



October 29, 2024

Listing Compliance, <b>BSE Limited</b> P. J. Towers, Dalal Street, Mumbai – 400 001 (Scrip Code: 526881)	Listing Compliance, <b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 (Scrip Code: 63MOONS)
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Dear Sir/Madam,

**Sub: Postal Ballot Notice**

Pursuant to the applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in continuation to our letter dated October 25, 2024, please find enclosed the Postal Ballot Notice being sent to the eligible members of the Company for obtaining their consent on the resolutions mentioned in the said Notice.

In compliance with the general circulars issued by the Ministry of Corporate Affairs as mentioned in the enclosed Notice, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with their Depository Participant / Company's Registrar & Share Transfer Agent ("RTA") and whose names appear in the Register of Members / List of Beneficial Owners maintained by the RTA / Depositories respectively as on Friday, October 25, 2024 ("Cut-off date"). The Company has engaged the services of KFin Technologies Limited ("KFin") to provide remote e-voting facility to its Members. The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, October 30, 2024 and ends at 5.00 p.m. (IST) on Thursday, November 28, 2024. The e-voting module shall be disabled by KFin thereafter. Communication of assent or dissent of the Members would take place only through the remote e-voting system. The instructions for remote e-voting are provided in the Postal Ballot Notice. The results of the said Postal Ballot shall be announced on Friday, November 29, 2024.

The copy of the Postal Ballot Notice is also available on the website of the Company [www.63moons.com](http://www.63moons.com) and website of KFin at <https://evoting.kfintech.com>.

Kindly take the above on your records and acknowledge receipt.

Thanking you,  
Yours faithfully,  
For 63 moons technologies limited

Hariraj Chouhan  
Sr. VP & Company Secretary

Encl: a/a

**63 moons technologies limited**

Corporate Office: FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai 400 093, India.  
T: +91 22 66868010 | P: +91 22 66868050 | E: [info@63moons.com](mailto:info@63moons.com) | W: [www.63moons.com](http://www.63moons.com)

Registered Office: Shakti Tower - II, 4<sup>th</sup> floor, Premises J, 766, Anna Salai, Chennai - 600 002.  
T: +91 44 4395 0850 | F: +91 44 4395 0899 | CIN No.: L29142TN1988PLC015586



## **63 moons technologies limited**

Regd. Office: Shakti Tower-II, 4th Floor, Premises-J, 766, Anna Salai, Chennai - 600 002.  
Corp. Office: FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai - 400 093.  
Tel: +91-22-66868010 | Fax: +91-22-67250257 | E-mail: info@63moons.com | Website: www.63moons.com  
CIN: L29142TN1988PLC015586

### **POSTAL BALLOT NOTICE**

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the General Circular nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Govt. of India (hereinafter collectively referred to as “MCA Circulars”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations, to transact the special business as set out hereunder by passing resolutions through Postal Ballot only through remote e-voting process.

The proposed resolutions and the explanatory statement pertaining to the said resolutions, pursuant to Section 102(1) of the Act, setting out the nature of concern or interest, financial or otherwise, and other information and facts to enable you to understand the meaning, scope and implications of the item of business and to take decision thereon, is appended herewith for your consideration.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the provisions of Sections 108 and 110 of the Act read with the rules thereunder and the MCA circulars, 63 moons technologies limited (the “Company”) has extended only remote electronic voting (“e-voting”) facility to its Members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post. The Company has engaged M/s. Kfin Technologies Limited (“KFin / Kfintech”) as the agency for providing e-voting facility to enable the members to cast their vote electronically. The e-voting facility is available from Wednesday, October 30, 2024 (9:00 a.m. IST onwards) till Thursday, November 28, 2024 (upto 5:00 p.m. IST).

You are requested to please read carefully the “Procedure/instructions for e-voting” enumerated in the notes to this Notice and record your assent (FOR) or dissent (AGAINST) through remote e-voting process only not later than 5:00 p.m. IST on November 28, 2024. The assent or dissent received after such date and time shall be treated as if reply from the member has not been received.

The Board of Directors of the Company (hereinafter called the “Board”), in compliance with the Rules, has appointed Mr. B. Narasimhan (FCS No.1303), Proprietor, M/s. BN & Associates, Company Secretaries, Mumbai, and failing him, Mr. Venkataraman K. (ACS No. 8897), Practicing Company Secretary, Mumbai as Scrutinizer (hereinafter called the “Scrutinizer”), to scrutinize the said Postal Ballot process in a fair and transparent manner. The Scrutinizer’s decision on the validity of votes cast in the postal ballot shall be final. Upon completion of Scrutiny of votes, the Scrutinizer will submit his report and other related papers to the Chairman or any Director of the Company, as may be authorized by the Board in this regard, on Friday, November 29, 2024. The result of the Postal Ballot will be announced by the Chairman or Director of the Company so authorized by the Board, on Friday, November 29, 2024 by or before 06:00 pm at the Company’s corporate office at FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai 400093. In addition to the results being communicated to Stock Exchanges, the results along with Scrutinizer’s report will also be placed on Company’s website i.e. [www.63moons.com](http://www.63moons.com) and the website of KFIN i.e. <https://evoting.kfintech.com> on the same day. The results shall also be displayed on the Notice Board at the Registered Office and Corporate Office of the Company. If the proposed resolutions are assented by requisite majority, it shall be deemed to have been duly passed on November 28, 2024 i.e. being the last date of e-voting.

