



June 24, 2025

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 Notice

Pursuant to the applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in continuation to our letter dated June 18, 2025, 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, June 20, 2025 ("Cut-off date"). The Company has engaged the services of KFin Technologies Limited ("KFin") to provide remote e-voting facility to its Members. The remote e-voting period commences from 9:00 a.m. (IST) on Wednesday, June 25, 2025 and ends at 5:00 p.m. (IST) on Thursday, July 24, 2025. The e-voting module shall be disabled by KFin thereafter. Communication of assent or dissent of the Members would take place only through the remote e-voting system. The instructions for remote e-voting are provided in the Postal Ballot Notice. The results of the said Postal Ballot shall be announced on Friday, July 25, 2025.

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 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 | W: www.63moons.com

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



63 moons technologies limited

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

POSTAL BALLOT NOTICE

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

Dear Member(s),

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

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

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the provisions of Sections 108 and 110 of the Act read with the rules thereunder and the MCA circulars, 63 moons technologies limited (the “Company”) has extended only remote electronic voting (“e-voting”) facility to its Members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post. The Company has engaged M/s. Kfin Technologies Limited (“KFin / Kfintech”) as the agency for providing e-voting facility to enable the members to cast their vote electronically. The e-voting facility is available from Wednesday, June 25, 2025 (9:00 a.m. IST onwards) till Thursday, July 24, 2025 (upto 5:00 p.m. IST).

Members are requested to 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 July 24, 2025. The assent or dissent received after such date and time shall be treated as if reply from the member has not been received.

The Board of Directors of the Company (hereinafter called the “Board”), in compliance with the Rules, has appointed Mr. B. Narasimhan (FCS No.1303), Proprietor, M/s. BN & Associates, Company Secretaries, Mumbai, and failing him, Mr. Venkataraman K. (ACS No. 8897), Practicing Company Secretary, Mumbai as Scrutinizer (hereinafter called the “Scrutinizer”), to scrutinize the said Postal Ballot process in a fair and transparent manner. The Scrutinizer’s decision on the validity of votes cast in the postal ballot shall be final. Upon completion of Scrutiny of votes, the Scrutinizer will submit his report and other related papers to the Chairman or any Director of the Company, as may be authorized by the Board in this regard, on Friday, July 25, 2025. The result of the Postal Ballot will be announced by the Chairman or Director of the Company so authorized by the Board, on Friday, July 25, 2025 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 July 24, 2025 i.e. being the last date of e-voting.

SPECIAL BUSINESS:

1. Appointment of Mr. Maheswar Sahu (IAS, Retd.) (DIN: 00034051) as Director (Non-Executive, Non-Independent) of the Company.

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

“RESOLVED THAT in accordance with, the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Maheswar Sahu (IAS, Retd.) (DIN:00034051) who was appointed by the Board of Directors on the recommendation of Nomination and Remuneration Committee as an Additional Director of the Company with effect from 20th May 2025 and who holds office up to the date of ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director (Non-Executive, Non-Independent) of the Company, whose office shall be 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. Payment of remuneration to Mr. Maheswar Sahu (IAS, Retd.) (DIN: 00034051), Director (Non-Executive, Non-Independent) of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and applicable Rules framed thereunder read with Schedule V of the Act, (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17(6) and all other applicable regulations, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded to pay remuneration (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year) for a period of 3 years commencing from the 1st June 2025 onwards to Mr. Maheswar Sahu (DIN: 00034051) Non-Executive Director of the Company, by way of remuneration including commission or otherwise, an amount not exceeding Rs. Two Lakh per month as the Board / Committee may decide and that the said remuneration is in addition to the sitting fees and reimbursement of out-of-pocket expenses for attending the meetings of the Board of Directors / Committees thereof.

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

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

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 an **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. 2025-26, 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. 2025-26 upto F.Y. 2027-28, 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

Place: Mumbai
Date: June 18, 2025

Hariraj Chouhan
Sr. VP & Company Secretary

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and other applicable provisions, if any, setting out the material facts and reasons for the resolution in respect of the business set out in this Notice is annexed hereto.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on Friday, June 20, 2025 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company’s website at www.63moons.com, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin at <https://evoting.kfintech.com>.
4. In accordance with MCA circulars, Members who have not registered/updated their e-mail address are requested to register the same (i) with the Depository Participant(s)

where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 duly filled and signed along with requisite supporting documents to Company's Registrar & Transfer Agent, KFin Technologies Limited at Selenium Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032.

