



February 15, 2022

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

Sub: Postal Ballot

Pursuant to the applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in continuation to our letter dated February 11, 2022 on the captioned subject matter, please find enclosed the Postal Ballot Notice dated February 11, 2022 being sent to the eligible members of the Company for obtaining their consent on the resolutions mentioned in the said notice.

In compliance with Ministry of Corporate Affairs General Circular Nos. 14/2020 dated April 8, 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 and 20/2021 dated December 8, 2021, 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 and whose names are recorded in the Register of Members/List of Beneficial Owners maintained by the Company/Depositories respectively as on Friday, February 11, 2022 ("Cut-off date"). The Company has engaged the services of KFin Technologies Private Limited ("KFin") to provide remote e-voting facility to its Members. **The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, February 16, 2022 and ends at 5.00 p.m. (IST) on Thursday, March 17, 2022.** The e-voting module shall be disabled by KFin thereafter. Communication of assent or dissent of the Members would only take place through the remote e-voting system. The results of the Postal Ballot shall be announced on Monday, March 21, 2022.

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

Kindly take the same 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 | F: +91 22 66868050 | E: info@63moons.com | W: www.63moons.com

Registered Office: Shakti Tower - 1, 7th floor, Premises E, 766, Anna Salai, Thousand Lights, Chennai - 600 002.
T: +91 44 4395 0850 | F: +91 44 4395 0899 | CIN No.: L29142TN1988PLC015586



63 moons technologies 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.

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 and 20/2021 dated December 08, 2021 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 the rules thereunder and the MCA circulars, 63 moons technologies limited (the “Company”) has extended only remote electronic voting (“e-voting”) facility to its Members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post. The Company has engaged M/s. KFin Technologies Private 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 February 16, 2022 (9:00 a.m. onwards) till March 17, 2022 (upto 5:00 pm).

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 pm on March 17, 2022. The assent or dissent received after such date and time shall be treated as if reply from the member has not been received.

The Board of Directors of the Company (hereinafter called the “Board”), in compliance with the Rules, has appointed Mr. B. Narasimhan (FCS No.1303), Proprietor, M/s. BN & Associates, Company Secretaries, Mumbai, and failing him, Mr. Venkataraman K. (ACS No. 8897), Practicing Company Secretary, Mumbai as Scrutinizer (hereinafter called the “Scrutinizer”), to scrutinize the said Postal Ballot process in a fair and transparent manner. 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 regard, on March 21, 2022. The result of the Postal Ballot will be announced by the Chairman or Director of the Company so authorized by the Board, on March 21, 2022 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 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 March 17, 2022 i.e. being the last date of e-voting.

SPECIAL BUSINESS:

1. Re-appointment of Justice Deepak Verma (Retd.) as Independent Director of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time and on the basis of the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company Justice Deepak Verma (Retd.) (DIN: 07489985) who was appointed as an Independent Director for a term of five years effective from March 08, 2017 and who is currently serving as an Independent Director of the Company up to March 07, 2022, and who is eligible for re-appointment and meets the criteria for independence as provided in Section 149(6) of the Act alongwith the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from March 08, 2022.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of Listing Regulations and applicable provisions of the Companies Act, 2013, read with relevant rules framed thereunder, consent of the Members be and is hereby accorded for the continuation of Directorship of Justice Deepak Verma (Retd.), aged 74 years, upon his attaining the age of 75 years during his second term as an Independent Director.

RESOLVED FURTHER THAT the Board of Directors of the Company (or any committee thereof) be and is hereby authorized to finalize and issue the letter of re-appointment to the concerned director and 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. Re-appointment of Mrs. Chitkala Zutshi (IAS, Retd.) as Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions of the Companies Act, 2013(“Act”) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time and on the basis of the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mrs. Chitkala Zutshi (IAS, Retd.) (DIN: 07684586) who was appointed as an Independent Director for a term of five years effective from March 08, 2017 and who is currently serving as an Independent Director of the Company up to March 07, 2022 and who is eligible for re-appointment and meets the criteria for independence as provided in Section 149(6) of the Act alongwith the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from March 08, 2022.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of Listing Regulations and applicable provisions of the Companies Act, 2013, read with relevant rules framed thereunder, consent of the Members be and is hereby accorded for the continuation of Directorship of Mrs. Chitkala Zutshi, aged 72 years, upon her attaining the age of 75 years during her second term as an Independent Director.