### **SPECIAL BUSINESS:**

1. Approval for sale of the Company’s ODIN Business Undertaking:

To consider and if thought fit, to pass, the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and any other applicable rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force), and Articles of Association of the Company read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such approvals, consents, permissions and sanctions as may be required from the concerned authorities, regulatory, statutory or otherwise, and subject to such terms and conditions as may be imposed by them, if any, consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to sale, divest and transfer the Company’s business of Open Dealer Integrated Network, Order Management System (OMS) with comprehensive Risk Management System (RMS) (“**ODIN Business**”) together with associated contracts, employees, trademark & software including ODIN Software, assets and liabilities (“**ODIN Business Undertaking**”) as an inseparable whole, as a going concern, on a ‘slump sale’ basis, to Synapsewave Innovations Private Limited (**Synapsewave**), for a lump sum consideration of INR 98 crores (Rupees Ninety Eight Crores only) subject to adjustments, if any, on a date mutually agreed between the Company and Synapsewave, as per the terms and conditions contained in the Business Transfer Agreement and/or with such modifications as may be required, as the Board may deem fit and appropriate in the interest of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary or incidental thereto, to effect the sale and transfer of the ODIN Business Undertaking including (i) finalizing and varying the terms and conditions for the sale and transfer of the ODIN Business Undertaking, the

methods and modes in respect thereof, (ii) negotiating, finalizing, modifying and executing necessary documents, including a Business Transfer Agreement and other transaction documents, and modifications to the foregoing (iii) file applications and make representations to seek approvals in respect thereof from relevant authorities and third parties, and (iv) deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution, and to settle any questions, difficulties or doubts that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers or authorities herein conferred by this resolution, to any Director(s) or to any other official of the Company or to any Committee of Directors or any other Officer(s)/ Authorized Representative(s) of the Company or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

2. Approval for sale of the Company’s MATCH, Other Services and Components Business Undertaking:

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and any other applicable rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force), and Articles of Association of the Company read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such approvals, consents, permissions and sanctions as may be required from the concerned authorities, regulatory, statutory or otherwise, and subject to such terms and conditions as may be imposed by them, if any, consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to sell, divest and transfer the Company’s business of Members Accounting and Trade Confirmation House, which provides back-office solutions (“MATCH”) and other services and components (“**MATCH, Other Services and Components Business**”) together with contracts, associated employees, trademarks & software, assets and liabilities (“**MATCH, Other Services and Components Business Undertaking**”) as an inseparable whole, as a going concern on ‘slump sale’ basis to Synapsewave Innovations Private Limited (**Synapsewave**), for a lumpsum consideration of INR 36 crores (Rupees Thirty-Six crores only) subject to adjustments, if any, on a date mutually agreed between the Company and Synapsewave Innovations Private Limited (Synapsewave), as per the terms and conditions contained in the Business Transfer Agreement and/or with such modifications as may be required, as the Board may deem fit and appropriate in the interest of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary or incidental thereto, to effect the sale and transfer of MATCH, Other Services and Components Business Undertaking including (i) finalizing and varying the terms and conditions for the sale and transfer of the MATCH Other Services and Components Business Undertaking, the methods and modes in respect thereof, (ii) negotiating, finalizing, modifying and executing necessary documents, including a Business Transfer Agreement and other transaction documents, and modifications to the foregoing (iii) file applications and make representations to seek approvals in respect thereof from relevant authorities and third parties, and (iv) deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution, and to settle any questions, difficulties or doubts that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers or authorities herein conferred by this resolution, to any Director(s) or to any other official of the Company or to any Committee of Directors or any other Officer(s)/ Authorized Representative(s) of the Company or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

### 3. Approval for sale of the Company’s STP-GATE Business Undertaking:

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and any other applicable rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force), and Articles of Association of the Company read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such approvals, consents, permissions and sanctions as may be required from the concerned authorities, regulatory, statutory or otherwise, and subject to such terms and conditions as may be imposed by them, if any, consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to sell, divest and transfer the Company’s business of Straight Through Processing Messaging Solution, which enables brokers, fund houses for post trade straight through settlement of obligations (“**STP-Gate Business**”) together with contracts, associated employees, trademark & software, assets and liabilities (“**STP-Gate Business Undertaking**”) as an inseparable whole, as a going concern on slump sale basis to Synapsewave Innovations Private Limited (**Synapsewave**) for a lumpsum consideration of INR 1 crore (Rupees One crore only) subject to adjustments, if any, on a date mutually agreed between the Company and Synapsewave Innovations Private Limited (Synapsewave) as per the terms and conditions contained in the Business Transfer Agreement and/or with such modifications as may be required, as the Board may deem fit and appropriate in the interest of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary or incidental thereto, to effect the sale and transfer of STP-Gate Business Undertaking including (i) finalizing and varying the terms and conditions for the sale and transfer of the STP-Gate Business Undertaking, the methods and modes in respect thereof, (ii) negotiating, finalizing, modifying and executing necessary documents, including a Business Transfer Agreement and other transaction documents, and modifications to the foregoing (iii) file applications and make representations to seek approvals in respect thereof from relevant authorities and third parties, and (iv) deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution, and to settle any questions, difficulties or doubts that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers or authorities herein conferred by this resolution, to any Director(s) or to any other official of the Company or to any Committee of Directors or any other Officer(s)/ Authorized Representative(s) of the Company or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