5. Only those members whose names are recorded in the Register of Members / Register of Beneficial Owners, as on the cut-off date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the cut-off date, should treat this Postal Ballot Notice for information purpose only.
6. The voting rights of a member / beneficial owner (in case of electronic shareholding) shall be reckoned on the paid-up value of the equity shares registered in the name of members as on cut-off date. In case of joint holders, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote.
7. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules framed thereunder, applicable MCA Circulars, Regulation 44 of the Listing Regulations read with SEBI Master Circular dated July 11, 2023, as amended, and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
8. The e-voting period commences at 9:00 a.m. (IST) on Wednesday, June 25, 2025 and ends at 5:00 p.m. (IST) on Thursday, July 24, 2025. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by KFin upon expiry of the aforesaid period.
9. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Thursday, July 24, 2025.
10. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to info@63moons.com mentioning his / her folio number / DP ID and Client ID.
11. Resolution(s) passed by the Members through postal ballot shall be deemed to have been passed as if it has been passed at a duly convened General Meeting of the Company.
12. For e-voting, please read carefully the "Procedure/instructions for e-voting" enumerated herein below:

PROCEDURE / INSTRUCTIONS FOR E-VOTING:

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

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

DETAILS ON STEP 1 ARE MENTIONED BELOW:

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

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <p>I. Visit URL: https://eservices.nsdl.com</p> <p>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link : https://eservices.nsdl.com</p> <p>II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in points 1</p> <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <p>I. Open URL: https://www.evoting.nsdl.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>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.</p> <p>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech.</p> <p>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing user who have opted for Easi / Easiest I. Visit URL: https://web.cdslindia.com/myeasitoken/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> <p>2. User not registered for Easi/Easiest I. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL 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>
<p>Individual Shareholder login through their demat accounts / Website of Depository Participant</p>	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider - Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period.</p>

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

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

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 or 022-48867000
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) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they

have voted on the Resolution(s).

- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id narasimhan.b8@gmail.com 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 / KFin / Depository Participant(s), will have to follow the following process:

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

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

13. If the proposed resolutions are assented to by a requisite majority, it shall be deemed to have been duly passed at a general meeting. The resolution will become effective on and from Thursday, July 24, 2025 i.e., being the last date of e-voting.
14. In accordance with the proviso to Regulation 40(1) of the Listing Regulations, as amended from time to time, and read with SEBI circulars, transfer of securities of the Company, including transmission and transposition requests, shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions.
15. The special resolution(s) mentioned above shall be declared as passed if the numbers of votes cast in its favor are not less than three times the number of votes, if any, cast against the said resolution.
16. In case of any queries, Member may refer the Frequently Asked Questions (FAQs) and e-voting User Manual for members, available at the download section of <https://evoting.kfintech.com> or contact KFin Technologies Limited at Tel No. 1800 309 4001 (toll free). In case of any queries/grievance connected with e-voting, Members may kindly contact Mr. Premkumar Nair, Sr. Manager- Corporate Registry, KFin Technologies Limited at email einward.ris@kfintech.com, Tel no. 040 67162222.

ANNEXURE TO NOTICE

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

Item No. 1:

On the recommendation of the Nomination & Remuneration Committee (“NRC”), the Board of Directors of the Company at its meeting held on 20th May 2025 appointed Mr. Maheswar Sahu (IAS, Retd.) (DIN:00034051) as Additional (Non-Executive) Director of the Company, who shall hold office up to the date of ensuing Annual General Meeting of the Company. The Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company.

Brief profile of Mr. Maheswar Sahu (IAS, Retd.):

Mr. Maheswar Sahu has a degree in Electrical Engineering and Masters of Public Administration from University Birmingham, UK. Mr. Sahu’s career span includes more than 22 years of service in Government & in Infrastructure sector in the areas of Strategic Planning, Policy Making and Implementation of Infrastructure Projects. He has more than 10 years of active involvement in Central Government in Industry and Infrastructure sector and has worked for more than 3 years in United Nations Organization. He has worked as Nominee Director in more than 15 Central/State PSUs and worked as Chairman of more than 8 Corporations dealing with various industries. His area of specialization includes Strategic Planning, Decision Making, Leadership, Connect & Influence, Coaching, Organization & Institution Building, Large Scale Project Management, Environment Management, Policy Making, and Corporate Social Responsibility.

