
Prior period adjustment (Short Provision for Income Tax for the Fy.2016-17)	Nil	Nil
Profit/(Loss) for Appropriation Sub Total (A)	(174.42)	(99.57)

REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS:

Operations:

During the year, the Company has achieved a total income of Rs.392.37 Lakhs when compared to the previous year Rs. 203.89 lakhs. Net loss for the FY 2022-23 was Rs.74.85 lakhs as against Rs.35.62 lakhs for the FY 2021-22.

State of Company's affairs and future outlook:

MosChip Institute of Silicon Systems Private Limited ('MISS') was started with the objective of creating a talent pool of trained engineers both for in-house requirement and to meet the ever growing demand from other MNCs. MISS provides training in following courses;

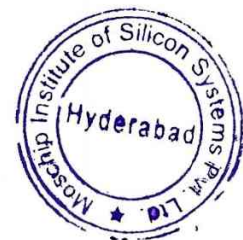
- 1) VLSI – Physical design
- 2) VLSI – Design Verification
- 3) Embedded Systems
- 4) VLSI – Analog Layout Training

MISS has trained more than 2000+ engineering students in the area of semiconductor design and development over the past 12 years.

MATERIAL CHANGES AND COMMITMENTS:

No material changes and commitments have occurred after the close of the year till the date of this Report, which affect the financial position of the Company.

CHANGE IN THE NATURE OF BUSINESS:



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

TRANSFER TO RESERVES:

It is not proposed to carry any amount to any Reserves. Hence, Disclosure under Section 134 (3) (j) of the Companies Act, 2013 is not required.

DIVIDEND:

In view of the planned business growth, your directors deem it proper to preserve the resources of the Company for its activities and therefore, do not propose any dividend for the financial year ended March 31, 2023.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

During the year, there was no unclaimed dividend amount to transfer to the Investor Education and Protection Fund.

TRANSFER OF SHARES RESULTING CHANGE IN HOLDING COMPANY

There were no changes in shareholding of the Company, MosChip Technologies Limited holds 100 % shareholding of the Company

SUBSIDIARIES OR ASSOCIATE COMPANIES OR JOINT VENTURES:

The Company is not having any Subsidiaries or Associate Companies or Joint Ventures for the period ended on 31st March, 2023.

SHARE CAPITAL:

Authorized Share Capital: The Authorized Capital of the Company as on 31.03.2023 was Rs.1,00,000 comprising of 10,000 Equity Shares of Rs.10 each.

Paid-up Share Capital: The Issued and Paid-up Capital of the Company as on 31.03.2023 was Rs.1,00,000 comprising of 10,000 Equity Shares of Rs.10 each.

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

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

Bonus Shares: The Company has not issued any Bonus Shares during the year under review.

Employees Stock Option: The Company has not provided any employee stock options to the employees.

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



BOARD OF DIRECTORS:

Appointments:

As on March 31, 2023 Mr. Jayaram Susarla, Mr. Venkata Sudhakar Simhadri and Mr. Srinivas Rao Kakumanu were the Directors of the Company. During the year under review, Mr. Venkata Giri Babu Kondaveeti, Whole Time Director of the Company resigned w.e.f 07.09.2022. Mr. Srinivas Rao Kakumanu was appointed as an Additional Director w.e.f 19.09.2022 and appointed as director of the Company in the 12th AGM held on 26.09.2022.

As per the Provisions of the Companies Act, 2013 and Articles of Association of Company, Mr. Venkata Sudhakar Simhadri, liable to retire by rotation at ensuing Annual General Meeting and being eligible, offer himself for re-appointment.

Based on the confirmations received from Directors, none of the Directors are disqualified from appointment under Section 164 of the Companies Act 2013.

Subsequent to the end of the financial year March 31, 2023:

KEY MANAGERIAL PERSONNEL:

The company is not required to appoint any Key Managerial Personnel as required under the provisions of Section 203 of the Companies Act, 2013.

BOARD MEETINGS

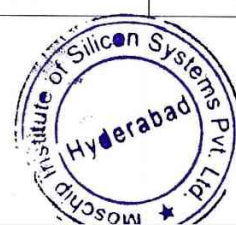
The Board met Five (05) times during the financial year 2022-2023. The intervening gap between any two meetings is within the period prescribed by the Companies Act, 2013.

Name of the Director →	Mr. Venkata Giri Babu Kondaveeti	Srinivasa Rao Kakumanu	Jayaram Susarla	Venkata Sudhakar Simhadri
Date of Meeting				
27.04.2022	Yes	NA	Yes	Yes
13.07.2022	Yes	NA	Yes	Yes
19.09.2022	NA	NA	Yes	Yes
24.10.2022	NA	Yes	Yes	Yes
24.01.2023	NA	Yes	Yes	Yes

The intervening gap between any two Board Meetings did not exceed the limit specified under the provisions of Companies Act, 2013.

Attendance of Directors

S. No	Name of the Director	Designation	No of Meetings which were entitled to attend	No. of Meetings Attended
1	Mr. Venkata Giri Babu Kondaveeti	Whole Time Director	2	2
2	Srinivasa Rao	Director	5	5



	Kakumanu			
3	Jayaram Susarla	Director	5	5
4	Venkata Sudhakar Simhadri	Director	5	5

General Meetings:

Type of Meeting	Date of Meeting	Total No. of members entitled to attend	Attendance	
			No. of members attended	% of total shareholding
12 th AGM	26.09.2022	2	2	100

SECRETARIAL STANDARDS

The Company complies with all applicable Secretarial Standards.

OTHER DISCLOSURES REQUIRED TO BE MADE UNDER THE COMPANIES ACT, 2013:

The Company is not required to make disclosures with respect to the following:

- (a) Constitution of Nomination and Remuneration Committee and Audit Committee and Vigil Mechanism
- (b) Secretarial Audit Report
- (c) Independent Directors
- (d) Corporate Governance or any other policies.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement of Section 134(5) of the Companies Act, 2013 and based on the representations received from the management, the directors hereby confirm that:

- i. In the preparation of the annual accounts for the financial year 2022-23, the applicable accounting standards have been followed and there are no material departures;
- ii. they have 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 of the Company for the financial year;
- iii. they have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Act. They confirm that there are adequate systems and controls for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. they have prepared the annual accounts on a going concern basis;
- v. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CORPORATE SOCIAL RESPONSIBILITY:

The provisions of Section 135 of the Companies Act, 2013 is not applicable for the year since the Company is not falling under the category of class of Companies as prescribed under the Companies (Corporate Social Responsibility Policy) Rules, 2014.



PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

There was no loan given or guarantee given, or investment made, or security provided pursuant to Section 186 of the Companies Act, 2013 during the year under review and hence the said provisions are not applicable.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES MADE PURSUANT TO SECTION 188 OF THE COMPANIES ACT, 2013.

All Related Party Transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. Hence, the provisions of Section 188 of the Companies Act, 2013 are not attracted. Thus, disclosure in Form AOC-2 is not required. Further, there are no materially significant Related Party Transactions during the year under review made by the Company with Promoters, Directors, Managerial Personnel or other designated persons.

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 <https://m-iss.in/>.