#### 4. Payment of remuneration to Non-Executive Directors of the Company:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and applicable Rules framed thereunder read with Schedule V of the Act, (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17(6) and all other applicable regulations, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the Shareholders of the Company be and is hereby accorded to pay remuneration (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year) for a period of 3 years commencing from the F.Y. 2025-26 onwards, to the Non-Executive Directors, including Independent Directors, of the Company by way of remuneration, commission or otherwise, an amount not exceeding Rs. Two Lakh per month to each such Director as the Board / Committee may decide and that the said remuneration is in addition to the sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors / Committees thereof.

**RESOLVED FURTHER THAT** consent of the Shareholders be and is hereby accorded for payment of aforesaid remuneration even if due to the above payment the total managerial remuneration is in excess of the overall limits specified in section 197 read with Schedule V of the Act for the respective financial year.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee thereof) be and is hereby authorized to decide the amount and manner of payment of remuneration during the said period and to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

By Order of the Board of Directors  
For 63 moons technologies limited

Place: Mumbai  
Date: October 25, 2024

Hariraj Chouhan  
Sr. Vice-President & Company Secretary

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and other applicable provisions, if any, setting out the material facts and reasons for the resolution in respect of the business set out in this Notice is annexed hereto.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on Friday, October 25, 2024 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company’s website at [www.63moons.com](http://www.63moons.com), websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFin at <https://evoting.kfintech.com>.
4. In accordance with MCA circulars, Members who have not registered/updated their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 duly filled and signed along with requisite supporting documents to Company’s Registrar & Transfer Agent, KFin Technologies Limited at Selenium Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032.



5. Only those members whose names are recorded in the Register of Members / Register of Beneficial Owners, as on the cut-off date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the cut-off date, should treat this Postal Ballot Notice for information purpose only.
6. The voting rights of a member / beneficial owner (in case of electronic shareholding) shall be reckoned on the paid-up value of the equity shares registered in the name of members as on cut-off date. In case of joint holders, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote.
7. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules framed thereunder, applicable MCA Circulars, Regulation 44 of the Listing Regulations read with SEBI Master Circular dated July 11, 2023, as amended, and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
8. The e-voting period commences at 9:00 a.m. (IST) on Wednesday, October 30, 2024 and ends at 5:00 p.m. (IST) on Thursday, November 28, 2024. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by KFin upon expiry of the aforesaid period.
9. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Thursday, November 28, 2024.
10. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to [info@63moons.com](mailto:info@63moons.com) mentioning his / her folio number / DP ID and Client ID.
11. Resolution(s) passed by the Members through postal ballot shall be deemed to have been passed as if it has been passed at a duly convened General Meeting of the Company.
12. For e-voting, please read carefully the “Procedure/instructions for e-voting” enumerated herein below:

**PROCEDURE / INSTRUCTIONS FOR E-VOTING:**

**STEP 1:** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

**STEP 2:** Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.



**DETAILS ON STEP 1 ARE MENTIONED BELOW:**

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

<b>Type of shareholders</b>	<b>Login Method</b>
Individual shareholders holding securities in demat mode with <b>NSDL</b>	<p><b>1. User already registered for IDeAS facility:</b> I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p><b>2. User not registered for IDeAS e-Services</b> I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a> III. Proceed with completing the required fields. IV. Follow steps given in points 1</p> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b> I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with <b>CDSL</b>	<p><b>1. Existing user who have opted for Easi / Easiest</b> I. Visit URL: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a> II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote.</p>

	<p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider - Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID / Forgot Password options available on the websites of Depositories.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> or <b>022-48867000</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022-23058738</b> or <b>022-23058542 - 43</b>

## **DETAILS ON STEP 2 ARE MENTIONED BELOW:**

### **Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

- (A) Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
  - ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
  - iii. After entering these details appropriately, click on "LOGIN".
  - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the "EVEN" and click on "Submit"
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [narasimhan.b8@gmail.com](mailto:narasimhan.b8@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name EVENT No."

(B) Members whose email IDs are not registered with the Company / KFin / Depository Participants(s), will have to follow the following process:

- i) Members holding shares in demat form can get their email ID registered by contacting their respective Depository Participant.
- ii) Members holding shares in physical form may register their email address and mobile number with KFin Technologies Limited by sending Form ISR-1 and other relevant forms to KFin at Selenium, Tower-B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana - 500 032 or at the email ID [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). Form ISR-1 can be downloaded from the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>.

