



June 01, 2023

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: Notice of Postal Ballot**

Pursuant to the applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in continuation to our letter dated May 24, 2023, 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, May 26, 2023 ("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 Friday, June 02, 2023 and ends at 5.00 p.m. (IST) on Saturday, July 01, 2023. 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 or before Tuesday, July 04, 2023.

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 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 Rule 20 and Rule 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 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Govt. of India (hereinafter collectively referred to as “MCA Circulars”) 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 applicable rules thereunder, MCA circulars, SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on “e-Voting facility provided by Listed Companies” and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, 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 submitting the physical Postal Ballot forms by post. The Company has engaged M/s. KFin Technologies Limited (“KFin”) as the agency for providing e-voting facility to enable the Members to cast their vote electronically. The e-voting facility is available from Friday, June 02, 2023 (9:00 a.m. IST onwards) till Saturday, July 01, 2023 (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 Saturday, July 01, 2023. 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, or failing him, Mr. Avinash Bagul (FCS No. 5578) or failing him, Mr. K. Venkataraman (ACS No. 8897), partners of M/s. BNP & Associates, Practicing Company Secretaries, Mumbai as Scrutinizer (hereinafter called the "Scrutinizer"), to scrutinize the said Postal Ballot process in a fair and transparent manner. 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. Based on the report of Scrutinizer, the results of the Postal Ballot shall be announced by the Chairman or Director of the Company so authorized by the Board, within two working days of conclusion of remote e-voting process i.e., on or before Tuesday, July 04, 2023 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 Saturday, July 01, 2023 i.e., being the last date of e-voting.

### **SPECIAL BUSINESS:**

#### **01. Re-appointment of Mr. Devendra Agrawal (DIN: 03579332) as Whole-time Director and CFO 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 Section 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and applicable rules framed thereunder, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(1C) and other applicable Regulations, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to all other necessary approvals, as may be required, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at its meeting held on May 24, 2023, the consent of the shareholders of the Company be and is hereby accorded to re-appoint Mr. Devendra Agrawal (DIN: 03579332) as Whole-time Director and CFO of the Company, liable to retire by rotation for a further period of three years commencing from May 27, 2023 till May 26, 2026, on the terms and conditions including remuneration, commission and minimum remuneration in the event of inadequacy of profit in any financial year (as recommended by the Nomination & Remuneration Committee and the Board) as set out in the Explanatory Statement to this Notice with the authority to the Board of Directors / Nomination and Remuneration Committee to grant increments and additional perquisites within the range stated therein and to alter and vary from time to time, the terms & conditions of the said appointment in such manner as may be agreed to between the Board of Directors / Nomination and Remuneration Committee and Mr. Devendra Agrawal.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution."

**02. Re-appointment of Mr. Rajendran Soundaram (DIN: 02686150) as Managing Director and CEO 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 Section 196, 197, 198, 202, 203 and any other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(1C) and other applicable Regulations, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to all other necessary approvals, as may be required and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at its meeting held on May 24, 2023, the consent of the shareholders of the Company be and is hereby accorded to the re-appointment of Mr. Rajendran Soundaram (DIN: 02686150) as Managing Director and Chief Executive Officer (MD & CEO) of the Company in his professional capacity in accordance with Section II(B) of Part II of Schedule V of the Act for a period commencing from June 01, 2023 till May 31, 2026, not liable to retire by rotation, on the terms and conditions including remuneration, commission and minimum remuneration in the event of inadequacy of profit in any financial year (as recommended by the Nomination & Remuneration Committee and the Board) as set out in the Explanatory Statement to this Notice with the authority to the Board of Directors / Committee to grant increments and additional perquisites within the range stated therein and to alter and vary from time to time, the terms & conditions of the said re-appointment including remuneration in such manner as may be agreed to between the Board of Directors/Nomination and Remuneration Committee and Mr. Rajendran Soundaram.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (or any committee thereof) be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution.”

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

Date: May 24, 2023  
Place: Mumbai

Hariraj Chouhan  
Sr. Vice-President & Company Secretary

**Notes:**

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 setting out all material facts and reasons for the aforesaid special business is annexed hereto.
2. The Postal Ballot Notice is being sent only by email to all the Members of the Company, whose names appear in the Register of Members/list of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on Friday, May 26, 2023 (Cut-off date) and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said Cut-off date.