DEPOSITS:

During the year under review, the Company has neither invited nor accepted any deposits falling under the purview of Section 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

STATUTORY AUDITORS:

M/s. S. T. Mohite & Co., Chartered Accountants (FRN 011410S) were appointed as Statutory Auditors of your Company to hold office from the conclusion of the 8th AGM held in the year 2018, until the conclusion of the 13th AGM to be held in the year 2023. The proposal for re-appointment of M/s. S. T. Mohite & Co., as an Auditor was part of the 13th AGM of the Company for members approval for another term of 5 years from this AGM till the conclusion of the 18th AGM to be held in the year 2028.

The Company has received a certificate from M/s. S. T. Mohite & Co., Chartered Accountants (FRN 011410S), confirming their eligibility to continue as Auditors of the Company in terms of the provisions of Section 141 of the Companies Act, 2013 and the Rules framed there under.

COST RECORDS:

In terms of the provisions of Section 148 of the Companies Act, 2013, read with Rule 3 & 4 of the Companies (Cost Record and Audit) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, maintenance of cost records is not applicable to the Company.



TAX AUDITOR:

In terms of the provisions of Income Tax Act, 1961 and all other applicable provisions of the companies Act, 2013, the M/s. S.T. Mohite, Chartered Accountants has been appointed as Tax Auditor of the Company for the financial year 2023

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS.

There was no qualification, reservation or adverse remark made by the Auditors in their report.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143 (12) OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

There are no frauds as reported by the statutory auditors under sub-section 12 of Section 143 of the Companies Act, 2013 along with rules made there-under other than those which are reportable to the Central Government.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUT GO**Conservation of Energy:**

- (i) The Company has taken appropriate measures to conserve the energy wherever possible.
- (ii) No additional investment or measures for additional investments was made for the conservation of energy during the period under review.
- (iii) As there is no additional investment, there will be no impact of the same on the business of the Company.

Technology Absorption:

During the period under review, the Company has not absorbed any new Technology. No research and development activities are carried on by the Company.

Foreign Exchange Income and Out go:-

(Amounts in Lakhs, unless otherwise stated)

Particulars	2022-23	2021-22
Foreign Exchange Outgo	22.77	21.26
Foreign Exchange Earned	-	-
Foreign Exchange Used towards foreign travel	-	-

STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

DETAILS OF SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS / TRIBUNAL IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE

There are no significant material orders passed by the Regulators / Courts / Tribunal which would impact the going concern status of the Company and its future operations. Hence, disclosure pursuant to Rule 8 (5) (vii) of Companies (Accounts) Rules, 2014 is not required.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS PURSUANT TO RULE 8 (5) (viii) OF COMPANIES (ACCOUNTS) RULES, 2014:

The Company has in place adequate internal financial control system, commensurate with the size of its business operations.

INDIAN ACCOUNTING STANDARDS (IND-AS)

Your Company has adopted Indian Accounting Standards (Ind AS) with effect from April 1, 2018 pursuant to the Companies (Indian Accounting Standard) Rules, 2015 as notified by the Ministry of Corporate Affairs on February 16, 2015. Accordingly, your company has prepared Balance Sheet and Statement of Profit and Loss as prescribed in Schedule III to the Companies Act, 2013.

DISCLOSURE AS PER SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace and the Company has constituted Internal Complaints Committee in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under.

During the financial year 2022-23, the Company has not received any complaints on sexual harassment.

PARTICULARS OF EMPLOYEES:

The information required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable to the Company.

VIGIL MECHANISM

The Company has not formulated Vigil Mechanism as the provisions of Section 177(9) & (10) of the Companies Act, 2013 are not applicable to the Company.

DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR.

There were no proceedings initiated / pending against your Company under the Insolvency and Bankruptcy Code, 2016.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF



There were no instances where your Company required the valuation for one time settlement or while taking the loan from the Banks or Financial institutions.

ACKNOWLEDGEMENTS:

The Directors wish to convey their appreciation to business associates for their support and contribution during the year. The Directors would also like to thank the employees, shareholders, customers, suppliers, alliance partners and bankers for the continued support given by them to the Company and their confidence reposed in the management.

For and on behalf of the Board
for Moschip Institute of Silicon Systems Private Limited

Place: Hyderabad
Date: 20.09.2023



S. Jayaram
Jayaram Susarla
Director
DIN: 08077540

V. Simhadri
Venkata Sudhakar Simhadri
Director
DIN: 01883241



S.T. Mohite & Co.,
Chartered Accountants

G5, B-Block, Paragon Venkatadri Apartments,
3-4-812, Street No. 1, Barkatpura,
Hyderabad - 500 027. T.S. INDIA.
Mob. : +91 9848994508, 9848359721
Email : stmohite@yahoo.com

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF MOSCHIP INSTITUTE OF SILICON SYSTEMS PRIVATE LIMITED**

Report on the Audit of the Financial statements

Opinion

We have audited the accompanying financial statements of MosChip Institute of Silicon Systems Private Limited ('the Company'), which comprise the Balance Sheet as at 31 March, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes forming part of financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'the financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended ('Ind AS') and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2023 and its loss, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key audit matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Reporting of key audit matters as per SA 701, Key Audit Matters are not applicable to the Company as it is an unlisted company.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility and sustainable Report, Corporate Governance and Shareholder's information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.





Responsibility of Management and those charged with Governance for the Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Indian Accounting Standard ('Ind AS') and other accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management and Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors of the company are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's Report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.





Materiality is the magnitude of misstatements in the Financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

- 1) As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in 'Annexure-A' a statement on the matters specified in paragraphs 3 and 4 of the Order.
- 2) As required by Section 143(3) of the Act, based on our audit we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors as on 31 March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over with reference financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure-B'. Our report expresses an unmodified opinion on the adequacy and the operating effectiveness of the company's internal financial controls with reference to financial statements.
 - g. With respect to other matters to be included in the Auditors Report in accordance with requirements of section 197(6) of the Act, as amended:
In our opinion and to the best of our information and according to the explanation given to us, the remuneration paid by the company to its director's during the year is within the limits prescribed as per the provisions of section 197 of the Act.
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014(as amended), in our opinion and to the best of our information and according to the explanations given to us:





- i. The Company do not have contingent liabilities and pending litigations to disclose the impact of pending litigations on its financial position in its financial statements. Refer note. 23 to the financial statements.
- ii. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company
- iv.
 - a. The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b. The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - c. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. No dividend is declared or paid during the year by the company and accordingly, compliance with section 123 of the Act is not applicable to the company.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable with effect from April 1, 2023 to the Company and its subsidiaries, which are companies incorporated in India, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

Place: Hyderabad
Date: 23 May 2023



For S.T. Mohite & Co.
Chartered Accountants (Regd. No. 011410S)

Sree
SREENIVASA RAO T. MOHITE
Partner (Membership No. 015635)
ICAI UDIN: 23015635BGYJKU2012