RESOLVED FURTHER THAT the Board of Directors of the Company (or any committee thereof) be and is hereby authorized to finalize and issue the letter of re-appointment to the concerned director and 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. Investment etc. in subsidiary of the Company / Approval of Related Party Transaction:

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

“RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and applicable rules made thereunder, Regulation 23 and other applicable regulations, if any, of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other statutory approvals, as may be required, including the present committee constituted by the Hon’ble National Company Law Tribunal, Government of India (“NCLT Committee”), the consent of Members of the Company be and is hereby accorded to the Board of Directors of the Company (“the Board” which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to give/acquire/make from time to time, any loans/guarantee/security/advances/deposits/investments in the equity shares and/or other securities of National Spot Exchange Limited (“NSEL”), a subsidiary of the Company, additionally up to a sum not exceeding INR 50 crores (Rupees Fifty crores only) for each of the three financial years (F.Y.) starting F.Y. 2022-23, in one or more tranches, notwithstanding that the aggregate of the investments/loans/guarantee/security so far made in NSEL or to be made exceeds the limits/will exceed the limits, if any, under the applicable provisions of the Listing Regulations or Act or any other statute.

RESOLVED FURTHER THAT if in any financial year, the aforesaid limit of INR 50 crores per financial year is not fully utilized, then the said unutilized amount shall be available in the ensuing financial year(s), upto a maximum limit of INR 150 crores for the three financial years starting F.Y. 2022-23 upto F.Y. 2024-25, as stated in the resolution.

RESOLVED FURTHER THAT any of the Director and/or Company Secretary of the Company, be and are hereby severally authorized to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard in order to give effect to the abovementioned resolution and to delegate all or any of the powers conferred herein as they may deem fit in the best interest of the Company and its Members, without any further reference to or approval of the Members of the Company in this regard.”

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

Date: February 11, 2022
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 February 11, 2022 (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 Private 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 and on the e-voting portal of Kfin Technologies Private 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 and 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 view of the ongoing Covid-19 pandemic and as per 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.

5. A Member holding shares as on the Cut-off date is entitled to exercise his 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 February 11, 2022 has appointed Mr. B. Narasimhan (FCS No.1303), Proprietor, M/s. BN & Associates, Company Secretaries, Mumbai, and failing him, Mr. Venkataraman K. (ACS No. 8897), Practicing Company Secretary, Mumbai, as 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 February 16, 2022 (9:00 am onwards) till March 17, 2022 (upto 5:00 pm). No e-voting shall be allowed beyond 5:00 pm on March 17, 2022 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 dispatch of Notice upto the last date of voting i.e. March 17, 2022. Members seeking to inspect such documents shall send an email to 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 KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

DETAILS ON STEP 1 ARE MENTIONED BELOW:

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

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | <p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 |

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| | <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period. |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1 <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e- Voting is in progress. |
| <p>Individual Shareholder login through their demat accounts / Website of Depository Participant</p> | <ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. 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. III. Click on options available against company name or e-Voting service provider - Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication. |

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 |
|---------------------------|--|
| Securities held with NSDL | Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Securities held with CDSL | Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 |

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. 6470, 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., ‘6470’ 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 with a copy marked to 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 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 March 17, 2022 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 Private 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 Private Limited at email 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 and 2:

The Members of the Company approved the appointment of Justice Deepak Verma (Retd.) (DIN: 07489985) and Mrs. Chitkala Zutshi (IAS, Retd.) (DIN: 07684586) as Independent Directors of the Company for a period of five years through Postal Ballot, with effect from March 08, 2017. Both the Directors would be completing their respective terms on March 07, 2022.