Post successful registration of the e-mail ID, the Member would get a soft copy of the notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot.

13. If the proposed resolutions are assented to by a requisite majority, it shall be deemed to have been duly passed at a general meeting. The resolution will become effective on and from Thursday, November 28, 2024 i.e., being the last date of e-voting.
14. In accordance with the proviso to Regulation 40(1) of the Listing Regulations, as amended from time to time, and read with SEBI circulars, transfer of securities of the Company, including transmission and transposition requests, shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions.
15. The special resolutions mentioned above shall be declared as passed if the numbers of votes cast in its favor are not less than three times the number of votes, if any, cast against the said resolution.
16. In case of any queries, Member may refer the Frequently Asked Questions (FAQs) and e-voting User Manual for members, available at the download section of <https://evoting.kfintech.com> or contact KFin Technologies Limited at Tel No. 1800 309 4001 (toll free). In case of any queries/grievance connected with e-voting, Members may kindly contact Mr. Premkumar Nair, Sr. Manager- Corporate Registry, KFin Technologies Limited at email [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), Tel no. 040 67161525.

## **ANNEXURE TO NOTICE**

### **Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013:**

#### **Item No. 1:**

#### **Sale of Company's ODIN Business Undertaking:**

63 moons technologies limited (63 moons) operates Brokerage Technology Solution business (BTS division) through its three business Undertakings namely 1) Open Dealer Integrated Network (ODIN) 2) MATCH, Other Services and Components and 3) STP- Gate.

Through ODIN business undertaking it provides mission critical electronic trading solutions in India. The ODIN business undertaking has a significant presence in India through multi-exchange, multi-asset (equity, currency, commodity, debt) and multi-segment (cash & derivatives) offerings.

Sale of the ODIN software which is maintained and serviced by the Company's Brokerage Technology Solutions (BTS) division on a slump sale basis in compliance with the directions issued vide circulars / notifications issued by various Stock Exchanges such as BSE Limited ("BSE") and Multi Commodity Exchange of India Limited ("MCX"), which require their empaneled vendors of software (which includes the Company) to declare / confirm that they are fit and proper persons as per the guideline issued by the SEBI. Considering the earlier directives of the FMC (now merged with SEBI) and SEBI declaring the Company as not a fit and proper person, the Company apprehends a serious risk of being debarred from providing the ODIN software to the financial markets on the ground of being not a fit and proper person and losing the ability to provide service to the market participants and in the process losing revenue as well as value in the business

The regulatory directives from the BSE and MCX as mentioned above, would, eventually lead to a situation where 63 moons will not be able to provide ODIN software to the members of BSE and MCX and eventually to any of the other stock exchanges in India given the not fit and proper status of 63 moons. Therefore, the only way by which the ODIN Business can continue to be in compliance with the directives of the BSE and MCX is if the same is sold by the 63 moons to a third party, who fulfils the fit and proper criteria laid down by these Exchanges.

Further, by Notification dated 7.4.2018 & 19.09.2018 the "*ODIN<sup>TM</sup> Software*" as well as "*Receivables from IPR license of ODIN<sup>TM</sup> software*" were attached by State of Maharashtra under the provisions of the Maharashtra Protection of Interest of Depositors (In Financial Establishment) 1999 ("MPID Act"). Your Company is finding it difficult and will no longer be in a position to sustain a business where it continues to incur cost for running and maintaining ODIN software but does not have access to the revenue generated from it even for payment of salaries and other technology expenses of this division. Hence, this leaves the Company with no choice but to sell the ODIN software business in view of the directives of the State of Maharashtra attaching the ODIN software, its IPR and its revenue, which have been confirmed by the Hon'ble Supreme Court.

The non-compliance with the BSE and MCX directives will ultimately result in loss of business, customers and in turn revenue and profitability and shareholders value.

The Company has filed an application with Hon'ble Designated Court, Mumbai constituted under the MPID Act seeking permission to cancel the above attachment Notifications and accept sale consideration amount of Rs. 98.00 Crore (after deducting the taxes and expenses) to be kept in a fixed deposit linked with attached bank account of the Company as a security in lieu of release of attachment of "*ODIN<sup>TM</sup> Software*" and "*Receivables from IPR license of ODIN<sup>TM</sup> software*" The said application is pending for hearing before the Hon'ble Designated Court. The Company is contesting attachment Notifications on merits before the Hon'ble Designated Court.

In the event that the transaction does not go through, it may become difficult for 63 moons to get another bidder primarily due to increasing regulatory and competitive pressures in the industry. Further, the old technology stack, rapidly increasing employee expenses is putting significant pressure on profitability.

Further, the consideration offered by Synapsewave for ODIN business Undertaking is higher than the valuation as per the Registered Valuer. The sale of ODIN Business Undertaking is subject to all the requisite approvals, as may be required and fulfillment of all Conditions Precedent (CPs) and Closing Conditions.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.1 of the Notice.

The Board of Directors and the Committee appointed by the National Company Law Tribunal (NCLT) in order to preserve the loss of business, customers and in turn revenue, profitability and shareholders value have approved the sale of ODIN Business Undertaking.