The Board is of the opinion that Mr. Sahu’s rich and diverse experience is a valuable asset to the Company which shall add immense value in the growth of the Company. He is also a person of integrity who possesses required expertise and his association as Non-Executive Non Independent Director will be beneficial to the Company.

Pursuant to Regulation 17(1C)(a) of SEBI (LODR) Regulations, 2015, approval of shareholders for appointment / reappointment of a person on the Board of Directors is to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Except Mr. Sahu, none of the Directors, Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the Members.

Item No. 2:

On the recommendation of the Nomination and Remuneration Committee and the Board of Directors at their meeting held on 12th August, 2024, the Members of the Company vide Postal Ballot resolution dated 28th November, 2024 approved the payment of remuneration (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year) for a period of 3 years commencing from the F.Y. 2025-26 onwards, to the Non-Executive Directors including Independent Directors of the Company by way of remuneration, commission or otherwise, an amount not exceeding Rs. Two Lakh per month to each such

Director and that the said remuneration was in addition to the sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors / Committees thereof.

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

In line with the above, and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company is being sought to pay remuneration (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year) for a period of 3 years commencing from the 1st June 2025 onwards, to Mr. Maheswar Sahu (DIN: 00034051), Non-Executive Director of the Company by way of remuneration including commission or otherwise, an amount not exceeding Rs. Two Lakh per month as the Board / Committee may decide and that the said remuneration is in addition to the sitting fees and reimbursement of out-of-pocket expenses for attending the meetings of the Board of Directors / Committees thereof.

Except Mr. Sahu, none of the Directors, Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the Members

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 pursuing and 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 meeting staff and administrative costs.

The historic One time Settlement (OTS) Scheme between NSEL and its specified creditors has been approved by the specified creditors vide postal ballot, results of which were announced on 19th May 2025. The said scheme shall be implemented as per (National Company Law Tribunal (NCLT) directives.

Notwithstanding the progress made in the ongoing litigations, the Company expects that NSEL will be required to spend monies as provided for in the above resolution. As NSEL has no resources to incur expenditure on its own 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 vide Postal Ballot resolution dated March 17, 2022, approved the infusion of Rs. 50 crores per financial year in NSEL for three Financial years (F.Y. 2022-23 to 2024-25). Since the tenure of earlier member's approval expired on 31st March 2025, fresh resolution is proposed for continued funding to NSEL for a further period of three financial years starting F.Y 2025-26 to F.Y 2027-28, 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 Company stating that 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.

Investment in NSEL will be made from time to time during a financial year based expected cash outflow and on request received from NSEL. Its review being undertaken each time by the Audit Committee and Board of Directors of the Company. In view of the NCLAT order on Company appeal under Section 397, approval from the NCLT Committee constituted by the Hon'ble National Company Law Tribunal is also taken. Further any periodical funding provided to NSEL, has been by way of investment in equity shares offered by NSEL through Rights issue.

Presently, considering the progress of various legal cases against NSEL and by NSEL, 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, the Company anticipates about INR 50 crores funding in NSEL per financial year and accordingly Members approval would be obtained for three financial years for funding up to INR 50 crores per financial year commencing from F.Y 2025-26 to F.Y 2027-28, 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 the Company has at its meeting held on 12th February 2025 approved the said material related transaction with NSEL subject to the approval of Members and other statutory and regulatory approvals, as may be 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

Place: Mumbai
Date: June 18, 2025

Hariraj Chouhan
Sr. VP & Company Secretary

Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 for Item No. 2 of the Notice:

(I) GENERAL INFORMATION

Nature of Industry	IT Consulting & Software			
Date or expected date of commencement of commercial production	Not applicable			
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable			
Financial performance based on given indicators	(₹ in Lakhs)			
	Particulars	FY 24-25	FY 23-24	FY 22-23
	Paid up capital	921.57	921.57	921.57
	Turnover	11,816.02	45,526.88	27,249.38
	Profit/(Loss) before tax	787.46	27,052.45	6,886.09
	Profit/(Loss) after tax	594.85	26,921.63	2,775.41
	Reserves & Surplus	2,86,352.68	2,86,682.77	2,60,734.88
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 APPOINTEE:

Pl refer page no. 14 to 16

(III) OTHER INFORMATION

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

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. Maheswar Sahu (IAS, Retd.)
DIN	00034051
Age	71 years
Date of Birth	10 th January 1954
Date of first Appointment on the Board	20 th May 2025
Qualifications	Degree in Electrical Engineering and Masters of Public Administration from University Birmingham, UK.
Brief resume & Experience / Expertise in specific functional area	Mr. Sahu's career span includes more than 22 years of service in Government & in Infrastructure sector in the areas of Strategic Planning, Policy Making and

	<p>Implementation of Infrastructure Projects. He has more than 10 years of active involvement in Central Government in Industry and Infrastructure sector and has worked for more than 3 years in United Nations Organization.</p> <p>He has worked as Nominee Director in more than 15 Central/State PSUs and worked as Chairman of more than 8 Corporations dealing with various industries.</p> <p>His area of specialization includes Strategic Planning, Decision Making, Leadership, Connect & Influence, Coaching, Organization & Institution Building, Large Scale Project Management, Environment Management, Policy Making, and Corporate Social Responsibility.</p>
Recognition or awards	–
Job profile & suitability	Mr. Sahu's rich and diverse experience is a valuable asset to the Company which adds value during Board discussions and decision making. He is also a person of integrity who possesses required expertise and his association as Non-Executive Non Independent Director will be beneficial to the Company.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the profile and vast administrative experience held by Mr. Sahu, assignments handled by him in the past and industry benchmarks, the proposed remuneration is commensurate with the remuneration packages paid in the IT industry.
Pecuniary relationship directly or indirectly with the company, or relationship with other Directors, Manager and other Key Managerial Personnel, if any	Nil
Directorship held in other Companies (excluding foreign companies)	<p>Listed entities:</p> <ol style="list-style-type: none"> 1. Maruti Suzuki India Limited 2. Ambuja Cements Limited 3. Diamond Power Infrastructure Limited 4. IMP Powers Limited <p>Other entities:</p> <ol style="list-style-type: none"> 5. Powerica Limited 6. Mahindra World City (Jaipur) Limited 7. GSEC Limited 8. Best Value Chem Private Limited 9. Gold Plus Float Glass Private Limited 10. SKE-Green Energy Private Limited 11. Suzuki Motor Gujarat Private Limited 12. AIC-ISE Foundation 13. Aspire Disruptive Skill Foundation 14. India Gold Metaverse Private Limited

Listed Companies from which resigned in the past three years	1. IRM Energy Limited 2. Adani Total Gas Limited
Chairmanship / Membership of committees of other Companies (includes Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee & Corporate Social Responsibility Committee)	<u>Maruti Suzuki India Limited:</u> Audit Committee - Chairman Nomination & Remuneration Committee - Member <u>Ambuja Cement Limited:</u> Audit Committee - Member Nomination & Remuneration Committee - Member Stakeholder Relationship Committee - Member Corporate & Social Responsibility Committee - Member <u>Diamond Power Infrastructure Limited:</u> Audit Committee - Chairman Nomination & Remuneration Committee - Member <u>GSEC Limited:</u> Nomination & Remuneration Committee - Member <u>Mahindra World City (Jaipur) Limited:</u> Corporate & Social Responsibility Committee-Member
Number of Board Meetings attended during the FY 2025-26	Nil
No. of shares held in the Company	Nil
Remuneration last drawn	Nil
Remuneration proposed to be drawn	Remuneration (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year) an amount not exceeding Rs. 2 lakh per month, in addition to the sitting fees and out of pocket expenses incurred for attending the meetings of the Board of Directors / Committees thereof.
Terms and conditions of appointment	Appointment as Non-Executive Non-Independent Director, liable to retire by rotation.

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

Place: Mumbai
Date: June 18, 2025

Hariraj Chouhan
Sr. VP & Company Secretary