Annexure 'A' to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of MosChip Institute of Silicon Systems Private Limited of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of the Company's property, plant and equipment, right-of-use assets and intangible assets:
 - (a)
 - A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
 - B) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has no intangible assets during the period under audit and accordingly clause 3(i)(a)(B) does not apply.
 - (b) The Company has a regular program of physical verification of its Property, Plant and Equipment, and right-of-use assets so to cover all the assets are verified on annual basis, in our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, all fixed assets were physically verified during the year. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
 - (c) The Company is not holding any immovable properties (Other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee). Accordingly clause 3(i)(c) of the Order is not applicable to the Company for the year under review.
 - (d) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
 - (e) According to the information and explanation given to us and on the basis of our examination of the records of the Company, there are no Proceedings have been initiated during the year or are pending against the Company as at 31 March 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988(as amended in 2016) and rules made thereunder.
- ii.
 - (a) According to the information and explanation given to us and on the basis of our examination of the records of the Company, there are no inventories to be physically verified by the management during the year and accordingly clause 3(ii)(a) of the Order is not applicable to the Company for the year under review.
 - (b) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits in excess of ₹ 5 crores, in aggregate, at any points of time during the year, from banks or financial institutions. Accordingly reporting under clause 3(ii)(b) of the Order is not applicable.
- iii. According to the information and explanation given to us, the Company has not granted any loans or advances in the nature of loans secured or unsecured, provided any guarantee or security to body corporate, firms, limited liability firms or other parties covered in the register required to be maintained under section 189 of the Act. Accordingly, the provisions of the clause 3(iii)(a) to (f) of the order are not applicable to the company for the period under review.
- iv. In our opinion and according to the information and explanation given to us, the Company has complied the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made as applicable.
- v. The Company has not accepted any deposits or amounts during the year as per provisions of Section 73 or 76 of the Act and relevant Rules framed thereunder. Accordingly, the clause 3 (v) of the Order are not applicable to the Company for the year under review.





- vi. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
- vii. In respect of statutory dues:
- (a) According to the information and explanation given to us by the Company and records of the Company examined by us, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
- There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.
- (b) According to the information and explanation given to us and on the basis of our examination of the records of the Company, there were no dues with respect to statutory payments like Income tax, Sales tax, Goods and service Tax, Customs duty, Exercise duty, Value added tax, Cess and other dues that have not been deposited by the company on account of any dispute.
- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act, 1961(43 of 1961).
- ix.
- (a) According to the information and explanation given to us by the Company and records of the Company examined by us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year. Accordingly, Clause 3(ix) of the order is not applicable.
- (b) The Company has not been declared a wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not obtained any term loans. Accordingly reporting under clause 3(ix)(c) of the Order is not applicable to the company for the period under review.
- (d) According to the information and explanation given to us by the Company and based on the procedures performed by us and on overall examination of financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purpose of the Company.
- (e) According to the information and explanation given to us by the Company and on overall examination of financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associate or Joint ventures.
- (f) According to the information and explanation given to us by the Company and based on the procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x.
- (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of share or fully or partly convertible debentures during the year. Accordingly, provisions of clause 3 (x)(b) of the Order are not applicable to the Company for the year under review.
- xi.
- (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.





- (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.
- (c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us. The company has not received any whistle blower complaints during the year. Accordingly, Clause 3(xi)(c) of the Order is not applicable.
- xii. The company is not a Nidhi Company as prescribed under Section 406 of the Act and Accordingly, clause 3(xii) of the Order is not applicable.
- xiii. In our opinion, and according to the information given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion and according to the information given to us, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
(b) We have considered the internal audit report for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedure.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding the financials year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year. Accordingly reporting under clause 3(xviii) is not applicable to the Company.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.





- xx. According to the information and explanation given to us by the Company and on verification the provisions of section 135 (Corporate Social Responsibility) of the Act, are not applicable to the company for the period under review. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year under review.
- xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

Place: Hyderabad
Date: 23 May 2023



For S.T. Mohite & Co.
Chartered Accountants (Regd. No. 011410S)

S. T. Mohite
SREENIVASA S. T. MOHITE
Partner (Membership No. 015635)
ICAI UDIN: 23015635BGYJKU2012



Annexure B to the Independent Auditors' Report

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of MosChip Institute of Silicon Systems Private Limited ("the Company") as of 31 March 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the Orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls over to financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.





Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Place: Hyderabad
Date: 23 May 2023



For S.T. Mohite & Co.
Chartered Accountants (Regd. No. 011410S)


SREENIVASA RAO T. MOHITE
Partner (Membership No. 015635)
ICAI UDIN: 23015635BGYJKU2012

MosChip Institute of Silicon Systems Private Limited

CIN: U72900TG2011PTC072006

Balance Sheet

All amounts in ₹ lakhs.

	Notes	As at 31-Mar-23	As at 31-Mar-22
ASSETS			
Non-current assets			
Property, plant and equipment	3a	69.32	9.09
Right-of-Use Asset	3b	540.41	-
Other financial assets	5	42.79	-
Total Non-current assets		652.52	9.09
Current assets			
Financial assets			
Cash and cash equivalents	6	6.23	5.20
Others	7	-	15.60
Other current assets	8	18.71	7.11
Income Tax Assets (Net)		7.17	-
Total Current assets		32.11	27.91
Total assets		684.63	37.00
EQUITY AND LIABILITIES			
Equity			
Equity share capital	9	1.00	1.00
Other equity	10	(174.42)	(99.57)
Total equity		(173.42)	(98.57)
Non-current liabilities			
Provisions	11	11.00	8.60
Lease liabilities	12	349.44	-
Total Non-current Liabilities		360.44	8.60
Current liabilities			
Financial liabilities			
Borrowings	13	247.38	99.85
Lease liabilities	14	203.68	-
Trade payables	15		
(a) total outstanding dues of micro and small enterprises		2.50	-
(b) total outstanding dues other than (a) above		36.52	-20.13
Other current liabilities	16	7.53	6.99
Total current liabilities		497.61	126.97
Total liabilities		858.05	135.57
Total equity and liabilities		684.63	37.00
Corporate information & Significant accounting policies.	1&2		

See accompanying notes forming part of the financial statements.

As per our report of even date attached**for ST Mohite & Co**

Chartered Accountants

Firm Registration Number: 011410S

Sreenivasa Rao T Mohite

Partner

Membership No.:015635

ICAI UDIN: 23015635BGYJKU2012

Place: Hyderabad

Date: 23 May 2023

**For and on behalf of the Board****MosChip Institute of Silicon Systems Pvt. Ltd.****Jayaram Susarla**

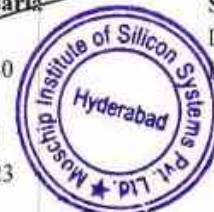
Director

DIN:08077540

Srinivasa Rao Kakumanu

Director

DIN:06726305



Place: Hyderabad

Date: 23 May 2023

MosChip Institute of Silicon Systems Private Limited

CIN: U72900TG2011PTC072006

Statement of Profit and Loss

All amounts in ₹ lakhs.