3. The Postal Ballot Notice is being sent only to those Members who have registered their email addresses with their depository participants or with the Company's Registrar and Share Transfer Agent M/s. KFin Technologies Limited ("Kfin") and whose names appear in the Register of Members/list of Beneficial Owners as on the Cut-off date, in accordance with the MCA circulars. The Postal Ballot Notice shall also be uploaded on the website of the Company i.e. [www.63moons.com](http://www.63moons.com) and on the e-voting portal of Kfin Technologies Limited i.e. <https://evoting.kfintech.com>. The Notice can also be accessed from the websites of 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.
4. All the members of the Company as on the cut-off date (including those members who have not received this Notice due to non-registration of their email address with the Depository Participant or Kfin) shall be entitled to vote in accordance with the procedure specified in Note no. 9 below. In compliance with the requirements of the MCA circulars, physical copies of the Postal Ballot Notice, Ballot form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot. Members are required to communicate their assent or dissent only through remote e-voting facility.
5. A Member holding shares as on the Cut-off date i.e., Friday, May 26, 2023 is entitled to exercise his/her vote only through e-voting. A person who is not a member as on cut-off date should treat this notice for information purpose only.
6. The Board of Directors on May 24, 2023 has appointed Mr. B. Narasimhan (FCS No.1303), Proprietor, M/s. BN & Associates, Company Secretaries, Mumbai, or failing him, Mr. Avinash Bagul (FCS No. 5578) or failing him, Mr. K. Venkataraman (ACS No. 8897), partners of M/s. BNP & Associates, Practicing Company Secretaries, Mumbai as the Scrutinizer, who have communicated their willingness to be appointed as Scrutinizer for conducting the said Postal Ballot process in a fair and transparent manner.
7. Members can cast their vote online from Friday, June 02, 2023 (9:00 a.m. IST onwards) till Saturday, July 01, 2023 (upto 5:00 p.m. IST). No e-voting shall be allowed beyond 5:00 p.m. on Saturday, July 01, 2023 as the e-voting module shall be disabled by KFin thereafter.
8. Relevant documents related to the abovementioned resolutions shall be made accessible for inspection through electronic mode only, from the date of mailing of Notice upto the last date of voting i.e. Saturday, July 01, 2023. Members seeking to inspect such documents shall send an email to [info@63moons.com](mailto:info@63moons.com).
9. For e-voting, please read carefully the "Procedure/instructions for e-voting" enumerated herein:





### **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 KFin 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>1. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>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.</li> </ol> <p><b>2. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>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></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in points 1</li> </ol> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>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.</li> <li>IV. Post successful authentication, you will requested to select the name of the company i.e. 63 moons technologies limited and the e-Voting Service Provider name, i.e. KFin.</li> <li>V. On successful selection, you will be redirected to KFin e-Voting page for casting your vote during the remote e-Voting period.</li> </ol> <p><b>4. NDSL Mobile app:</b> Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store       Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or</li> </ol>

<p>holding securities in demat mode with CDSL</p>	<p>URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <ol style="list-style-type: none"> <li>II. Click on New System Myeasi</li> <li>III. Login with your registered user id and password.</li> <li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> <p><b>2. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>II. Proceed with completing the required fields.</li> <li>III. Follow the steps given in point 1</li> </ol> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide your demat Account Number and PAN No.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>IV. After successful authentication, user will be provided links for the respective ESP, i.e. KFin where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholder login through their demat accounts / Website of Depository Participant</p>	<ol style="list-style-type: none"> <li>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>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.</li> <li>III. Click on options available against company name or e-Voting service provider - KFin and you will be redirected to e-Voting website of KFin for casting your vote during the remote e-Voting period without any further authentication.</li> </ol>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
<p>Securities held with NSDL</p>	<p>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> and <b>1800 22 44 30</b></p>
<p>Securities held with CDSL</p>	<p>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></p>

## **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) i.e., 7288, 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" i.e., '7288' 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/Depository Participants(s), and consequently the Notice and e-voting instructions cannot be serviced, will have to follow the following process:



### **Procedure for Electronic folios:**

Visit the link: <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>

1. Select the company name “63 moons technologies limited”
2. Shareholder to enter DPID-CLID / Folio No. and PAN No.
3. Shareholder to enter the e-mail id and mobile no.
4. System check the authenticity of the client id and PAN and send the different One-time Passwords (OTPs) to mobile no. and e-mail id to validate.
5. Shareholder to enter the OTPs received by SMS and e-mail id to complete the validation process (OTPs will be valid for 5 minutes only).
6. System confirms the e-mail id for the limited purpose of services Postal Ballot notice.
7. System will send the notice & procedure for e-voting to the e-mail given by the shareholder.

### **Procedure for Physical folios:**

Visit the link <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>

1. Select company name “63 moons technologies limited”
2. Shareholder to enter physical Folio No and PAN No.
3. If PAN No. is not available in the records, shareholder to enter one of the Certificate No.
4. Shareholder to enter the e-mail id and mobile no.
5. System check the authenticity of the Folio No. and PAN/Certificate No. and send the different OTPs to mobile no. and e-mail id to validate.
6. Shareholder to enter the OTPs received by SMS and e-mail id to complete the validation process. (OTPs will be valid for 5 min. only).
7. If PAN is not available, the system will prompt to upload the duly signed scan copy of the PAN.
8. System confirms the registration of e-mail id.
9. System will send the notice & procedure for e-voting to the “e-mail id” given by the shareholder.

Post successful registration of the e-mail, the shareholder 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.

10. 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 Saturday, July 01, 2023 i.e., being the last date of e-voting.
11. 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.
12. 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, Manager- Corporate Registry, KFin Technologies Limited at email [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com), Tel no. 040 67162222.

## ANNEXURE TO NOTICE

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

### **Item no. 1:**

Mr. Devendra Agrawal (DIN: 03579332) was elevated to the Board, as a Director, retiring by rotation, and designated as Whole-time Director and CFO of the Company, duly approved by the shareholders through Postal Ballot, on August 21, 2017. Though his initial appointment was for three years, based on his performance, the Board on the recommendation of the Nomination and Remuneration Committee (NRC), re-appointed him for a second term of three years commencing from May 27, 2020. The said re-appointment was approved by the Shareholders at the Thirty Second Annual General Meeting of the Company held on December 09, 2020.

Mr. Agrawal has successfully managed the Finances of the Company in the most turbulent years including 2022-23, where major revenue from Broker technology as well as interest income from investment remains attached under MPID. Further, investments of temporary surplus funds in deposits are carefully managed to get maximum income. His performance has been very good during the last many years.

As the present term of Mr. Devendra Agrawal ends on May 26, 2023, based on performance evaluation done by MD & CEO and the NRC at its meeting held on May 24, 2023, the NRC and the Board have recommended for your approval the continuation and re-appointment of Mr. Devendra Agrawal as the Whole-time Director and CFO for a third term of three years commencing from May 27, 2023 to May 26, 2026 (both days inclusive), on the following terms, conditions, remuneration etc;

#### a) Remuneration:

Remuneration of ₹ 80,00,698/- per annum as Cost to Company (CTC) in the range of CTC of ₹ 0.80 Crore to ₹ 3 Crore per annum. The aforesaid remuneration to be bifurcated by way of basic salary, HRA, Provident Fund, Special allowances, other fringe benefits, performance pay and perquisites as per the rules and regulations of the Company for the time being in force and as determined by the NRC / Board from time to time. The perquisites and benefits are to be evaluated as per the Income-Tax Rules, 1961 and in the absence of the same, applicable rules at the cost to the Company.

The current remuneration would be reviewed by the Board/NRC as and when the pending legal case against the Company on increase in rate of remuneration to Directors / KMP stands clarified/resolved and subject to the provisions of the Companies Act, 2013 and applicable rules framed thereunder.

#### b) Leave encashment:

Payable in addition to the aforesaid remuneration to Mr. Devendra Agrawal, as per the rules of the Company applicable to Senior Management Personnel of the Company.