In accordance with the provisions of the Act and the Listing Regulations, an Independent Director can be appointed for a maximum of two terms of five consecutive years each on the Board of a Company and shall be eligible for re-appointment on passing of a special resolution by the members of the Company.

The Board of Directors of the Company ('the Board') at their meeting held on February 11, 2022 on the recommendation of the Nomination & Remuneration Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of Justice Deepak Verma (Retd.) and Mrs. Chitkala Zutshi (IAS, Retd.) as Independent Directors of the Company for a second term of five consecutive years commencing from March 08, 2022, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act') and applicable rules framed thereunder, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), as set out in the resolutions relating to their respective re-appointment.

Justice Deepak Verma (Retd.) is a former Judge of the Supreme Court of India. Justice Verma carries four decades of rich experience in various judicial positions. He held senior positions including, Judge of the Supreme Court of India, Chief Justice of the Rajasthan High Court, Judge of the High Court of Madhya Pradesh, Judge of the Karnataka High Court, Bangalore. Mr. Verma was additionally appointed as Welfare Commissioner, Bhopal Gas Victims, to disburse the amount of compensation to the Gas Victims of Bhopal. Almost all the victims have been awarded compensation during his tenure except for those who were not traceable despite notices.

Mrs. Zutshi is a post graduate in Sociology from the University of Rajasthan. She retired from the Indian Administrative Services (IAS) with four decades of experience in diverse fields. She held various posts with the Government of India and the Government of Maharashtra including Additional Chief Secretary, Home Department, Government of Maharashtra; Principal Secretary, Finance Department, Government of Maharashtra; Projects Chief with the Ministry of Textiles, Government of India; Member of the Maharashtra Water Resources Regulatory Authority, a Statutory Body. She has led Government delegations to the US, UK, Canada, Australia, France, Japan and about 40 other countries. Mrs. Zutshi is presently the Chairman of the Audit Committee of the Board of Directors of the Company.

The Nomination & Remuneration Committee at its meeting held on February 10, 2022 on the basis of their respective expertise, integrity, skill, experience, knowledge and positive outcomes of performance evaluation of both the Independent Directors during their first term of five years and also considering the significant contribution made by each of them, has recommended to the Board that the continued association of the above two Independent Directors for the next five years would immensely benefit the Company.

Based on above, the Board was of the view that, given the knowledge, experience and performance of the above two Directors, their contribution to the Board processes, their continued association would benefit the Company. Further, the Company has received consent from both the Directors pursuant to Section 152 of the Act alongwith declaration, affirming that they meet the criteria of Independence as prescribed under Section

149 read with schedule IV of the Companies Act 2013 and Listing Regulations. In the opinion of the Board, both the Independent Directors fulfil the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director. Further, the re-appointment of Mrs. Chitkala Zutshi is in compliance with the provisions of Section 149(1) of the Companies Act 2013 read with applicable rules, which requires at least one women Director on the Board of the Company.

In terms of Section 160 of the Act, the Company has received notice(s) in writing from member(s) of the Company proposing the candidature of Justice Deepak Verma (Retd.) and Mrs. Chitkala Zutshi for their re-appointment to the office of Independent Director.

Consent of the Members by way of Special Resolution is required for re-appointment of said Directors in terms of Section 149 of the Act. Further, pursuant to Regulation 17 of the Listing Regulations 2015, consent of the Members by way of Special Resolution is also required for continuation of Mr. Verma and Mrs. Zutshi as Non-Executive Directors since they would be attaining the age of 75 years during their second tenure as Independent Director.

Additional information in respect of Mr. Verma and Mrs. Zutshi pursuant to the Listing Regulations and the Secretarial Standard on General Meetings, is given below.