	Notes	Year ended 31-Mar-23	Year ended 31-Mar-22
I Income			
Revenue from operations	17	390.74	203.50
Other income	18	1.63	0.39
Total Income		392.37	203.89
II Expenses			
Other operating expenses	19	35.04	29.65
Employee benefits expenses	20	180.08	134.47
Finance costs	21	36.39	0.08
Depreciation and amortisation expense	4	161.12	12.01
Other expenses	22	54.59	63.30
Total expense		467.22	239.51
III Loss before tax (I - II)		(74.85)	(35.62)
IV Tax expenses			
Current tax		-	-
Total tax expense		-	-
V Loss after tax (III - IV)		(74.85)	(35.62)
VI Other comprehensive income			
Total Other Comprehensive Income		-	-
VII Total comprehensive income for the year (V - VI)		(74.85)	(35.62)
Earnings per equity share (nominal value of INR 2) in INR	27		
Basic		(748.50)	(356.20)
Diluted		(748.50)	(356.20)
Corporate information & Significant accounting policies.	1&2		
See accompanying notes forming part of the financial statements.			

**As per our report of even date attached
for ST Mohite & Co**

Chartered Accountants

Firm Registration Number: 011410S


Sreenivasa Rao T Mohite

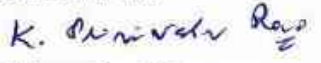
Partner

Membership No.:015635

ICAI UDIN: 23015635BGYJKU2012

Place: Hyderabad

Date: 23 May 2023

For and on behalf of the Board**MosChip Institute of Silicon Systems Pvt. Ltd.**
Jayaram Susarla
Director
DIN:08077540
Srinivasa Rao Kakumanu
Director
DIN:06726305

Place: Hyderabad

Date: 23 May 2023

MosChip Institute of Silicon Systems Private Limited

CIN: U72900TG2011PTC072006

Cash Flow Statement

All amounts in ₹ lakhs.

	Year ended 31-Mar-23	Year ended 31-Mar-22
A Cash flow from operating activities		
(Loss) / profit before tax	(74.85)	(35.62)
Adjustments for:		
Depreciation and Amortisation expenses	161.12	12.01
Finance costs	36.39	0.08
Provision for employee benefits	3.65	1.20
Working capital adjustments:		
(Increase) / decrease in other current assets	(11.60)	(0.06)
(Increase) / decrease in other financial assets	15.60	-
(Increase) / decrease in trade payables	18.89	10.20
(Increase) / decrease in provisions	(1.25)	-
(Increase) / decrease in current liabilities	0.54	(27.16)
Cash generated from operating activities before taxes	148.49	(39.35)
Income tax paid	(7.17)	-
Net cash flows from / (used in) operating activities(A)	141.32	(39.35)
B Cash flow from Investing activities		
Purchase of property, plant and equipment	(84.23)	(3.77)
Other financial assets	(50.65)	(5.10)
Net cash flows used in investing activities (B)	(134.89)	(8.87)
C Cash flow from financing activities		
(repayment) / Proceeds from short term borrowings, net	134.52	-
Repayment of lease liabilities	(116.54)	-
Finance cost paid	(23.38)	(0.08)
Net cash flows from/ (used in) financing activities (C)	(5.40)	(0.08)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	1.03	(48.30)
Cash and cash equivalents at the beginning of the year (refer note 11)	5.20	53.50
Cash and cash equivalents at the end of the year (refer note 6)	6.23	5.20

Cash flow statement has been prepared as per indirect method set out in IND AS 7, statement of cash flow.

See accompanying notes forming part of the financial statements.

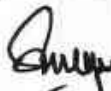
Corporate information & Significant accounting policies.

1&2

As per our report of even date attached**for ST Mohite & Co**

Chartered Accountants

Firm Registration Number: 011410S


Sreenivasa Rao T Mohite

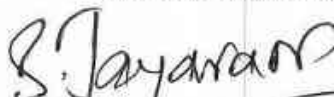
Partner

Membership No.:015635

ICAI UDIN: 23015635BGYJKU2012

Place: Hyderabad

Date: 23 May 2023


**For and on behalf of the Board****MosChip Institute of Silicon Systems Pvt. Ltd.**

Jayaram Susarla

Director

DIN:08077540

Place: Hyderabad

Date: 23 May 2023



Srinivasa Rao Kakumanu

Director

DIN:06726305

MosChip Institute of Silicon Systems Private Limited

CIN: U72900TG2011PTC072006

Statement of Changes in Equity

All amounts in ₹ lakhs.

a. Equity Share Capital

Equity shares of INR 10 each issued, subscribed and fully paid-up

	Shares	Amount
Balance as at 1 April 2021	10,000	100,000
Change in Equity share Capital during the year	-	-
Balance as at 31 March 2022	10,000	100,000
Change in Equity share Capital during the year	-	-
Balance as at 31 March 2023	10,000	100,000

b. Other equity

Particulars	Retained Earnings
Balance as at 1 April 2021	(63.95)
(Loss) / Profit for the year	(35.62)
Balance at 31 March 2022	(99.57)
(Loss) / Profit for the year	(74.85)
Balance at 31 March 2023	(174.42)

Corporate information & Significant accounting policies,
See accompanying notes forming part of the financial statements

1&2

As per our report of even date attached

for ST Mohite & Co

Chartered Accountants

ICAI Firm Registration Number: 011410S

Sreenivasa Rao T Mohite

Partner

Membership No.:015635

ICAI UDIN: 23015635BGYJKU2012

Place: Hyderabad

Date: 23 May 2023

For and on behalf of the Board

MosChip Institute of Silicon Systems Pvt. Ltd.

Jayaram Susarla

Director

DIN:08077540

Place: Hyderabad

Date: 23 May 2023

Srinivasa Rao Kakumanu

Director

DIN:06726305



1 Corporate Information

Moschip Institute of Silicon Systems Private Limited ('the Company') was incorporated on 03 January 2011 as a private limited company under the Companies Act, 1956. The Registered office of the Company is situated at Plot No.11, Galton Centre, Shilpi Valley, Madhapur, Hyderabad, Telangana 500081.

The Company is a 100% subsidiary of Moschip Technologies Limited.

The Company is engaged in to business of Training in Chip design and development. The Financial Statements for the year ended March 31, 2023 were approved by the Board of Directors and authorise for issue on 23 May 2023.

2 Significant accounting policies

2.1 Statement of Compliance

These financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

2.2 Basis for preparation of financial statements:

These financial statements have been prepared in Indian Rupee which is the functional currency of the Company.

These financial statements have been prepared on historical cost basis, except for certain financial instruments which are measured at fair value or amortised cost at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle.

2.3 Use of Estimates:

The preparation of financial statements requires the management of the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities on the date of financial statements, disclosure of contingent liabilities as at the date of the financial statements, and the reported amounts of income and expenses during the reported period. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

2.3 Use of Estimates:

Critical accounting estimates

(i) Income taxes and deferred taxes

The major tax jurisdictions for the Company are India. Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods. Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date.

The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry forwards become deductible. The Company considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of the deferred tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry-forward period are reduced.