#### c) Gratuity:

Payable at the rate of half a month's salary for each completed year of service which is part of CTC. For the purpose of gratuity, superannuation or deferred annuity policy and leave encashment benefits, the services of Whole-time director will be considered as continuous service with the Company from the date he has joined the services of the Company or its holding or subsidiary or step down subsidiary of Company in any capacity from time to time and termination / expiry of the Agreement followed by immediate renewal(s) thereof or execution of a fresh Agreement, will not be considered as any break in service.

d) Employee Stock Options (ESOP):

ESOPs shall be granted to the Whole-time Director by the NRC in accordance with the ESOP scheme/s framed by the Company.

e) Commission:

In addition to the aforesaid remuneration, after the profits are ascertained each year, the Board / NRC at its sole discretion may pay a commission to Mr. Devendra Agrawal, as they may deem fit and proper. However, the overall managerial remuneration including commission shall not exceed the limits prescribed under Section 197 and 198 of the Companies Act, 2013 read with schedule V as may be applicable from time to time.

f) Minimum Remuneration:

When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites and Commission, if any, as aforesaid shall be paid to Mr. Devendra Agrawal as approved by the shareholders and in accordance with the applicable provisions of Schedule V of the act and rules made thereunder including any statutory amendments thereto or such other limit as may be prescribed by the Government from time to time as minimum remuneration.

The Nomination & Remuneration Committee / Board of Directors shall have liberty to alter and vary the terms of remuneration from time to time at its discretion upto the total remuneration of ₹3 Crores per annum set hereinabove (excluding commission, gratuity and leave encashment) and subject to the provisions of the Companies Act 2013 and rules made thereunder including any statutory amendments thereto. Mr. Devendra Agrawal, shall be subject to retirement by rotation during his tenure as the Whole Time Director of the Company.

The aforesaid re-appointment is subject to termination with 3 (Three) months' notice from either side and also as per the clauses mentioned in the Agreement to be entered into between the Company and the Whole-time Director. The detailed profile of Mr. Devendra Agrawal is included separately in this Notice.

The Board of Directors recommends the re-appointment of Mr. Devendra Agrawal as Whole-time Director & CFO of the Company and recommends the resolution as set out in Item No. 1 of this Notice for the approval of the members. Other than Mr. Devendra Agrawal, none of the other Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

**Item no. 2:**

Mr. Rajendran Soundaram (DIN: 02686150), the present Managing Director and Chief Executive Officer (MD & CEO) of the Company is holding this position since February 10, 2017. He is currently serving his third term as MD & CEO which commenced from June 01, 2021 up to May 31, 2023 and was approved by the Shareholders at the 33<sup>rd</sup> Annual General Meeting held on September 18, 2021.

As the present term of Mr. Rajendran Soundaram ends on May 31, 2023, the Board of Directors at their meeting held on May 24, 2023, on the recommendation of the Nomination and Remuneration Committee (NRC) re-appointed Mr. Rajendran Soundaram (DIN: 02686150) as the Managing Director and Chief Executive Officer (MD & CEO) of the Company for a fourth term of 3 years commencing from June 1, 2023 to May 31, 2026 considering the current crucial phase through which the Company is passing, the circumstance of business needs as well as legal matters. During the Covid-19 pandemic phase, there was a

continued delay in the hearing and completion of ongoing legal matters of the Company which are in advanced stages in different legal forums. As many such legal cases affecting the operations of the Company are yet to come to a logical conclusion, the Board considered it essential to have the continuity in the present leadership and management team. Over the years, Mr. Rajendran has built credibility with investors, customers and employees at large. He has been actively involved in providing strategic inputs to the Board w.r.t. business planning and operations, implementing growth strategies, policies & procedures, research and development functions etc. of the Company. Even during the Covid-19 pandemic years, the Company provided its services seamlessly to all its clients with full commitment and adhered to various timely compliances. Mr. Rajendran has ensured effective risk and human resource management in an efficient manner, despite the various business, treasury and legal challenges faced by the Company.

The Board, while re-appointing Mr. Rajendran Soundaram as MD & CEO has considered his background, experience and immense contribution made by him to the Company. Despite the various legal challenges faced by the Company including freezing of Company's various investments by MPID, the MD & CEO has been able to manage and protect the interest of the Company in a balanced manner, inter alia, for various Treasury management, risk and human resource management, Corporate Governance and compliance management.