The Board of Directors recommend the Special Resolution set out at Item No. 1 of the Notice for approval by the members.

**Item No. 2:**

**Sale of Company's MATCH, Other Services and Components business Undertaking:**

63 moons technologies limited (63 moons) operates Brokerage Technology Solution business (BTS division) through its three business undertakings namely 1) Open Dealer Integrated Network (ODIN) 2) MATCH, Other Services and Components and 3) STP- Gate.

Through MATCH, Other Services and Components business undertaking the Company provides mission critical mid-office and back-office electronic solutions in India to brokerage houses, seamlessly fulfilling end to end post-trade requirements.

The regulatory directive from BSE Ltd. (BSE), Multi Commodity Exchange of India Ltd. (MCX), National Stock Exchange of India Ltd. (NSE) and National Commodity and Derivatives Exchange (NCDEX) has resulted in non-compliance by MATCH, Other Services and Components business undertaking of 63 moons, due to 63 moons "not fit and proper" status. This would, eventually, lead to a situation where 63 moons will not be able to provide its services and products to members of BSE, MCX, NSE and NCDEX and eventually to any of the other stock exchanges in India. The only way by which the Match, Other Services and Components Business can continue to be in compliance with the directives of the BSE, MCX, NSE and NCDEX is if the same is sold by 63 moons to a third party, who fulfils the criteria laid down by these Exchanges. The non-compliance with the BSE, MCX, NSE and NCDEX directive will ultimately result in loss of business, customers and in turn revenue and profitability and shareholders value.

63 moons have run the process for divestment of Match, Other Services and Components business earlier as well and have reached out to larger investor community. Most of the investors have decided not to bid for Match, Other Services and Components business undertakings. Further, the old technology stack, rapidly increasing employee expenses is putting significant pressure on profitability. All this now means that there are not too many potential buyers for Match, Other Services and Components business undertaking and therefore 63 moons could struggle to find new bidders for Match, Other Services and Components business undertaking going forward. In the event that the transaction does not go through, it may become difficult for 63 moons to get another bidder primarily due to increasing regulatory and competitive pressures in the industry.

Further, the consideration for Match, Other Services and Components undertaking of BTS business offered by Synapsewave is higher than the valuation as per the registered valuer.

The sale of MATCH, Other Services and Components Undertaking is subject to all the requisite approvals, as may be required and fulfillment of all Conditions Precedent (CPs) and Closing Conditions.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.2 of the Notice.

The Board of Directors and the Committee appointed by the National Company Law Tribunal (NCLT) in order to preserve the loss of business, customers and in turn revenue, profitability and shareholders value have approved the sale of MATCH, Other Services and Components Undertaking.

The Board of Directors recommend the Special Resolution set out at Item No. 2 of the Notice for approval by the members.

**Item No. 3:**

**Sale of Company's STP Gate Business Undertaking:**

63 moons technologies limited (63 moons) operates Brokerage Technology Solution business (BTS division) through its three business undertakings namely 1) Open Dealer Integrated Network (ODIN) 2) MATCH, Other Services and Components and 3) STP- Gate.

Through STP Gate business undertaking the Company provides market leading single window post-trade transaction processing service, providing a common central platform / interface of interaction for fund houses / investment managers, broker/dealers & custodian in India.

Regulator for Capital Markets, the Securities and Exchange Board of India (“SEBI”) amended regulation for providing STP related services on 17.04.2018 adding the requirement for an STP service provider to be a “fit and proper” person. Due to various proceedings filed against 63 moons (“the Applicant”) relating to NSEL payment default, SEBI, vide its order dated 03.12.2020, declared the Applicant not fit and proper person to provide STP gate services. Consequently, the Applicant has lost majority of its business from STP Gate. The matter is currently pending with the Hon’ble Supreme Court and a stay has been granted in favour of the Company.

The only way by which the STP-Gate Business can continue to be in compliance with the directives of the SEBI is if the same is sold by the 63 moons to a third party, who fulfils the criteria laid down by SEBI.

The clients who were using this mission critical product for their business have discontinued with us as there are alternative service providers available and they do not desire to take risks in the critical support technology service as continuity of service being doubtful. As a result there has been significant loss of revenue and erosion of value of this business.

The adverse regulatory action has resulted in loss of business, customers and in turn revenue and profitability and shareholders value.



63 moons have run the process for divestment of STP-Gate business undertaking earlier as well and have reached out to larger investor community. Most of the investors have decided not to bid for STP-Gate business undertaking. There are not many potential buyers for STP-Gate business undertaking and therefore 63 moons could struggle to find new bidders for STP-Gate business undertaking going forward. In the event that the transaction does not go through, it may become difficult for 63 moons to get another bidder.

Further, the consideration for STP-Gate business undertaking offered by Synapsewave is higher than the valuation as per the registered valuer.

The sale of STP Gate Business Undertaking is subject to all the requisite approvals, as may be required and fulfillment of all Conditions Precedent (CPs) and Closing Conditions.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board of Directors and the Committee appointed by the National Company Law Tribunal (NCLT) in order to preserve the loss of business, customers and in turn revenue, profitability and shareholders value, have approved the sale of STP Gate Business Undertaking.