(ii) Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by management at the time the asset is acquired and reviewed at the end of each reporting period. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

(iii) Provisions

A provision is recognised when the Company has a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

(iv) Estimation uncertainties relating to the COVID-19 pandemic

The Company has considered the possible effects that may result from COVID-19, a global pandemic, on the carrying amount of receivables, unbilled revenue, intangible assets and goodwill. In developing the assumptions relating to the possible future uncertainties in global economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements has used an internal and external source of information including economic forecasts. The Company based on current estimates expects the carrying amount of the above assets will be recovered, net of provisions.



2.4 Property, plant and equipment

Recognition and measurement

Property, Plant & Equipment and intangible assets are stated at cost less accumulated depreciation/amortisation and net of impairment. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable costs of bringing the item to its working condition for its intended use and estimated cost of dismantling and removing the item and restoring the site on which it is located. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably.

The cost of property, plant and equipment not available for use as at each reporting date is disclosed under capital work in progress.

Depreciable amount for assets is the cost of an asset, less its estimated residual value. Depreciation on Property, Plant & Equipment (including assets taken on lease), other than freehold land, is charged based on the straight line method on the estimated useful life as prescribed in schedule II to the Companies Act, 2013 except in respect of the certain categories of assets, where the life of the assets has been assessed based on internal technical estimate, considering the nature of the asset and estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes. The estimated useful lives of assets are as follows:

Useful lives of depreciable assets	Useful Life
Electrical Installation	10
Plant and Machinery	5
Furniture and fixtures	10
Office equipment's	5
Computers	3

2.5 Leases

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to MosChip's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the Company has concluded that no changes are required to lease period relating to the existing lease contracts.

2.6 Impairment of assets

(i) Financial assets

The Company applies the expected credit loss model for recognizing impairment loss on financial assets.

Expected credit loss is the difference between the contractual cash flows and the cash flows that the entity expects to receive discounted using effective interest rate.

(ii) Non-financial assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

2.7 Revenue recognition

The Company derives revenues primarily from business of Training in Chip design and development. Revenue is recognised upon receipt of fee from student and spread the same over a period of training duration.

2.8 Foreign currencies

In preparing the Financial Statements of the Company, transactions in currencies other than the company's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences on monetary items are recognised in statement of profit or loss in the period in which they arise.



2.9 Financial instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised in profit or loss.

(i) Non-derivative financial instruments:

Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash and that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost using the effective interest rate method less impairment losses, if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial liabilities

Financial liabilities are subsequently carried at amortised cost using the effective interest rate method or at FVTPL. For financial liabilities carried at amortised cost, the carrying amounts approximate fair values due to the short term maturities of these instruments. Financial liabilities are classified as at FVTPL when the financial liability is either contingent consideration recognised in a business combination, or is held for trading or it is designated as FVTPL. Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit and loss.

2.10 Employee benefits

Defined benefit plans

For defined benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling and the return on plan assets (excluding interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. The gratuity plan provides for a lump sum payment to employees at retirement, death, incapacitation or termination of the employment based on the respective employee's last drawn salary and the tenure of the employment.

2.11 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

Current tax is determined as the amount of tax payable in respect of taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.



2.12 Earnings per share

Basic earnings per share ("EPS") is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for any bonus shares issued during the period.

For calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares).

2.13 Provisions and Contingent liabilities & contingent assets

A provision is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance costs.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the financial statements.

2.14 Recent pronouncements

The Ministry of Corporate Affairs (MCA) notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31 March 2023, the MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below :

- (i) *Ind AS 1, Presentation of Financial Statements* – The amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Group has evaluated the amendment and the impact of the amendment is insignificant in the Group's financial statements.
- (ii) *Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors* – The amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Group has evaluated the amendment and there is no impact on its consolidated financial statements.
- (iii) *Ind AS 12, Income Taxes* – This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Group has evaluated the amendment and there is no impact on its consolidated financial statements.
 - (a) right-of-use assets and lease liabilities
 - (b) decommissioning, restoration and similar liabilities and the corresponding amounts recognized as part of the cost of the related asset.Therefore, if a company has not yet recognised deferred tax on right-of-use assets and lease liabilities or has recognised deferred tax on net basis, the same need to recognize on gross basis based on the carrying amount of right-of-use assets and lease liabilities
- (iv) *Ind AS 103 – Common control Business Combination* - The amendments modify the disclosure requirement for business combination under common control in the first financial statement following the business combination. It requires to disclose the date on which the transferee obtains control of the transferor is required to be disclosed.

Maintenance of Books of Accounts under Section 128 of the Companies Act, 2013

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (as amended), which provides for books of account to have the feature of audit trail, edit log and related matters in the accounting software used by the Company, is applicable to the Company only with effect from financial year beginning April 1, 2023, the reporting under clause (g) of Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), is currently not applicable.



3a Property, plant and equipment

Particulars	Computers	Electrical Installation	Furniture and fixtures	Office equipment's	Plant and Machinery	Total Tangible Assets
Cost						
At 1 April 2021	31.43	1.70	15.34	0.25	1.50	50.21
Additions	0.63	-	0.85	2.29	-	3.77
At 31 March 2022	32.06	1.70	16.18	2.54	1.50	53.98
Additions	85.58	-	-	1.99	-	87.57
Deletions	3.41	-	-	-	-	3.41
At 31 March 2023	114.23	1.70	16.18	4.53	1.50	138.14
Accumulated depreciation						
At 1 April 2021	27.53	0.47	3.79	0.12	0.96	32.87
Charge for the year	3.63	0.78	6.59	0.63	0.38	12.01
At 31 March 2022	31.15	1.25	10.39	0.76	1.34	44.89
Charge for the year	15.36	0.45	5.86	2.17	0.16	24.00
Deletions	-	0.00	0.06	-	0.00	0.07
At 31 March 2023	46.51	1.70	16.18	2.93	1.50	68.82
Carrying amount						
At 1 April 2021	3.90	1.23	11.55	0.13	0.54	17.34
At 31 March 2022	0.91	0.45	5.80	1.78	0.16	9.09
At 31 March 2023	67.71	-	-	1.60	-	69.32

3b Right-of-use assets

Particulars	RoU
Cost	
Balance at 1 April 2021	-
Additions / (Transfer)	-
Less: Deletions	-
Balance at March 31, 2022	-
Additions / (Transfer)	677.53
Less: Deletions	-
Balance at March 31, 2023	677.53
Accumulated amortisation	
Balance at 1 April 2021	-
Charge for the year	-
Deletions	-
Balance at March 31, 2022	-
Charge for the year	137.12
Deletions	-
Balance at March 31, 2023	137.12
Carrying amount	
Balance at 1 April 2021	-
Balance at March 31, 2022	-
Balance at March 31, 2023	540.41

Note : Leased asset acquired during the year

4 Depreciation and amortisation expense

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Depreciation	24.00	12.01
Amortisation of leased assets	137.12	-
Total	161.12	12.01

Note: Depreciation is charged on straight line method as per useful life specified in Schedule III of Companies Act 2013



MosChip Institute of Silicon Systems Private Limited
Notes forming part of Financial Statements
All amounts in ₹ lakhs.