In addition, with the guidance of the MD & CEO, the Company has been able to achieve significant cost reduction which in turn has resulted in better operating income. The performance evaluation of the MD & CEO by the NRC, Independent Directors & Board at their respective meetings during his three stints of appointment comprising of around 6 years indicate that he has discharged his role and duties with good results and ensured effective functioning of Board.

In recognition of his valuable contribution, the Nomination & Remuneration Committee has recommended the re-appointment of Mr. Rajendran Soundaram as MD & CEO for a fourth term. Based on the said recommendation, the Board of Directors at its meeting held on May 24, 2023, re-appointed Mr. Rajendran Soundaram as the MD & CEO of the Company, not liable to retire by rotation, for a fourth term commencing from June 1, 2023 till May 31, 2026 (both days inclusive), subject to the approval by the Shareholders through a special resolution and recommends the resolution as set out in Item No. 2 of this Notice.

The main terms and conditions relating to the re-appointment and terms of remuneration of Mr. Rajendran Soundaram as MD & CEO are as follows:

a) Tenure:

3 years commencing from June 1, 2023 to May 31, 2026 (both days inclusive).

b) Remuneration:

Remuneration of Rs.1.80 Crore per annum in the range of Rs.1.80 Crore to Rs.3.75 Crore per annum plus Company maintained Chauffeur driven car and Commission, as may be determined by the Board. The above remuneration range includes basic salary, House Rent Allowance (HRA), special allowances, other allowances, fringe benefits, and perquisites as per the rules and regulations of the Company for the time being in force. The perquisites and benefits to be evaluated as per the Income-Tax Rules, 1961 and in the absence of the same, applicable rules at the cost to the Company.

The current remuneration would be reviewed by the Board/NRC as and when the pending legal case against the Company on increase rate of remuneration to Directors / KMP stands clarified/resolved and subject to the provisions of the Companies Act, 2013 and applicable rules framed thereunder.

c) Gratuity:

Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

d) Leave encashment:

Payable in addition to the aforesaid remuneration to Mr. Rajendran Soundaram, as per the rules of the Company applicable to Senior Management Personnel of the Company. For gratuity and leave encashment benefits, the services of Managing Director and CEO will be considered as continuous service with the Company from the date he has joined the services of the Company and termination/expiry of the Agreement followed by immediate renewal(s) thereof or execution of a fresh Agreement, will not be considered as any break in service.

e) Employee Stock Options (ESOP):

ESOPs shall be granted to the MD & CEO by the NRC in accordance with the ESOP scheme/s framed by the Company.

f) Commission:

In addition to the aforesaid salary, allowances and perquisites, after the profits are ascertained in each year, the Board/Committee at its sole discretion may pay such commission to Mr. Rajendran Soundaram, as they may deem fit and proper. However, the remuneration including commission, if any, payable to Mr. Rajendran Soundaram shall not exceed the overall ceiling of the total managerial remuneration as prescribed under Section 197 and 198 of the Companies Act, 2013 read with schedule V and applicable rules as may be applicable from time to time,

g) Minimum Remuneration:

When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites and Commission, if any, as aforesaid shall be paid to Mr. Rajendran Soundaram as approved by the shareholders and in accordance with the applicable provisions of Schedule V of the act and rules made thereunder including any statutory amendments thereto or such other limit as may be prescribed by the Government from time to time as minimum remuneration.

h) Compensation for loss of office:

The Company to pay Mr. Rajendran Soundaram gross salary for the remainder of term as compensation for loss of office, in the event of termination/cessation of office prior to expiry of his term, subject to the provisions of Section 202 of the Act and in circumstances as detailed in the Agreement to be entered into with the Managing Director and CEO.

The Nomination & Remuneration Committee / Board of Directors shall have liberty to alter and vary the terms of remuneration from time to time at its discretion upto the total remuneration of ₹ 3.75 Crore per annum set hereinabove (excluding Company maintained chauffeur driven car, commission, gratuity and leave encashment) and subject to the provisions of the Companies Act 2013 and rules made thereunder including any statutory amendments thereto. Mr. Rajendran Soundaram shall not be subject to retirement by rotation during his tenure as the Managing Director of the Company.

