



63 moons technologies limited

(Formerly Financial Technologies (India) Limited)

Regd. Office: Shakti Tower-1, 7th Floor, Premises-E, 766, Anna Salai, Thousand Lights, Chennai - 600 002.

Corp. Office: FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai - 400 093.

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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 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification or re-enactment thereof for the time being in force), for seeking your consent, to pass the proposed resolutions mentioned below through Postal Ballot. The proposed resolutions and the explanatory statement pertaining to the said resolutions, pursuant to Section 102(1) of the Companies Act, 2013, 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 along with a ‘Postal Ballot Form’ and self-addressed postage pre-paid business reply envelope.

If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the form, enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope (BRE), so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 p.m. on 21st August 2017. Please note that any Postal Ballot Form(s) received after the above stated period will be treated as not having been received.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the provisions of Section 108 and 110 of the Act read with the Rules, 63 moons technologies limited (the “Company”) is pleased to provide electronic voting (“e-voting”) facility as an alternative 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. Karvy Computershare Pvt. Ltd. (Karvy) to provide e-voting facility. The e-voting facility is available from 23rd July 2017 (9:00 a.m. onwards) till 21st August 2017 (upto 5:00 pm). **For e-voting, please read carefully the “Procedure/instructions for e-voting” enumerated in the notes to this Notice.**

It may be noted that e-voting is optional. If a Shareholder has voted through e-voting facility, he/she is not required to send the Postal Ballot Form. If a Shareholder votes through e-voting facility as well as sends his/her vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer and voting done by Postal Ballot will be treated as invalid.

The Board of Directors of the Company (hereinafter called the “Board”), in compliance with the Rules, has appointed Mr. B. Narasimhan, Proprietor, M/s. BN & Associates, Company Secretaries, Mumbai, as Scrutinizer (hereinafter called the “Scrutinizer”), for conducting the said Postal Ballot process in a fair and transparent manner.

The Scrutinizer, after completion of scrutiny, 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 23rd August 2017. The result of the Postal Ballot will be announced by the Chairman or any Director of the Company so authorized by the Board, on 23rd August 2017 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 and the website of Karvy i.e. <https://evoting.karvy.com> on the same day.

The results along with the Scrutinizer's report shall also be displayed on the notice board at the Company's Registered Office at Chennai and the corporate office at Mumbai on 23rd August 2017. If the proposed resolutions are assented by requisite majority, it shall be deemed to have been duly passed on 21st August 2017 i.e. being the last date of receiving postal ballot forms and e-voting.

The resolutions for the purpose as stated herein below are proposed to be passed by Postal Ballot:

SPECIAL BUSINESS:

1. Appointment of Mr. Rajendran Soundaram as a Director of the Company:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution;

“RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rajendran Soundaram (DIN: 02686150), who was appointed an Additional Director of the Company with effect from 10th February 2017 by the Board of Directors of the Company and who in terms of Section 161 of the Companies Act, 2013, holds office upto the date of the forthcoming Annual General Meeting, being eligible for appointment and having consented to act as Director of the Company, and in respect of whom the Company has received a notice in writing from a member alongwith deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

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.”

2. Appointment of Mr. Rajendran Soundaram as Managing Director and Chief Executive Officer:

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 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), and pursuant to the recommendation of the Nomination and Remuneration committee and approval of the Board of Directors at its meeting held on 09th February 2017 and subject to the approval of Central Government, if any, the consent of the shareholders of the Company be and is hereby accorded to the appointment of Mr. Rajendran Soundaram (DIN: 02686150) as Managing Director and Chief Executive Officer (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 of three years commencing from 10th February 2017 on terms and conditions including remuneration, commission and minimum remuneration in the event of inadequacy of profits 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 within the range stated therein and to alter and vary from time to time, the terms & conditions of the said 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.”

3. Appointment of Mr. Devendra Agrawal as a Director of the Company:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution;

“RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Devendra Agrawal (DIN: 03579332), who was appointed an Additional Director of the Company with effect from 27th May 2017 by the Board of Directors of the Company and who in terms of Section 161 of the Companies Act, 2013, holds office upto the date of the forthcoming Annual General Meeting, being eligible for appointment and having consented to act as Director of the Company, and in respect of whom the Company has received a notice in writing from a member alongwith deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

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.”

4. Appointment of Mr. Devendra Agrawal as Whole-time Director and Chief Financial Officer (CFO):

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), and subject to the approval of Central Government, if any, the consent of the shareholders of the Company be and is hereby accorded to appoint Mr. Devendra Agrawal (DIN: 03579332) as Whole-time Director and CFO of the Company for a period of three years commencing from May 27, 2017 on terms and conditions including remuneration, commission and minimum remuneration in the event of inadequacy of profits 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 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.”