The Board of Directors recommend the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

**Item No. 4:**

**Payment of Remuneration to Non-Executive Directors of the Company:**

The Company needs to have an optimum Board structure comprising Executive and Non-Executive (including Independent) Directors. Considering the fact that to have qualified Directors on the Board and their valuable business and professional advice and in view of the nature of work and responsibilities entrusted upon Non-Executive Directors and also time devoted and the contribution made by them, it is proposed to pay the decent compensation by way of remuneration, for an amount as may be decided by the Board of Directors/ Committee, from time to time, in terms of the provisions of Section 197 read with Schedule V of the Act.

The Ministry of Corporate Affairs has on March 18, 2021, notified the amendments to Sections 149(9) and 197(3) of the Act by the Companies (Amendment) Act, 2020 to enable Companies faced with no profits or inadequate profits to pay certain fixed remuneration to their Non-Executive Directors ('NEDs') and Independent Directors ('IDs'), in accordance with the provisions of Schedule V to the Act. To give effect to the amendments made to Sections 149(9) and 197(3), a concurrent amendment was also made to Schedule V to the Act through Notification No. S.O. 1256(E), issued by the Ministry of Corporate Affairs on March 18, 2021. This notification has prescribed the limits of the remuneration payable to NEDs and IDs, in the event of no profits or inadequate profits. Under Item (A) of Section II of Part II of Schedule V to the Act, in the event of no profits or inadequate profits NEDs and IDs can receive remuneration in accordance with the limits prescribed therein, which are based on the 'effective capital' of the Company. In case the Company proposes to make payment of remuneration in excess of the limit prescribed under Schedule V of the Companies Act, the approval shareholders vide special resolution is required.

The Company's Non-Executive Directors are leading professionals/ administrators with rich experience and high level of expertise in the functional areas such as business strategy, financial governance, corporate governance, monitoring of risk management and compliances, senior level administrative experience in Government and academic administration amongst others. The Company's Non-Executive Directors devote their valuable time in deliberating on the strategic and critical issues and give their valuable advice, suggestions, and guidance to the Management of the Company from time to time and make invaluable contributions in the growth of the Company. The Nomination & Remuneration Committee believes that the remuneration to be paid to Non-Executive Directors should be motivational and reflective of the complexity of the Company's operations and should be consistent with recognized best practices in the Sector / Industry.

In view of the above, and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on August 12, 2024, and subject to the approval of the Shareholders of the Company, recommended the payment of remuneration (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year) for a period of 3 years commencing from the F.Y. 2025-26 onwards, to the Non-Executive Directors including Independent Directors of the Company by way of remuneration, commission or otherwise, an amount not exceeding Rs. Two Lakh per month to each such Director and that the said remuneration shall be in addition to the sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors / Committees thereof.

The total managerial remuneration can exceed the overall limits specified in section 197 read with Schedule V of the Act for the respective financial year, subsequent to the payment of aforesaid proposed remuneration. The actual amount payable to Non-Executive Directors for any financial year shall be determined by the Nomination & Remuneration Committee and Board after consideration of the following criteria:

- the overall performance of the Company
- Directors' attendance, contribution at the Board and the Committee meetings, Chairmanship of Committees etc.

Except the Managing Director, Whole-time Director and Key Managerial Personnel of the Company or their relatives, all Non-Executive Directors are deemed to be concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

By Order of the Board of Directors  
For 63 moons technologies limited

Place: Mumbai  
Date: October 25, 2024

Hariraj Chouhan  
Sr. Vice-President & Company Secretary

**Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 for Item No. 4 of the Notice:**

(I) GENERAL INFORMATION

Nature of Industry	IT Consulting & Software			
Date or expected date of commencement of commercial production	Not applicable			
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable			
Financial performance based on given indicators	(₹ in Lakhs)			
	Particulars	FY 23-24	FY 22-23	FY 21-22
	Paid up capital	921.57	921.57	921.57
	Turnover	45,526.88	27,249.38	14,438.82
	Profit/(Loss) before tax	27,052.45	6,886.09	(6,293.88)
	Profit/(Loss) after tax	26,921.63	2,775.41	(6,134.31)
	Reserves & Surplus	2,86,682.77	2,60,734.88	2,58,097.98
Foreign investments or collaborations, if any.	There are no foreign investments or collaborations in the Company except NRIs / FIIs holding shares in the Company through market purchases in the ordinary course.			

(II) INFORMATION ABOUT THE NON-EXECUTIVE DIRECTORS:

Refer Annexure at page no. 19 to 22

(III) OTHER INFORMATION

Reasons of loss or inadequate profits	The Company has been facing lot of challenges since the payment crisis in one of its subsidiary, National Spot Exchange Ltd in 2013 including freezing of its assets by MPID as a result of which the business of the Company has also been severally affected.
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Steps taken or proposed to be taken for improvement	Despite the ongoing challenges the Company continues to focus on client servicing and new product development that will lead to growth of its businesses.
Expected increase in productivity and profits in measurable terms	Despite the legal challenges and the scenario post global outbreak of Covid-19 pandemic, the Company aims to use its technology expertise to create and develop an ecosystem of new digital disrupters in key sectors such as retail, education, cyber security etc., thereby hoping to increase its revenue and profits in the years to come.

