



Date: 16th April, 2026

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

Sub: Intimation of outcome of board meeting held on April 16, 2026 under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the above, and further to our intimation to the stock exchanges dated April 12, 2026, and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) read with SEBI Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated July 11, 2023 and updated on January 30, 2026, (“SEBI Circular”), we wish to inform you that the Board of Directors of MosChip Technologies (“MosChip” or “Company”), at its meeting held today, approved the following:

1. Acquisition of 73% of the share capital of Vayavya Labs Private Limited (“VLPL”) from its existing shareholders for a total consideration of ₹ 245.49 crores under the Share Purchase Agreement (“SPA”), comprising ₹ 148.52 crores in cash and ₹ 96.97 crores through issuance of swap shares.
2. Issuance, offer, and allotment of 50,50,686 equity shares of the Company, of face value ₹ 2/- each (“Swap Shares”), to the selling shareholders of VLPL on a preferential basis at an issue price of ₹ 192 /-, in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), towards discharge of consideration of ₹ 96.97 crores payable as part of the acquisition of 73% of VLPL’s paid-up share capital (“Proposed Transaction”).
3. Execution of a Shareholders’ Agreement (“SHA”) with the shareholders of VLPL for acquisition of the remaining shareholding (27%) will be done after 31 March 2028, and the valuation will be linked to VLPL business performance.

MosChip Technologies Limited

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The issuance and allotment of the Swap Shares to the Selling shareholders of VLPL and transfer of the shares of VLPL by Selling Shareholders to the Company as stated above is subject to, inter alia, receipt of approval of the shareholders of the Company and requisite regulatory approvals.

The details in relation to the acquisition of VLPL shares by the Company and issuance of the Swap Shares to the Selling Shareholders of VLPL pursuant to the Preferential Issue, as required to be disclosed under Regulation 30 of the Listing Regulations read with the SEBI Circular, is enclosed herewith as Annexure I and Annexure II, respectively.

The Board of Directors decided to conduct shareholders meeting ("EGM") on 12th May, 2026 for seeking shareholders' approval for preferential issue of equity shares (Swap shares). The notice of EGM is being sent separately.

The aforesaid meeting commenced at 8.00 a.m. and concluded at 11.55 a.m.

Kindly take the above information on your records.

Thanking you,

Yours truly,

For MosChip Technologies Limited

CS Suresh Bachalakura
Company Secretary & Compliance Officer

Encl: As above

Annexure – I

Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) read with SEBI circular no. SEBI/HO/CFD/PoD/CIR/P/0155 dated November 11, 2024, (“SEBI Circular”),

<p>a) Name of the Target Entity, details in brief such as size, turnover etc.;</p>	<p>Vayavya Labs Private Limited (“VLPL”)</p> <p>Issued Capital: ₹ 67,97,900 dividend into 6,79,090 equity shares each at a price of Rs. 10/-.</p> <p>Paid-up Capital: ₹ 67,97,900 dividend into 6,79,090 equity shares each at a price of Rs. 10/-.</p> <p>The consolidated turnover of VLPL for the year ended on 31st March 2026 was ₹ 83 crores (provisional basis).</p> <p>VLPL has a wholly owned subsidiary named “Vayavya Labs Inc” in California, USA.</p>
<p>b) whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”;</p>	<p>No, this is not part of related party transaction and the promoter/ promoter group/ group companies do not have any interest in the entity being acquired.</p>
<p>c) Industry to which the entity being acquired belongs;</p>	<p>VLPL is engaged in the areas of Semiconductors, Consumer Electronics (CE), Mobility/Automotive Communication & Connectivity .</p>
<p>d) Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);</p>	<p>This acquisition:</p> <ul style="list-style-type: none"> • Significantly strengthens MosChip’s software-led engineering capabilities • Helps Top-line growth and EBITDA • Further helps the company move up the value chain in Product Engineering Solutions • Geographical expansion and diversification in Business development and Engineering <p>Strong Financial Performance and Growth</p> <p>Vayavya Labs is an EBITDA-accretive business with a consistent operating track record. Over the last five years, the company has delivered a very healthy revenue growth, reflecting sustained</p>