By Order of the Board of Directors
For 63 moons technologies limited
(Formerly Financial Technologies (India) Limited)

Date: 12th July 2017
Place: Mumbai

Hariraj Chouhan
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 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 14th July 2017 (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 by email to those members who have registered their email addresses with their depository participants (in case of shares held in demat form) or with the Company's Registrar & Share Transfer Agent (in case of shares held in physical form). For members whose email IDs are not registered, physical copies of Postal Ballot Notice are being sent by permitted mode, along with a postage-prepaid self-addressed Business Reply Envelope.
4. Only a Member holding shares as on the cut-off date is entitled to exercise his vote through e- voting/ physical Ballot and send it to the Scrutinizer at the address as mentioned in the BRE.
5. The Board of Directors on 12th July 2017 has appointed Mr. B. Narasimhan, Proprietor, M/s. BN & Associates, Company Secretaries, Mumbai, as the Scrutinizer to receive and scrutinize the completed Postal Ballot papers received from the Members and for conducting the Postal Ballot process in a fair and transparent manner.
6. Postal Ballot Form and the self-addressed postage pre-paid envelopes are enclosed for use by the Member(s).
7. Members can cast their vote online from 23rd July 2017 (9:00 am onwards) till 21st August 2017 (upto 5:00 pm) as the e-voting module shall be disabled for voting by Karvy Computershare Pvt. Ltd. thereafter. No voting shall be allowed beyond 5:00 pm of 21st August 2017. If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope (BRE), so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 p.m. on 21st August 2017. Please note that any Postal Ballot Form(s) received after that date will be treated as not having been received.
8. Documents related to the abovementioned resolutions are open for inspection at the Registered Office of the Company on all working days (except Saturday & Sunday) from 11:00 am to 1:00 pm till 21st August 2017.
9. For e-voting, please read carefully the "Procedure/instructions for e-voting" enumerated herein:

PROCEDURE/INSTRUCTIONS FOR E-VOTING:

The instructions for Members for e-voting are as under:

A. In case a Member receives an e-mail from Karvy Computershare Pvt. Ltd:

- i. Launch Internet browser by typing the URL: <https://evoting.karvy.com>
- ii. Enter the login credentials (i.e. user ID and password mentioned in your email/Postal Ballot Form). Your Folio No./DP ID client ID will be your user ID. However, if you are already registered with Karvy Computershare Pvt. Ltd. (Karvy) for e-voting, you can use your existing User ID and Password for casting your vote.

USER ID:	For Members holding shares in Demat form: a. For NSDL: 8 character DP ID followed by 8 digits Client ID b. For CDSL: 16 digits Beneficiary ID/Client ID For Members holding shares in Physical form: Event no. (EVEN) followed by Folio No. registered with the Company.
Password:	Your Unique Password is printed on the Postal Ballot Form/provided in the email

- 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. The system will prompt you to change your password and update any contact details like mobile, email ID etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and 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 “EVENT” i.e. 63 moons technologies limited
 - vii. On the voting page, enter the number of shares as on the cut-off date (which represents the number of votes) under “FOR/AGAINST” or alternatively, you may partially enter any number in ‘FOR” and partially in “AGAINST” but the total number in ‘FOR/AGAINST’ taken together should not exceed the total shareholding. If the shareholder 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. Cast your vote by selecting an appropriate option and click on “Submit”. A confirmation box will be displayed. Click “OK” to confirm else ‘CANCEL’ to modify. Once you confirm, 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 all the resolutions.
 - ix. Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF Format) of the relevant Board Resolution/Authority Letter, etc. together with attested specimen signature of the duly authorized signatory(ies), to the Scrutinizer at e-mail id 63moons.postalballot@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format ‘Corporate Name_EVEN NO.”
- B. In case a Member receives Postal Ballot Form by Post and wants to vote electronically:
- i. Initial password is provided at the bottom of the Postal Ballot Form.
 - ii. Please follow all steps from SI. No. (i) to SI. No. (ix) as mentioned in (A) above, to cast e-vote.
- C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting User Manual for shareholders, available at the download section of <https://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd. at Tel No. 1800 345 4001 (toll free). In case of any grievances connected with e-voting, members may kindly contact Ms. Rajitha Cholleti, Sr. Manager, Karvy Computershare Pvt. Ltd. at rajitha.cholleti@karvy.com, Tel no. 040 67162222.
10. Eligible Members who have not received/received the Postal Ballot notice by email and who wish to vote through physical ballot can download the form from the link <https://evoting.karvy.com> or from the website of the Company www.63moons.com.
 11. If the proposed resolutions are assented 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 21st August 2017 i.e. being the last date of receiving postal ballot forms and e- voting.
 12. The Ordinary resolutions mentioned above shall be declared as passed if the numbers of votes cast in its favor are more than the number of votes, if any, cast against the said resolution. Similarly, 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 resolutions.

13. Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of the Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form and self-addressed postage pre-paid business reply envelope. A Member may request for a duplicate Postal Ballot Form from Company's Registrar & Share Transfer Agent:

Karvy Computershare Private Limited
(Unit: 63 moons technologies limited)
Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad – 500 032
Tel: +91 40 67162222 Fax: +91 40 23001153 Email: einward.ris@karvy.com

ANNEXURE TO NOTICE

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

Item nos. 1 & 2:

The Board of Directors at their meeting held on 9th February 2017, on the recommendation of the Nomination and Remuneration Committee (NRC) appointed Mr. Rajendran Soundaram (DIN: 02686150) as an Additional Director in terms of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) w.e.f. 10th February 2017 to hold office up to the date of the ensuing Annual General Meeting (AGM) of the Company. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Rajendran Soundaram for the office of Director of the Company. Mr. Rajendran Soundaram is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Further, the Board of Directors at the same meeting, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of shareholders appointed Mr. Rajendran Soundaram as Managing Director and Chief Executive Officer (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 of 3 years commencing from 10th February 2017 on the following terms and conditions including remuneration;

a) Remuneration:

Remuneration of Rs. 1.62 Crore per annum, to be in the range of Rs. 1.62 Crore to Rs. 3.75 Crore per annum plus Company maintained Chauffeur driven car and Commission as may be determined by the Board. The remuneration includes basic salary, House Rent Allowance (HRA), special allowances, other allowances, fringe benefits, performance based 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 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.

b) Gratuity:

Payable as per the policy of the Company.

c) Leave encashment:

Payable in addition to the aforesaid remuneration to Mr. Rajendran Soundaram, as per the rules of the Company as applicable to Senior Management Personnel of the Company. For the purpose of 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.

d) Commission:

In addition to the aforesaid salary and perquisites, after the profits are ascertained in each year, the Board/Committee at its sole discretion may pay a commission to Mr. Rajendran Soundaram as they may deem fit and proper. However, the remuneration including commission 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.

e) Minimum Remuneration:

When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Rajendran Soundaram 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.

(f) 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 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 Rs. 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 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 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 appointment of Mr. Rajendran Soundaram as Managing Director & CEO of the Company and recommend the resolutions as set out in Item Nos. 1 & 2 of the Notice for the approval of the members. Other than Mr. Rajendran Soundaram, none of the other Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, in the proposed resolutions.

Item nos. 3 & 4:

The Board of Directors at its meeting held on 26th May, 2017, on the recommendation of the Nomination and Remuneration Committee (NRC) appointed Mr. Devendra Agrawal (DIN: 03579332) as an Additional Director in terms of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 to hold office up to the date of the ensuing Annual General Meeting (AGM) of the Company. The Company has received a notice in writing from member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature for the office of Director of the Company.

Further, with an aim to broad-base the Board and in order to elevate/promote an internal candidate, the Board on the recommendation of the NRC appointed Mr. Devendra Agrawal (DIN: 03579332), the present Chief Financial Officer (CFO) of the Company, as Whole-time Director and CFO of the Company for a period of 3 years commencing from 27th May, 2017 subject to the approval of shareholders, on the following terms, conditions, remuneration etc;

a) Remuneration:

Remuneration of Rs. 80,00,698/- per annum as Cost to Company (CTC) in the range of CTC of Rs. 0.80 Crore to Rs. 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 NRC shall consider the revision in remuneration in line with the remuneration of existing Whole-time Director including one-time additional pay, on the recommendation of the Managing Director & Chief Executive Officer (MD & CEO), which shall become payable post outcome of existing pending legal case relating to restrictions on salary revision of Directors / KMPs.

b) Leave encashment:

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

c) Gratuity:

Payable at the rate of half 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) Commission:

In addition to the aforesaid remuneration, after the profits are ascertained in 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.

e) Minimum Remuneration:

In case of absence of or inadequacy of profits in any year the Whole-time Director shall be eligible to remuneration comprising salary, perquisites, benefits and any other allowances which shall be governed by the provisions of the Companies Act 2013 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 and subject to such approvals as may be required.

The NRC/Board of Directors shall have liberty to alter and vary the terms of remuneration from time to time at its discretion within the limits set hereinabove (excluding commission) including grant of one time additional pay subject to clarification/resolution of pending legal issue in this regard and subject to the provisions of the Companies Act 2013 and rules made thereunder including any statutory amendments thereto. The aforesaid appointment is subject to termination with 3 (Three) months' notice from either side and also as per the clauses mentioned in the Agreement entered into between the Company and the Whole-time Director.