The Board of Directors recommend the re-appointment of Justice Deepak Verma (Retd.) and Mrs. Chitkala Zutshi (IAS, Retd.) as Independent Directors of the Company for the second term of five years commencing from March 08, 2022 and recommend the resolutions as set out in Item No. 1 and 2 of this Notice for the approval of the members. Other than Justice Deepak Verma (Retd.) and Mrs. Chitkala Zutshi, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, financially or otherwise, concerned or interested, in the proposed resolutions.

Item no. 3:

Since the unfolding of payment crisis in 2013 on the trading platform of National Spot Exchange Limited (NSEL), a subsidiary of the Company, NSEL is going through a challenging time. NSEL is currently defending itself in various legal, recovery and other related matters associated with settlement default by some members, occurred on its exchange platform in F.Y. 2013-14. Under current status of NSEL, it has no ability to raise resources from outside on its own credentials as there is no revenue generation activity in NSEL. NSEL has therefore requested for financial support for its ongoing activities like (a) to recover the money from defaulting members, (b) to defend various legal cases (c) to continue to take necessary legal action against various parties to recover amount from defaulting parties, and (d) for working capital.

NSEL has to incur expenditure due to exigency and criticality of ongoing legal/recovery and other related matters and funds are also required for its day-to-day administrative, operational, legal and recovery expenses. NSEL at this point in time requires funds to go through the current crisis and also to adequately support its legal/recovery efforts of the team involved. As NSEL has no resources, it is imperative for the parent Company to provide resources to NSEL to fight the legal cases and its ongoing activities.

To support NSEL for the above matters, the Company has been extending financial support to NSEL over the years. The members of the Company had earlier approved funding of NSEL in 2017 vide Postal Ballot resolution dated 08th March 2017 and the validity of said resolution was up to 31st March 2019. In 2019, the members of the Company vide Postal Ballot resolution dated June 18, 2019 approved the infusion of Rs. 50 crores per financial year in NSEL for three Financial years (F.Y. 2019-20 to 2021-22). Since the tenure of earlier shareholder's approval shall expire on 31st March 2022, fresh resolution is proposed for continued funding to NSEL for a further period of three financial years starting F.Y 2022-23 to F.Y 2024-25, inter-alia, either by way of loan or by way of equity/preference shares/securities infusion, a sum not exceeding INR 50 crores per financial year, in one or more tranches. Further, while striking down the enforced merger of NSEL

with the Company under section 396 of the Companies Act, 1956, the Hon'ble Supreme Court in its Order dated 30th April 2019 noted and took on record the Affidavit cum Undertaking dated 11th April 2019 submitted by your Company stating that your Company will continue to infuse funds into NSEL so that the recovery of dues from defaulters does not, in any manner, get stymied and accordingly in terms of the said Affidavit the Company is bound to continue funding to NSEL.

Funding in NSEL will be made from time to time during a financial year based on request received from NSEL and its review will be undertaken each time by the Audit Committee and Board of Directors of the Company, the NCLT committee constituted by the Hon'ble National Company Law Tribunal, Govt. of India and such other statutory approvals as may be required.

Presently, considering the progress of various legal cases against NSEL and by NSEL and Covid 19 pandemic situation since March 2020, a realistic estimate of time frame for outcome of each case is not available and hence based on an estimate given by NSEL on its expected salaries, fees of legal counsel, rent, electricity charges, statutory dues and other day to day operations, your Company anticipates about INR 50 crores funding in NSEL per financial year and accordingly Members' approval is sought by your Board for three financial years for funding up to INR 50 crores per financial year commencing from F.Y 2022-23 to F.Y 2024-25, subject to its review and approval by the Audit Committee, Board of Directors and the NCLT Committee. The grant of any loan/guarantee/security/advances/deposits to NSEL shall be subject to the compliance of applicable sections of the Companies Act 2013 read with applicable rules, as amended from time to time. The Company holds 99.99% shares in NSEL and National Agricultural Co-operative Marketing Federation of India Ltd (NAFED) holds 100 shares in NSEL.

Pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (as amended from time to time) all material transactions entered into by the Company with related party require Members' approval. As per the explanation to the said Regulation, transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent (10%) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

The Board of Directors of your Company has at its meeting held on February 11, 2022 approved the said material related transaction with NSEL subject to the approval of Members and other statutory and regulatory approvals, as required. Since the proposed additional infusion by the Company in NSEL is a material transaction with related party, approval of the Members is being sought by way of an ordinary resolution.

The Directors consider the proposed ordinary resolution in the interest of your Company and recommend the ordinary resolution as set out in Item no. 3 of this Notice for the approval of the Members. None of the Directors, key managerial personnel or their relatives are in any way concerned or interested, in the proposed ordinary resolution.

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

Date: February 11, 2022
Place: Mumbai

Hariraj Chouhan
Sr. Vice-President & Company Secretary

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 | Justice Deepak Verma (Retd.) | Mrs. Chitkala Zutshi (IAS, Retd.) |
| DIN | 07489985 | 07684586 |
| Age | 74 years | 72 years |
| Date of birth | August 28, 1947 | March 25, 1949 |
| Date of first appointment on the Board | December 21, 2016 | December 21, 2016 |
| Qualifications | B.A., L.L.B | Post Graduate (Sociology), IAS (Retd.) |
| Brief Resume and Experience / Expertise in specific functional area | Justice Deepak Verma is a former Judge of the Supreme Court of India. Justice Verma carries four decades of rich experience in various judicial positions. He held senior positions including, Judge of the Supreme Court of India, Chief Justice of the Rajasthan High Court, Judge of the High Court of Madhya Pradesh, Judge of the Karnataka High Court, Bangalore. Mr. Verma was additionally appointed as Welfare Commissioner, Bhopal Gas Victims, to disburse the amount of compensation to the Gas Victims of Bhopal. Almost all the victims have been awarded compensation during his tenure except for those who were not traceable despite notices. | Mrs. Zutshi is a post graduate in Sociology from the University of Rajasthan. She retired from the Indian Administrative Services (IAS) with four decades of experience in diverse fields. She held various posts with the Government of India and the Government of Maharashtra including Additional Chief Secretary, Home Department, Government of Maharashtra; Principal Secretary, Finance Department, Government of Maharashtra; Projects Chief with the Ministry of Textiles, Government of India; Member of the Maharashtra Water Resources Regulatory Authority, a Statutory Body. She has led Government delegations to the US, UK, Canada, Australia, France, Japan and about 40 other countries. |
| Skills and capabilities required for the role and the manner in which such requirements are met | Considering the educational background, legal skills and capabilities alongwith rich experience of over four decades holding various judicial positions throughout his career and his guidance to the Company on various legal matters, Mr. Verma meets the requirements. | Considering the educational background, rich and diverse experience of over four decades holding various posts with the Govt. of India during her career as an IAS Officer, playing an advisory role to the Company on various policy decisions, Mrs. Zutshi meets the requirements. |
| Relationship with other Directors, Manager and other Key Managerial Personnel | Nil | Nil |

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|---|--|--|
| Directorship held in other Companies (excluding foreign companies) | Tickerplant Limited | RCCPL Private Limited |
| Companies from which resigned in the past three years | Srei Equipment Finance Limited | Nil |
| Chairmanship/Membership of committees of other companies (includes Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee) | Nil | Nil |
| Number of Board Meetings attended during the F.Y. 2021-22 | 4 | 4 |
| Number of shares held in the Company | Nil | Nil |
| Remuneration last drawn | Rs.4,00,000/- (Sitting fees for attending Board meetings) | Rs. 9,00,000/- (Sitting fees for attending Board and committee meetings) |
| Remuneration proposed to be drawn | Sitting fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board | Sitting fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board |
| Terms and conditions of appointment | To be re-appointed as Non-Executive Independent Director, not liable to retire by rotation, for a second term of five years. | To be re-appointed as Non-Executive Independent Director, not liable to retire by rotation, for a second term of five years. |