The aforesaid re-appointment is subject to termination with 3 (Three) months notice from either side or such shorter notice as may be agreed by the Board and as per the clauses mentioned in the Agreement to be entered into between the Company and Mr. Rajendran Soundaram. The detailed profile of Mr. Rajendran Soundaram is included separately in this Notice.

The Board of Directors recommend the re-appointment of Mr. Rajendran Soundaram as Managing Director & CEO of the Company and recommend the special resolution as set out in Item No. 2 of this Notice for the approval of the members. Other than Mr. Rajendran Soundaram, none of the other Directors, Key Managerial Personnel or their relatives are, financially or otherwise concerned or interested, in the proposed resolution.

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

Date: May 24, 2023  
Place: Mumbai

Hariraj Chouhan  
Sr. Vice-President & Company Secretary

**Detailed information as required under Schedule V (part II, section II) of the Companies act, 2013 is as follows:**

**I. General Information:**

1	Nature of industry	IT Consulting & Software			
2	Date or expected date of commencement of commercial production	Not applicable			
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable			
4	Financial performance based on given indicators	(₹ in Lakhs)			
		Particulars	FY 19-20	FY 20-21	FY 21-22
		Paid up capital	921.57	921.57	921.57
		Turnover	13,873.42	14,408.15	14,438.82
		Profit/(Loss) before tax	(11,248.70)	(5,421.84)	(6,293.88)
		Profit/(Loss) after tax	(11,833.81)	(5,662.95)	(6,134.31)
		Reserves & Surplus	2,71,565.78	2,65,060.26	2,58,097.98

5	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.
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II. Information about the appointee:

1	Background details	Mr. Devendra Agrawal	Mr. Rajendran Soundaram
		<p>Mr. Devendra Agrawal is a Chartered Accountant by qualification with around three decades of professional experience in finance, accounts, MIS and taxation. He has a rich experience of working with organizations such as Aditya Birla Group of Companies and Reliance Industries Limited in his past assignments of over 12 years. He has been associated with the Company since 2005 and has been the CFO of the Company since April 2006. He has also been the Whole-time Director and CFO of the Company since 27th May 2017.</p>	<p>Mr. Rajendran Soundaram, is a post-graduate in Commerce and a CAIIB, with over four decades of rich experience as a senior banking professional and multi-functional experience covering most areas of commercial banking and Enterprise-wise Risk Management in particular including guiding banks on moving to advanced approaches. He has been MD &amp; CEO of a deemed public company engaged in Data Warehousing for more than four years and has exposure to management of technology company and possesses requisite qualification with expertise and specialized knowledge in the field in which the Company operates. He has also been the MD &amp; CEO of the company since 10th February 2017.</p> <p>He has extensive experience in Corporate Credit, Treasury and Investment Management, Risk Management, International Banking, Overseas Expansion, Skill Development and Training, Business Development, Branch banking set-up and operations and Customer Relationship Management, Internal controls, Regulatory Compliance and Audits and Training, Research and Knowledge Management.</p>

2	Past remuneration	As Chief Financial Officer of the Company drew ₹ 80,00,698/- p.a. as CTC.	As Independent Director of the Company (from 23rd September 2014 to 09th February 2017) was paid sitting fees for attending Board/Committee meetings.  Concurrently, he was also the MD & CEO of Cordex India Pvt. Limited (from 2012 to 2017) and drew ₹ 35,00,000/- p.a.  During his tenure as MD & CEO of the Company, he drew remuneration of ₹ 1.80 crore p.a.
3	Recognition or awards	-	-
4	Job profile and his suitability	Holding office as Chief Financial Officer (CFO) and Key Managerial Personnel of the Company, Mr. Devendra Agrawal was elevated to the position of Whole-time Director and CFO by the Board of Directors for a period of 3 years w.e.f. 27th May 2017. He was subsequently re-appointed for a second term commencing from May 27, 2020 to May 26, 2023. He continues to be responsible for managing the Finance, Accounts and Taxation related affairs of the Company and shall be reporting to the MD & CEO of the Company.	Mr. Rajendran Soundaram has been associated with the Company since 2013. He was appointed as MD & CEO of the Company in his professional capacity for a period of 3 years w.e.f 10th February 2017. He was subsequently re-appointed for two more terms commencing from February 10, 2020 to May 31, 2021 and June 01, 2021 to May 31, 2023 respectively. As MD & CEO of the Company, he is responsible for the management of the Company, subject to the superintendence, guidance and control of the Board. Taking into account his previous experience, educational background, knowledge about the industry and the nature and size of operations of the Company, he is a fit and proper person to be re-appointed as the Managing Director and Chief Executive Officer of the Company.