	As at 31-Mar-23	As at 31-Mar-22
5 Other Financial assets- non current		
Unsecured, considered good		
Security deposits	42.79	-
	<u>42.79</u>	<u>-</u>
6 Cash and cash equivalents		
Balances with banks:		
- in Current account	6.23	5.20
	<u>6.23</u>	<u>5.20</u>
7 Other financial assets - current		
Unsecured, considered good		
Security deposits	-	15.60
	<u>-</u>	<u>15.60</u>
8 Other current assets		
Unsecured, considered good		
Indirect tax recoverable	3.54	2.65
Advance to Vendors	4.96	0.59
Prepaid expenses	10.21	3.87
	<u>18.71</u>	<u>7.11</u>
9 Equity share capital		
Authorised Share Capital		
10,000 (31 March 2022: 10,000) equity shares of Rs.10/- each fully paid-up	1.00	1.00
Issued, subscribed and fully paid-up		
10,000 (31 March 2022: 10,000) equity shares of Rs.10/- each fully paid-up	1.00	1.00
	<u>1.00</u>	<u>1.00</u>

(a) Reconciliation of shares outstanding at the beginning and end of the year

Particulars	As at 31 March 2023		As at 31 March 2022	
	No. of equity shares	Amount	No. of equity shares	Amount
Outstanding at the beginning of the year	10,000	100,000	10,000	100,000
Issued during the year	-	-	-	-
Outstanding at the end of the year	10,000	100,000	10,000	100,000

(b) Terms / rights attached to the equity shares

Equity shares of the Company have a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Details of shareholders holding more than 5% shares in the Company

Particulars	As at 31 March 2023		As at 31 March 2022	
	No. of equity shares	% of holding	No. of equity shares	% of holding
MosChip Technologies Limited (See Note below)	10,000	100%	10,000	100%

(d) 10,000 equity shares (including one(1) beneficial share held by nominee) are held by holding Company viz MosChip Technologies Limited

(e) Change in promoter holding

The entire share capital is held by Holding company viz MosChip Technologies Limited and its nominee. There is no change in Promoters holding during the year compared to their holding in previous year.

10 Other equity

Retained earnings		
Balance at the beginning of the year	(99.57)	(63.95)
Loss for the year	(74.85)	(35.62)
Balance at the end of the year	<u>(174.42)</u>	<u>(99.57)</u>
Total other equity	<u>(174.42)</u>	<u>(99.57)</u>

11 Provisions

Non-Current		
Provision for employee benefits - Gratuity	11.00	8.60
	<u>11.00</u>	<u>8.60</u>



Mo:Chip Institute of Silicon Systems Private Limited
Notes forming part of Financial Statements
All amounts in ₹ lakhs.

	As at 31-Mar-23	As at 31-Mar-22
12 Non-Current financial liabilities		
Leased liabilities - Non Current	349.44	-
	<u>349.44</u>	<u>-</u>
13 Borrowings		
Unsecured		
Demand loans		
Loan from related parties		
Holding Company (refer note 25)	247.38	99.85
	<u>247.38</u>	<u>99.85</u>
14 Non current lease liabilities		
Non current lease liabilities	203.68	-
	<u>203.68</u>	<u>-</u>
15 Trade payables		
(a) total outstanding dues of micro and small enterprises	2.50	-
(b) total outstanding dues other than (a) above	36.52	20.13
	<u>39.02</u>	<u>20.13</u>

Trade payable ageing schedule for the year ended 31 March 2023

	Not due	less than 1 year	1 - 2 years	2- 3 years	More than 3 years	Total
(i) MSME	2.50	-	-	-	-	2.50
(ii) Others	13.91	0.62	0.56	-	-	15.08
Total	16.41	0.62	0.56	-	-	17.59
Accrued Expenses						21.43
Total trade payable						39.02

Trade payable ageing schedule for the year ended 31 March 2022

	Not due	less than 1 year	1 - 2 years	2- 3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-	-
(ii) Others	1.55	2.75	-	-	-	4.29
Total	1.55	2.75	-	-	-	4.29
Accrued Expenses						15.84
Total trade payable						20.13

16 Other current liabilities		
Statutory liabilities	4.73	2.19
Revenue received in advance	2.80	4.80
	<u>7.53</u>	<u>6.99</u>



MosChip Institute of Silicon Systems Private Limited**Notes forming part of Financial Statements**

All amounts in ₹ lakhs.

	Year Ended 31-Mar-23	Year Ended 31-Mar-22
17 Revenue from operations		
Training fee	390.74	203.50
	390.74	203.50
18 Other income		
Miscellaneous income	0.06	0.39
Interest income on financial assets carried at fair value (Lease deposit)	1.57	-
	1.63	0.39
19 Other operating expenses		
Software tools cost	35.04	29.65
	35.04	29.65
20 Employee benefits expense		
Salaries, wages and bonus	174.79	133.01
Contribution to provident and other funds	3.65	1.20
Staff welfare expenses	1.64	0.26
	180.08	134.47
21 Finance costs		
Bank charges	0.07	0.08
Interest on other loans	13.01	-
Interest on Leased Liability	23.31	-
	36.39	0.08
22 Other expenses		
Power and fuel	6.67	6.96
Repairs and maintenance	1.44	1.66
Auditors remuneration (refer note no below)	1.00	0.68
Lease rentals (refer note no 26)	20.70	35.63
Rent on equipment's	8.46	4.56
Business promotion and advertisement expenses	1.63	1.79
Security expenses	2.16	3.90
Rates and taxes	3.53	0.17
Professional charges	1.18	0.95
Printing and stationery	1.18	0.12
Software expenses	0.58	0.35
Communication expenses	0.35	0.36
Foreign Exchange Gain / Loss (Net)	0.31	0.46
Travelling and conveyance	0.75	0.94
Insurance	0.03	0.04
General expenses	4.62	4.73
	54.59	63.30
Audit fee details		
Statutory audit fee	0.70	0.30
Tax audit fee	-	0.25
Other services (Incl. limited reviews)	0.30	0.13
Total	1.00	0.68



MosChip Institute of Silicon Systems Private Limited**Notes forming part of Financial Statements**

All amounts in ₹ lakhs, except share data and where otherwise stated.

23 Contingent Liabilities and capital commitments:

The Company does not have any contingent liabilities and capital commitment

24 Going concern

The Company's operations were stymied due to adverse impact of Covid – 19 pandemic prolonged lockdowns which resulted in operations and profitability at dismal level and consequential losses and improved performance during last year. During the year ended March 31, 2023, the Company has moved towards a growth trajectory, which was demonstrated by the Company's performance and the management's endeavours to develop the Company's business. The Company also moved to a new premises in a better location and also availed additional loan from its parent entity. The company made operational profit for the current year. The Company is confident that the Company's financial performance would make a turn around and make profits in next few years. While the Parent entity continues to support the Company both operationally and financially, management of the Company is confident about better financial performance in the years to come. Accordingly, the financial statements have been prepared on a going concern basis.