By Order of the Board of Directors  
For 63 moons technologies limited

Place: Mumbai  
Date: October 25, 2024

Hariraj Chouhan  
Sr. Vice-President & Company Secretary

**Annexure**

**DETAILS OF NON-EXECUTIVE DIRECTORS**

(Pursuant to Schedule V of the Companies Act, 2013 and Secretarial Standard-2 on General Meetings)

<b>Name of the Director</b>	<b>Mr. Venkat Chary (IAS, Retd.)</b>	<b>Mr. Chandrasekhar Kanehal</b>	<b>Justice Deepak Verma (Retd.)</b>	<b>Mrs. Chitkala Zutshi (IAS, Retd.)</b>	<b>Mr. Devender Singh Rawat</b>	<b>Mr. Sunil Shah</b>
DIN	00273036	06861358	07489985	07684586	02587354	02569359
Age	84 years	69 years	76 years	75 years	76 years	64 years
Date of Birth	April 14, 1940	August 18, 1956	August 28, 1947	March 25, 1949	June 12, 1948	January 26, 1960
Date of first Appointment on the Board	October 10, 2013	September 27, 2017	December 21, 2016	December 21, 2016	February 12, 2019	November 20, 2014
Qualifications	B. Com. (Hons.), M. Com., Cost Accountancy, LL.B., Diploma in Economics and Finance at Ecole National d'Administration, IAS (Retd.)	B.Sc. (Ag), CAIIB, MEP, Insolvency Professional.	B.A., L.L.B	Post Graduate (Sociology), IAS (Retd.)	B.Com, MA (Economics)	B.B.A SME Programme, IIM Ahmedabad
Brief resume & Experience / Expertise in specific functional area	Mr. Venkat Chary has extensive experience in Administration and Management, legal and finance. As an IAS officer, he worked with the Maharashtra State Electricity Board as a Secretary. Mr. Chary with his dedication and excellence soon became the Secretary to the Chief Minister of Maharashtra. He also held the post of a Finance Secretary,	Mr. Kanehal Chandrasekhar is an accomplished and multifaceted professional with demonstrated capabilities in corporate planning and driving marketing strategy, revenue maximization, resource management and financial / administrative	Justice Deepak Verma is a former Judge of the Supreme Court of India. Justice Verma carries four decades of rich experience in various judicial positions. He held senior positions including, Judge of the Supreme Court of India, Chief Justice of the Rajasthan High Court, Judge of the High Court of Madhya Pradesh, Judge of the	Mrs. Zutshi is a post graduate in Sociology from the University of Rajasthan. She retired from the Indian Administrative Services (IAS) with four decades of experience in diverse fields. She held various posts with the Government of India and the Government of	Mr. Devender S. Rawat, a Commerce Graduate with MA in Economics started his professional career with the country's regional apex Chamber PHD Chamber of Commerce & Industry in various capacities and as Senior Director served the PHD Chamber for 20 years. He moved to the oldest Apex Chamber ASSOCHAM and served as Assistant Secretary	Mr. Sunil Shah is the Managing Director of Motivation Engineers and Infrastructure Pvt. Ltd. Mr. Shah serves as Advisor to various Educational Institutions. He is also a Founder Chairman, All Gujarat Innovation Society, Mentor at Power of Idea IIM Ahmedabad and

Name of the Director	Mr. Venkat Chary (IAS, Retd.)	Mr. Chandrasekhar Kanekal	Justice Deepak Verma (Retd.)	Mrs. Chitkala Zutshi (IAS, Retd.)	Mr. Devender Singh Rawat	Mr. Sunil Shah
	<p>where he assisted five Finance Ministers to finalise five Annual and Interim Budgets. He was also the Planning Secretary, Home Secretary and officiating Chief Secretary of Government of Maharashtra, in Mumbai. He was also the Chairman of the Forward Markets Commission. Mr. Chary has also been Chairman, Vice-Chairman, MD and CEO, and Government director of as many as 15 Central and State Government public sector companies. Mr. Chary is a Governor's nominee on the Indian Red Cross Society (Maharashtra Chapter), is Member of the Advisory Board of 'One India One People Foundation' (the Foundation brings out a niche monthly magazine and conducts constructive activities for school students) and is Member of the</p>	<p>control in competitive environment within the banking sector, with good knowledge and practical exposure in credit, treasury, foreign exchange, agriculture and general administration. He was associated with Union Bank of India for over 34 years and has held various positions including Chief Manager, General Manager and Field General Manager among others. He had also held directorships in companies such as CIBIL, NABARD and Ace Derivative and Commodity Exchange Ltd.</p>	<p>Karnataka High Court, Bangalore. Mr. Verma was additionally appointed as Welfare Commissioner, Bhopal Gas Victims, to disburse the amount of compensation to the Gas Victims of Bhopal. Almost all the victims have been awarded compensation during his tenure except for those who were not traceable despite notices.</p>	<p>Maharashtra including Additional Chief Secretary, Home Department, Government of Maharashtra; Principal Secretary, Finance Department, Government of Maharashtra; Projects Chief with the Ministry of Textiles, Government of India; Member of the Maharashtra Water Resources Regulatory Authority, a Statutory Body. She has led Government delegations to the US, UK, Canada, Australia, France, Japan and about 40 other countries.</p>	<p>General for two years and thereafter became the CEO &amp; The Secretary General and achieved the distinction of serving ASSOCHAM for the longest period of 14 years.</p> <p>During his tenure, ASSOCHAM service base increased from 400 to 4,50,000 units, established 10 national offices and 27 international offices. Its own Building known as ASSOCHAM Global Headquarters was set up in National Capital. He took voluntary retirement in September 2018.</p> <p>Mr. Rawat was on Government Committees of various Ministries and public sectors such as ITPO, NSDC, S&amp;T, GST, etc. Mr. Rawat has travelled globally and addressed various international forums such as UNDP, ILO, UNIDO, etc.</p> <p>Mr. Rawat is currently associated as President of</p>	<p>Times of India initiative since inception. Guest Speaker at Management Institution, Association and at various events both at National and International level. He was Vice President at Ahmedabad Management Association. He is currently Member Board of Management, Dr. Baba Saheb Ambedkar open University and Member of State Innovation Council. He is a IIMA Alumni.</p>