5	Remuneration proposed	As mentioned in the Explanatory Statement of the enclosed AGM Notice.	As mentioned in the Explanatory Statement of the enclosed AGM Notice.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered on him and the industry benchmarks, the proposed remuneration is reasonable and commensurate with the remuneration packages paid in the comparable companies.	Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered on him and the industry benchmarks, the proposed remuneration is reasonable and commensurate with the remuneration packages paid in the comparable companies.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Devendra Agrawal has no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than his remuneration in the capacity of Whole-time Director & CFO.	Mr. Rajendran Soundaram has an indirect pecuniary relationship with the Company through a lease agreement entered between the Company and his relative/s.

### III. Other information:

1	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.
2	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.
3	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 retails, education, healthcare etc., thereby hoping to increase its revenue and profits in the years to come.

**Additional information on Director being appointed/re-appointed (As required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and Secretarial Standards on General Meetings)**

Name of the Director	Mr. Devendra Agrawal	Mr. Rajendran Soundaram
DIN	03579332	02686150
Age	52 years	71 years
Date of Birth	July 01, 1970	January 12, 1952
Date of first Appointment on the Board	May 27, 2017	November 29, 2013
Qualifications	Chartered Accountant	Post-Graduate in Commerce, CAIIB
Brief Resume & Experience / Expertise in specific functional area	Mr. Devendra Agrawal is a Chartered Accountant by qualification with around three decades of professional experience in finance, accounts, MIS and taxation. He has a rich experience of working with organizations such as Aditya Birla Group of Companies and Reliance Industries Limited in his past assignments of over 12 years. He has been the CFO of the Company since April 2006 and shall be completing his second term as Whole-time Director and CFO on 26 <sup>th</sup> May 2023.	Mr. Rajendran Soundaram carries extensive experience in Corporate Credit, Treasury and Investment Management, International Banking, Overseas Expansion, Skill Development and Training, Business Development, Branch banking set-up and operations and Customer Relationship Management, Internal controls, Regulatory Compliance and Audits and Training, Research and Knowledge Management. He held position of MD & CEO of a deemed public Company engaged in data warehousing for more than four years and has exposure to management of technology Company. Prior to his appointment as MD & CEO in February 2017, he was the Independent Director of the Company since 2013. He shall be completing his third term as MD & CEO of the Company on 31 <sup>st</sup> May 2023.
Relationship with other Directors, Manager and other Key Managerial Personnel	Nil	Nil

Directorship held in other Companies (excluding foreign companies)	1) Financial Technologies Communications Ltd. 2) Global Payment Networks Ltd. 3) FT Knowledge Management Company Ltd. 4) Riskraft Consulting Ltd. (Under Liquidation) 5) IBS Forex Ltd. (Under Liquidation)	Nil
Companies from which resigned in the past three years	Nil	Nil
Chairmanship / Membership of committees of other Companies (includes Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee & Corporate Social Responsibility Committee)	Nil	Nil
Number of Board Meetings attended during the FY2022-23	06	06
No of shares held in the Company	200	Nil
Remuneration last drawn	₹ 80,00,698/- p.a.	₹ 1.80 crore p.a.
Remuneration proposed to be drawn	Please refer Item no. 1 of the explanatory statement attached to this notice.	Please refer Item no. 2 of the explanatory statement attached to this notice.

Terms and conditions of appointment/ re-appointment	Re-appointment as Whole-time Director, liable to retire by rotation, for a period of 3 years commencing from 27th May 2023.	Re-appointment as Managing Director and CEO, not liable to retire by rotation, for a period of 3 years commencing from 01st June 2023.
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By Order of the Board of Directors  
For 63 moons technologies limited

Date: May 24, 2023  
Place: Mumbai

Hariraj Chouhan  
Sr. Vice-President & Company Secretary