25 Related party disclosures**a) List of related parties and relationships**

Name of the Related party	Relation as on 31 March 2023
MosChip Technologies Limited	Holding Company

b) Details of all transactions with related parties during the year:

Particulars	Year ended 31-Mar-23	Year ended 31-Mar-22
Transactions with Key Management Personnel		
Remuneration to Director - Venkata Giri Babu Kondaveeti *	23.78	45.10
Revenue from operations		
MosChip Technologies Limited	358.57	-
Interest expenses		
Interest on loan from Holding Company	13.01	-

* Mr. Venkata Giri Babu Kondaveeti resigned as Director on 07 September 2022

c) Balances outstanding

Particulars	As at 31-Mar-23	As at 31-Mar-22
MosChip Technologies Limited Payable	(247.38)	(99.85)

26 Leases**Where the Company is a lessee:**

The Company has elected not to apply the requirements of Ind AS 116 to leases which are expiring within 12 months from the date of transition by class of asset and leases for which the underlying asset is of low value on a lease-by-lease basis.

After considering current and future economic conditions, the Company has concluded that all lease agreements are cancellable, hence there are no leases which falls under Ind AS 116 Leases.

The Company has taken various office premises under operating leases. The leases typically run for a term ranging from one to five years, with an option to renew the lease after the term completion. The escalation clause in these arrangement ranges from 5% to 15%.

i) Lease rents under the operating Leases are recognized in the Statement Profit and Loss on a accrued basis. The total charge as rent to the Statement of Profit & Loss for the year is Rs.20.70 lakhs for Office.

Particulars	Year ended 31-Mar-23	Year ended 31-Mar-22
Variable lease payments		
Expenses relating to Short term Leases	20.70	35.63
Expenses relating to low value assets, excluding short term leases low value assets	-	-
Total	20.70	35.63



27 Earnings per share

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity Shares.

The following table sets out the computation of basic and diluted earnings per share:

Particulars	Year ended	Year ended
	31-Mar-23	31-Mar-22
Loss for the year	(74.85)	(35.62)
Loss attributable to equity share holders	(74.85)	(35.62)
Shares		
Weighted average number of equity shares outstanding during the year – basic and diluted	10,000	10,000
Earnings per share of par value ₹ 10 – Basic (₹)	(748.50)	(356.20)
Earnings per share of par value ₹ 10 – Diluted (₹)	(748.50)	(356.20)

28 Dues to Micro, small and medium enterprises

The Company sought the information from all the suppliers about MSME registrations. Based on the information submitted by the supplier and information available with the Company, there are no outstanding amounts payable to creditors except Rs.2.5 lakhs (due within the specified period) who have been identified as suppliers within the meaning of Micro, Small and Medium Enterprises Development (MSMED) Act, 2006. Hence there is no reportable information as required as per Sec 22(i) to (vi) of the MSMED Act, 2006 read with Schedule III of Companies Act, 2013.

The disclosure pursuant to the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED Act) for dues to micro enterprises and small enterprises as at, March 31, 2023 and March 31, 2022 is as under:

Particulars	Year ended	Year ended
	31-Mar-23	31-Mar-22
Dues remaining unpaid to any supplier		
Principal	2.50	-
Interest on the above	-	-
Amount of interest paid in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
Amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006.	-	-
Amount of interest accrued and remaining unpaid.	-	-
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act, 2006*	-	-



29 Financial instruments

The significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 2.9 to the financial statements.

(a) Financial assets and liabilities

The carrying value of financial instruments by categories as at March 31, 2023 is as follows:

	Fair value through profit or loss	Fair value through other comprehensive income	Amortised cost	Total carrying value
Financial asset				
Cash and cash equivalents	-	-	6.23	6.23
Financial asset - Non current	-	-	42.79	42.79
Total	-	-	49.02	49.02
Financial liabilities				
Trade payables	-	-	39.02	39.02
Lease liabilities - non current	-	-	349.44	349.44
Lease liabilities - current	-	-	203.68	203.68
Total	-	-	592.14	592.14

The carrying value of financial instruments by categories as at March 31, 2022 is as follows:

	Fair value through profit or loss	Fair value through other comprehensive income	Amortised cost	Total carrying value
Financial asset				
Cash and cash equivalents	-	-	5.20	5.20
Financial asset	-	-	15.60	15.60
Total	-	-	20.80	20.80
Financial liabilities				
Trade payables	-	-	20.13	20.13
Total	-	-	20.13	20.13

*The fair value of cash and cash equivalents, other balances with bank, trade receivables, unbilled receivables, loans, trade payables, borrowing and certain other financial assets and liabilities approximate their carrying amount largely due to the short term nature of these instruments.

(b) Financial risk management objectives and policies

The Company is exposed to market risk. The Company's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Financial instruments affected by market risk include refundable deposits.

Liquidity risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments

	On demand	Less than 1 year	1-3 years	3 to 5 years	> 5 years	Total
Year ended March 31, 2023						
Trade payables	-	39.02	-	-	-	39.02
Year ended March 31, 2022						
Trade payables	-	20.13	-	-	-	20.13



MosChip Institute of Silicon Systems Private Limited
Notes forming part of Financial Statements

All amounts in ₹ lakhs.

30 Additional regulatory information

a. Details of Benami Property held

The company does not hold any benami property as defined under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder. No proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

b. Relationship with Struck off Companies

The company doesn't have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

c. Revaluation Of Property, Plant and Equipment and Intangible Assets

The Company has not done revaluation of Property, Plant and Equipment / Intangible assets.

d. Utilisation Of borrowed funds and share premium

As on March 31, 2023 there is no unutilised amounts in respect of any issue of securities and the company has not obtained any fresh long term borrowings from banks and financial institutions.

e. Undisclosed income

The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (Such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

f. Details of crypto currency or virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the financial year.

g. Registration of charges or satisfaction with registrar of companies

The company does not have any charges or satisfaction, which is yet to be registered with ROC beyond the statutory period.

h. Compliance with number of layers of companies

The Company is in compliance with the number of layers prescribed under clause (87) of section 2 of the Companies Act read with the Companies (Restriction on number of Layers) Rules, 2017.

i. Loans and advances to KMP's

The Company has not granted any loans or Advances in the nature of Loans to Promoters, Directors, KMPs and other related parties.

j. Immovable properties

The company does not hold any immovable properties.

k. Borrowings from Banks or Financial Institutions

The Company has no borrowings from Banks or Financial Institutions on the basis of security of Current Assets. Accordingly disclosing disagreement of values between books of account and returns submitted to banks is not applicable for the year. The Company is not declared as willful defaulter by any Bank or Financial Institutions or RBI or other lenders.

l. Ratios are submitted separately as per note no 32

m. Scheme of arrangements

There are no Schemes of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

n. Corporate Social Responsibility

The company has reported loss for the year and immediately preceding financial year and provisions of section 135 and CSR disclosures does not apply to the company for the year.

o. Capital work in progress

The company does not hold any Capital Works -in - Progress and Intangible asset under development. Accordingly disclosing ageing schedule and overrun for Capital Works -in - Progress and Intangible asset under development is not applicable for the year.

p. Utilisation of Borrowed funds & Share Premium

The Company has not advanced or loaned or invested any funds in any other person(s) or entity(ies), including foreign entities (intermediaries) with understanding that the intermediary shall be directly or indirectly lend or invest in other person or entities on behalf of the company or provide any guarantee or security or the like to or on behalf pf the company.