<b>Name of the Director</b>	<b>Mr. Venkat Chary (IAS, Retd.)</b>	<b>Mr. Chandrasekhar Kanekal</b>	<b>Justice Deepak Verma (Retd.)</b>	<b>Mrs. Chitkala Zutshi (IAS, Retd.)</b>	<b>Mr. Devender Singh Rawat</b>	<b>Mr. Sunil Shah</b>
	Directing Committee for the grant of the prestigious Jamnalal Bajaj Awards. He is past-president, Indo-French Technical Association, consisting of engineers, scientists (including nuclear scientists), finance experts, etc., who have either studied or worked in France.				the CCI India Chamber, Vice Chairman of MSME Export Promotion Council, Chairman of Confederation of Organic Food Producers and Marketing Agencies of India and Vice Chairman of The Foundation for Millennium Sustainable Development Goals.	
Recognition or awards	-	-	-	-	-	-
Job profile & suitability	The Non-executive Directors of the Company are the luminaries carrying vast experience spread across decades in various streams including Strategic planning, Finance & Accounts, Risk Management, legal & regulatory framework, Administrative Leadership, Senior level Government experience, Industry knowledge, Banking & Treasury operations, Corporate Governance, Crisis management etc.					
Relationship with other Directors, Manager and other Key Managerial Personnel	Nil	Nil	Nil	Nil	Nil	Nil
Directorship held in other Companies (excluding foreign companies)	Nil	Trualt Bioenergy Ltd	1. Ticker Limited 2. Alpex Solar Ltd.	1. RCCPL Pvt Ltd 2. Birla Corporation Ltd	MSME Export Promotion Council	1. Motivation Engineers and Infrastructure Pvt. Limited 2. NTT Data Payment Services India Pvt Ltd 3. GIS Foundation 4. Vibrant Motivation and Development Foundation
Listed Companies	Nil	Nil	SREI Equipment	Nil	Nil	Nil



<b>Name of the Director</b>	<b>Mr. Venkat Chary (IAS, Retd.)</b>	<b>Mr. Chandrasekhar Kanekal</b>	<b>Justice Deepak Verma (Retd.)</b>	<b>Mrs. Chitkala Zutshi (IAS, Retd.)</b>	<b>Mr. Devender Singh Rawat</b>	<b>Mr. Sunil Shah</b>
from which resigned in the past three years			Finance Limited			
Chairmanship / Membership of committees of other Companies (includes Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee & Corporate Social Responsibility Committee)	Nil	Trualt Bioenergy Ltd- Chairman of Board Committees- Audit Committee, Stakeholders Relationship Committee.  Member of Board Committees: Nomination and Remuneration Committee	Chairman of Board Committees- Alpex Solar Ltd- Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee.  Member of Board Committees: Alpex Solar Ltd- Audit Committee  Ticker Ltd.- Audit Committee and Nomination and Remuneration Committee	Birla Corporation Ltd- Member of Board Committees: Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee	Nil	NTT Data Payment Services India Pvt Ltd- Member of Board Committees- Nomination & Remuneration Committee
Number of Board Meetings attended during the FY 2024-25	4	4	4	4	4	4
No of shares held in the Company	Nil	Nil	Nil	Nil	Nil	Nil
Remuneration last drawn	Sitting fees for attending meetings of the Board or Committees thereof or for any other purpose as may be approved by the Board.					
Remuneration proposed to be drawn	Remuneration (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year) for a period of 3 years commencing from the F.Y. 2025-26 onwards, by way of remuneration, commission or otherwise, an amount not exceeding Rs. 2 lakh per month					
Terms and conditions of appointment	Not Applicable					