	<p>demand across its core Automotive and Semiconductor software engineering segments. For the FY 2025-26 Vayavya's Forex revenue outpaced the INR revenue marking a significant growth opportunity that lie ahead in Global Markets.</p> <p>Vayavya Labs delivery model is characterized by a significant share of turnkey and fixed-price contracts, particularly in complex and long-duration engineering programs. This approach strengthens customer retention, recurring revenue streams and sustainable operating margins.</p>
e) Brief details of any governmental or regulatory approvals required for the acquisition;	<p>The acquisition will, inter alia, require the following approvals:</p> <ul style="list-style-type: none"> (i) in-principle approval of the stock exchanges; (ii) the approval of the Reserve Bank of India; (iii) such other regulatory approval as may be required for the Proposed Transaction.
f) Indicative time period for completion of the acquisition;	<p>The acquisition will be completed within 15 days from (i) the receipt of all the requisite approval(s) above; or (ii) the date on which the Company's shareholders approve the issue of equity shares of the Company on a preferential basis to Seller Shareholders of VLPL, whichever is later.</p>
g) Nature of consideration - whether cash consideration or share swap or any other form and details of the same;	<p>The consideration contemplated as part of the Acquisition Transaction will be payable by the Company as: (a) cash consideration; and (ii) issue of equity shares of the Company to certain selling shareholders of VLPL, as part of the swap share arrangement</p>
h) Cost of acquisition or the price at which the shares are acquired;	<p>73% of shareholding is being acquired at a consideration of Rs 245.49 crores for which the payment structure is as follows:</p> <ul style="list-style-type: none"> • 60.50% to be paid through cash generated through internal accruals. • 39.50% to be paid through share-swap. <p>Swap Shares will be issued at a price of Rs. 192 calculated as per SEBI (ICDR) Regulations 2018</p>
i) Percentage of shareholding / control acquired and / or number of shares acquired;	<p>73% shareholding proposed to be acquired.</p> <p>The remaining shareholding (27%) will be acquired after 31 March 2028, and the valuation will be linked to VLPL business performance.</p>

<p>J) Brief background about the entity acquired in terms of product/line of business acquired, date of incorporation, history of last three years turnover, country in which the acquired entity has presence and any other significant information</p>	<p>Incorporated on July 28, 2006 in Belagavi, Karnataka, VLPL core strength lies in its expertise in embedded systems, virtualization, and verification technologies. VLPL is recognized as a pioneer in Hardware-Software Interface (HSI) methodologies, enabling seamless integration between hardware and software layers. Its offerings include digital twin and virtual ECU solutions, software-driven verification, ADAS (Advanced Driver Assistance Systems) validation, and automotive functional safety solutions. These capabilities not only help clients accelerate product development cycles, improve system reliability, and reduce time-to-market but also strengthen MosChip’s end-to-end engineering offering spanning silicon, embedded software, system validation, and platform integration.</p> <p>VLPL serves a global customer base that includes Semiconductors, Consumer Electronics (CE), Mobility/Automotive Communication & Connectivity With development centers in India (Bengaluru and Belagavi) and a presence in key international markets such as the United States, Europe, Israel and Japan, the company delivers end-to-end engineering solutions and collaborates closely with clients on next-generation technologies.</p> <p>VLPL has a wholly owned subsidiary in California, USA named Vayavya Labs Inc (the “VLPL Inc”) engaged in same line of business of the VLPL. After completion of acquisition of the VLPL, the VLPL Inc will become step down subsidiary to MosChip.</p> <p>Turnover for the last three years:</p> <table border="1" data-bbox="654 1276 1404 1574"> <thead> <tr> <th>S. No</th> <th>Financial Year</th> <th>Turnover In ₹ cores</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Provisional financials for FY 2025-26</td> <td>83.0</td> </tr> <tr> <td>2</td> <td>2024-25</td> <td>64.4</td> </tr> <tr> <td>2</td> <td>2023-24</td> <td>55.5</td> </tr> <tr> <td>3</td> <td>2022-23</td> <td>38.1</td> </tr> </tbody> </table>	S. No	Financial Year	Turnover In ₹ cores	1	Provisional financials for FY 2025-26	83.0	2	2024-25	64.4	2	2023-24	55.5	3	2022-23	38.1
S. No	Financial Year	Turnover In ₹ cores														
1	Provisional financials for FY 2025-26	83.0														
2	2024-25	64.4														
2	2023-24	55.5														
3	2022-23	38.1														

Annexure – II

Preferential issue of Company securities (subject to approval of members of the Company)

Type of securities proposed to be issued	Equity Shares having face value of Rs.2 each.
Type of issuance	Preferential issue of equity shares (for non-cash consideration) in accordance with the SEBI ICDR Regulations, 2018 read with the Companies Act, 2013 and rules made thereunder.
Total number of securities proposed to be issued or the total amount for which the securities will be issued	50,50,686 equity shares of the Company having face value of ₹ 2 each, at a price of ₹ 192 per equity share, which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations, for consideration other than cash, towards discharge of consideration of ₹ 96.97 crores payable as part of the acquisition of 73% of Vayavya Labs Private Limited (“VLPL”) paid-up share capital (“Proposed Transaction”).
Names of the investors	Number of investors/allottees: 67 List annexed as “Annexure – A”
Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors	<u>Issue Price</u> : ₹.192 (consideration to be discharged by other than cash i.e. swap of shares). Number of investors/allottees: 67 List annexed as “Annexure – A”
In case of convertibles – intimation on conversion of securities or on lapse of the tenure of the instrument	Not applicable
Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable

Annexure – A

S. No	Name of the Investor / Proposed Allottee	Pre-Preferential Allotment		Post-Preferential Allotment	
		No of Shares	%	No of Shares	%
1	Venkanagouda K Patil	-	-	2,72,612	0.14
2	Indication Instruments Limited	-	-	4,42,428	0.22
3	Pradip Kumar Dutta	-	-	56,996	0.03
4	Vikas Kuthiala	-	-	24,172	0.01
5	Sunil K Goyal	-	-	24,172	0.01
6	Shivayogi M Turmari	-	-	10,178	0.01
7	Fresco International Limited	-	-	14,351	0.01
8	Anandkumar Radhakrishna Ladsariya	-	-	24,172	0.01
9	Deep Kalra	-	-	24,172	0.01
10	Raman Roy	-	-	24,172	0.01
11	Jigar Harish Mehta	-	-	8,061	0.00
12	Heral Harish Mehta	-	-	8,061	0.00
13	Rahul Basu	-	-	24,172	0.01
14	Karthick Gururaj	-	-	1,14,500	0.06
15	Arun Kurthkoti Shamarao	-	-	15,267	0.01
16	Sunil H R	-	-	79,753	0.04
17	Ravindragouda K Patil	-	-	4,37,614	0.22
18	Priyank Shanker Garg	-	-	24,172	0.01
19	Hemant Mallapur	-	-	1,26,418	0.06
20	Mahantesh Kashinath Pattanshetti	-	-	1,44,494	0.07
21	Chinnasamy Muthukrishnan	-	-	3,57,667	0.18
22	Varun V Patil	-	-	2,565	0.00
23	Amal Pramanik	-	-	14,483	0.01
24	Pundalik Dundappa Satyanaik	-	-	48,456	0.02
25	Vinay Sadanand Gaonkar	-	-	73,901	0.04
26	Parag Balwant Naik	-	-	2,30,811	0.12
27	Kayargadde Vishwakumara	-	-	2,67,166	0.13
28	Abdul Aziz	-	-	62,807	0.03
29	Praveen Basavaraj Totagi	-	-	12,722	0.01
30	Shrinivas Ekbote	-	-	2,036	0.00
31	Sandeep Suresh Pendharkar	-	-	1,45,542	0.07
32	Deepak Balakrishna Samaga	-	-	22,900	0.01
33	Praveen Ishwar Bajantri	-	-	763	0.00
34	Vivek Raghavan	-	-	1,77,521	0.09
35	Rajendra Satyakam Galagali	-	-	2,80,703	0.14
36	Ragesh Ramachandran Thottathil	-	-	27,480	0.01
37	Sangamesh Omkar Shetty	-	-	10,178	0.01
38	Venugopal Kolathur	-	-	3,48,029	0.17
39	Uma Bondada	-	-	3,18,992	0.16
40	Abhijit K Naiik	-	-	8,142	0.00
41	Rajendra Pandhare	-	-	24,152	0.01
42	Nitin Agarwal HUF	-	-	24,172	0.01

S. No	Name of the Investor / Proposed Allottee	Pre-Preferential Allotment		Post-Preferential Allotment	
		No of Shares	%	No of Shares	%
43	Vishal Lalani	-	-	15,592	0.01
44	Quibus Resources India Pvt Ltd	-	-	24,172	0.01
45	Prachi Mehta	-	-	8,061	0.00
46	Yogesh Bansal	-	-	15,592	0.01
47	Pooja Kumar	-	-	15,592	0.01
48	Naga Kishore Reddy Tarimala	-	-	1,81,979	0.09
49	Hari Balasubramanian	-	-	24,172	0.01
50	Eshwar Kedari	-	-	24,223	0.01
51	Rajesh Pednekar	-	-	49,281	0.02
52	Hemant Kanakia	-	-	14,493	0.01
53	Haystack Investment Limited	-	-	14,483	0.01
54	Jayant Chorpade	-	-	9,252	0.00
55	Manjunath Hadli	-	-	22,900	0.01
56	Madhura Kolkur	-	-	12,213	0.01
57	Tushar Sakhdeo	-	-	8,142	0.00
58	Uma Bali	-	-	2,544	0.00
59	Shetal Tigadoli	-	-	254	0.00
60	Sharad Sharma	-	-	98,460	0.05
61	Sanjay Bansal	-	-	7,928	0.00
62	Satya Narayan Bansal	-	-	24,172	0.01
63	Revathy Ashok	-	-	24,172	0.01
64	Naveen Gupta	-	-	24,172	0.01
65	Lex & Legal Services LLP	-	-	24,172	0.01
66	Telnet Ventures LLP	-	-	24,172	0.01
67	Nupur Gupta	-	-	19,368	0.01
	Total			50,50,686	2.54