The Board of Directors recommends the appointment of Mr. Devendra Agrawal as Whole-time Director & CFO of the Company and recommend the resolutions as set out in Item Nos. 3 & 4 of the 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, in the proposed resolutions.

By Order of the Board of Directors
For 63 moons technologies limited
(Formerly Financial Technologies (India) Limited)

Date: 12th July 2017
Place: Mumbai

Hariraj Chouhan
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	(Rs. in lacs)			
		Particulars	FY 13-14	FY 14-15	FY 15-16
		Paid-up capital	921.57	921.57	921.57
		Turnover	33471.49	16103.11	14133.03
		Profit/(Loss) before tax	(18035.40)	51006.30	6673.48
		Profit/(Loss) after tax	(22854.85)	44513.88	(1341.08)
		Reserves & Surplus	240028.64	277072.63	273497.45
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.			

II. Information about the appointees:

1	Background details	Mr. Rajendran Soundaram	Mr. Devendra Agrawal
		Mr. Rajendran Soundaram, is a post graduate in Commerce and a CAIIB, with more than 40 years 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	Mr. Devendra Agrawal is a Chartered Accountant by qualification with over 23 years 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

		<p>& 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.</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>	<p>since 2005 and has been the CFO of the Company since April 2006.</p>
2	Past remuneration	<p>As Independent Director of the Company (from 23rd September 2014 to 09th February 2017) was paid sitting fees for attending Board/Committee meetings.</p> <p>Concurrently, he was also the MD & CEO of Cordex India Pvt. Limited (from 2012 to 2017) and drew Rs. 35,00,000/- p.a. as CTC.</p>	<p>As Chief Financial Officer of the Company drew Rs. 80,00,698 /- p.a. as CTC.</p>
3	Recognition or awards	-	-
4	Job profile and his suitability	<p>As Managing Director and Chief Executive Officer of the Company, he will be 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 appointed as the Managing Director and Chief Executive Officer of the Company.</p>	<p>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. He shall be responsible for managing the Finance and Accounts related affairs of the Company and shall be reporting to the MD & CEO of the Company.</p>
5	Remuneration proposed	<p>As mentioned in the Explanatory Statement to the Notice dated 12th July 2017</p>	<p>As mentioned in the Explanatory Statement to the Notice dated 12th July 2017</p>

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. Rajendran Soundaram has no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than his remuneration in the capacity of a Managing Director & CEO.	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.

III. Other information:

1	Reasons of loss or inadequate profits	The Company has been facing lot of challenges since the payment crisis in its subsidiary, National Spot Exchange Ltd in 2013 as a result of which the business of the Company has also been hit.
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 legal challenges, 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 years to come. For the F.Y. ended 31 st March 2017, the Company has earned a Net Profit (after tax) of Rs. 4907 lacs.

Additional information on Directors being 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-2 on General Meetings)

Name	Mr. Rajendran Soundaram	Mr. Devendra Agrawal
DIN	02686150	03579332
Age	65 years	47 years
Date of Birth	12th January 1952	01st July 1970
Date of Appointment on the Board	10th February 2017	27th May, 2017
Qualifications	Post graduate in Commerce, CAIIB	Chartered Accountant

Brief Resume	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, he was the Independent Director of the Company since 2013.	Mr. Devendra Agrawal is a Chartered Accountant by qualification with over 23 years 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.
Experience / Expertise in specific functional areas	More than four decades of experience as a senior banking professional and extensive experience across multi-functional areas of commercial banking, enterprise wise risk management and management of technology Company.	More than two decades of professional experience in Finance, Accounts, MIS, Taxation etc.
Last remuneration drawn	As Independent Director of the Company (23 rd September 2014 to 9 th 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 Rs. 35,00,000/- p.a. as CTC.	As Chief Financial Officer of the Company drew Rs. 80,00,698/- p.a. as CTC.
Relationship with other Directors, Manager and other Key Managerial Personnel	Nil	Nil
Directorship held in other Companies (excluding foreign companies)	Tickerplant Limited	Riskraft Consulting Limited IBS Forex Limited Financial Technologies Communications Limited Global Payment Networks Limited FT Knowledge Management Co. Limited Grameen Pragati Foundation
Chairmanship / Membership of committees of other Companies	Member of Audit Committee and Nomination & remuneration Committee - Tickerplant Limited	Nil
Number of Board Meetings attended during the F.Y. 2016-17*	02	Nil (Appointed as Whole-time Director & CFO w.e.f. 27 th May 2017.)
No. of shares held in the Company	Nil	200 shares
Terms and conditions of Appointment	Appointed as Managing Director and CEO, not liable to retire by rotation, for a period of 3 years.	Appointed as Whole-time Director and CFO, liable to retire by rotation, for a period of 3 years.

*since the date of their appointment