The Company has not received any funds from any person(s) or entity(ies), including foreign entities (funding party) with the understanding that company shall lend or invest in other person or entity identified in any manner by or on behalf of the funding party/ Ultimate beneficiary or provide any guarantee or security or the like on behalf of the funding party/ Ultimate beneficiary.

31 The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate
- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries



MosChip Institute of Silicon Systems Private Limited
Notes forming part of Financial Statements
 All amounts in ₹ lakhs.

32. The following are analytical ratios for the year ended 31 March 2023 and 31 March 2022

Sl. No.	Particulars	Numerator	Denominator	Year ended 31-Mar-23	Year ended 31-Mar-22	Variance	Remarks
a	Current ratio; (no. of times)	Current assets	Current liabilities	0.06	0.03	85%	
b	Debt – Equity Ratio (no. of times)	Total Debt (represents lease liabilities) ⁽¹⁾	Shareholder's Equity	-4.62	-1.01	356%	Note i
c	Debt service coverage ratio; (no. of times)	Earnings available for debt service ⁽²⁾	Debt Service ⁽³⁾	0.44	-0.22	-297%	Note ii
d	Return on Equity (ROE)	Net Profits after taxes	Average Shareholder's Equity	55.04%	44.10%	25%	
e	Trade receivables turnover ratio	Revenue	Average Trade Receivable	-	-	-	
f	Trade payables turnover ratio	Purchases of services and other expenses	Average Trade Payables	3.03	6.18	-51%	
g	Net capital turnover ratio	Revenue	Working Capital	-0.84	-0.49	71%	
h	Net profit ratio	Net Profit	Revenue	-19.16%	-17.50%	9%	
i	Return on capital employed (ROCE)	Earning before interest and taxes	Capital Employed ⁽⁴⁾	23.93%	36.06%	-34%	
j	Return on Investment(ROI) ⁽⁵⁾	Income generated from investments	Time weighted average investments	NA	NA	NA	

- 1 Total Debts = Borrowings + Leased Liabilities
 2 Earnings available for Debts Service = Net Profit after taxes + Non-cash operating expenses + Interest - Non-cash operating incomes
 3 Debt Services = Borrowings + Leased Liabilities
 4 Capital Employed = Tangible net worth + Lease Liabilities
 5 Return on investments of the company "Not Applicable" as the company doesn't have traded investments

Notes:

- i. Increase in debt equity ratio is due to increase in losses and increase in borrowings
 ii. This ratio improved is due to increase in revenue



MosChip Institute of Silicon Systems Private Limited

Notes forming part of Financial Statements

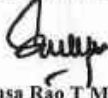
All amounts in ₹ lakhs.

3. Previous year figures have been regrouped wherever necessary, to correspond with the current period's classification / disclosure. Figures have been rounded off to the nearest decimal of lakhs as required under Schedule III

**In terms of our report attached
for ST Mohite & Co**

Chartered Accountants

Firm Registration Number: 011410S



Sreenivasa Rao T Mohite

Partner

Membership No.: 015635

ICAI UDIN: 23015635BGYJKU2012

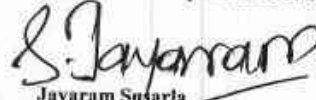


Place: Hyderabad

Date: 23 May 2023

For and on behalf of the Board

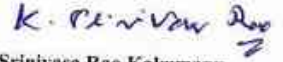
MosChip Institute of Silicon Systems Pvt. Ltd.



Jayaram Susarla

Director

DIN:08077540



Srinivasa Rao Kakumanu

Director

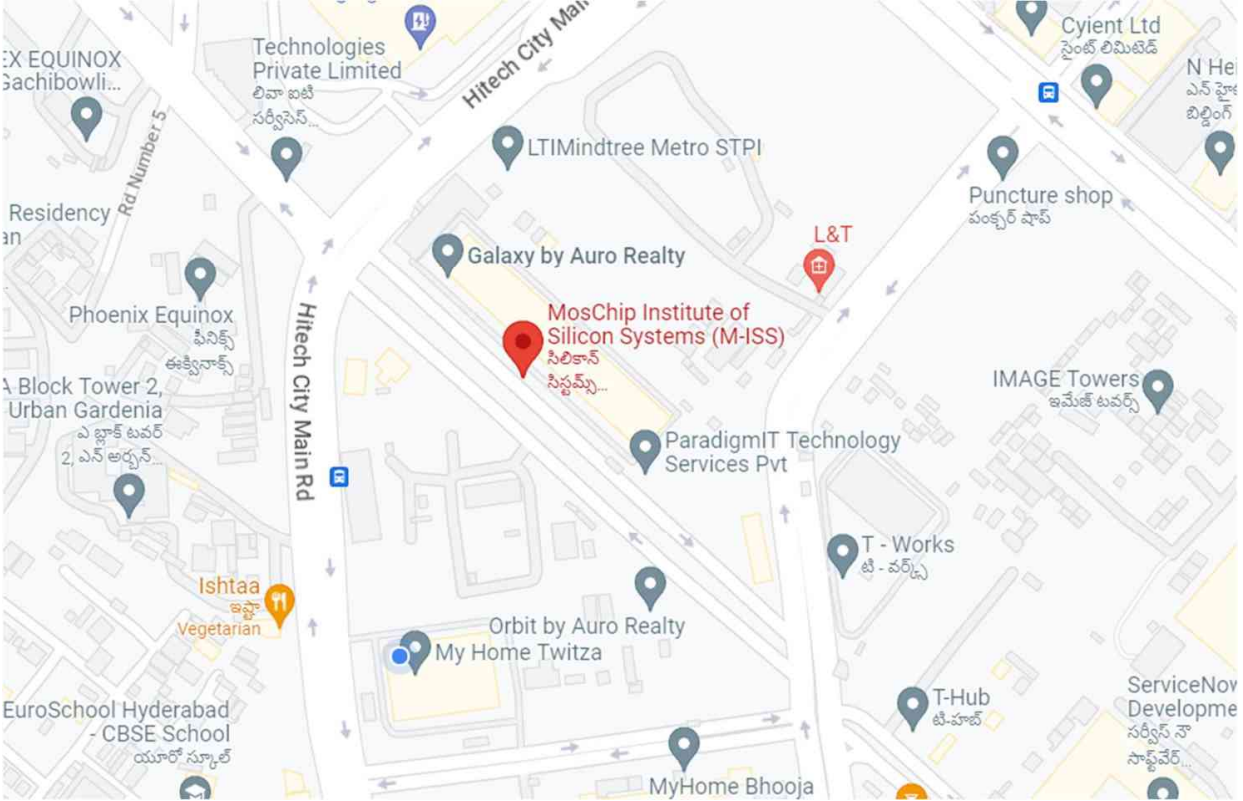
DIN:06726305

Place: Hyderabad

Date: 23 May 2023



Route map for Venue of the AGM



Contact us:

MOSCHIP INSTITUTE OF SILICON SYSTEMS PRIVATE LIMITED

(CIN: U72900TG2011PTC072006)

Regd. Office: A Wing, 6th Floor, Aurobindo Galaxy Hyderabad, Knowledge City Rd, Hyderabad, Telangana 500081.