



the new digital ecology

May 17, 2019

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

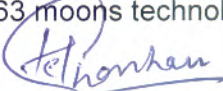
Pursuant to the applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in continuation to our letter dated May 06, 2019 on the captioned subject matter, please find enclosed the Postal Ballot Notice dated May 06, 2019 alongwith the Postal Ballot form being sent to the members of the Company for obtaining their consent on the resolutions mentioned in the said notice.

The copy of the abovesaid notice is also available on the website of the Company www.63moons.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

(Formerly Financial Technologies (India) Ltd.)

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 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification or re-enactment thereof for the time being in force), for seeking your consent, to pass the proposed resolutions mentioned below through Postal Ballot.

The proposed resolutions and the explanatory statement pertaining to the said resolutions, pursuant to Section 102(1) of the 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 along with a Postal Ballot Form and self-addressed postage pre-paid business reply envelope.

If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the form, enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope, so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 p.m. on 18th June 2019. Please note that any Postal Ballot Form(s) received after the above stated period will be treated as not having been received.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the provisions of Sections 108 and 110 of the Act read with the rules thereunder, 63 moons technologies limited (the “Company”) is pleased to provide remote electronic voting (“e-voting”) facility as an alternative to its Members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post. The Company has engaged M/s. Karvy Fintech Private Limited (“Karvy”) to provide e-voting facility. The e-voting facility is available from 20th May 2019 (9:00 a.m. onwards) till 18th June 2019 (upto 5:00 pm). For e-voting, please read carefully the “Procedure/instructions for e-voting” enumerated in the notes to this Notice.

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

The Board of Directors of the Company (hereinafter called the “Board”), in compliance with the Rules, has appointed Mr. B. Narasimhan (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”), for conducting the said Postal Ballot process in a fair and transparent manner. 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 20th June 2019. The result of the Postal Ballot will be announced by the Chairman or Director of the Company so authorized by the Board, on 20th June 2019 by or before 06:00 pm at the Company’s corporate office at FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai 400093. In addition to the results being communicated to Stock Exchanges, the results along with Scrutinizer’s report will also be placed on Company’s website i.e. www.63moons.com and the website of Karvy i.e. <https://evoting.karvy.com> on the same day.

The results along with the Scrutinizer’s report shall also be displayed on the notice board at the Company’s Registered Office at Chennai and the corporate office at Mumbai on 20th June 2019. If the proposed resolutions are assented by requisite majority, it shall be deemed to have been duly passed on 18th June 2019 i.e. being the last date of receiving Postal Ballot Forms and e-voting.

SPECIAL BUSINESS:

(1) Sale of equity shares held by the Company in Atom Technologies Limited (Atom), a subsidiary of the Company:

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

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder, Regulation 24 and other applicable regulations of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), the Memorandum and Articles of Association of the Company and all other applicable laws and regulations and such permissions, approvals, consents and sanctions as may be required from the concerned statutory/regulatory authorities and subject to such other terms and conditions as may be imposed by such concerned statutory/regulatory authorities, the consent of the Members be and is hereby accorded to the Board of Directors (“the Board” which expression shall also include a committee of Directors constituted and authorized for purposes mentioned hereof) to sell, transfer and divest 28,69,14,688 fully paid-up equity shares of face value of INR 1 (Rupee One only) each held in Atom Technologies Limited, a subsidiary of the Company, representing approximately 57.76% of the present paid-up equity share capital of Atom Technologies Limited, to NTT Data Corporation, Japan, for a total consideration of approx. USD 9.24 million, and to sell, transfer and divest the balance 21,00,86,610 equity shares of face value of INR 1 (Rupee One only) each to NTT Data Corporation on exercise of call option, on the terms and conditions more particularly stated in the Agreement(s) entered into by the Company with NTT Data Corporation with such modifications as may be mutually agreed between the parties thereto and/or as may be required by any of the statutory/regulatory authorities or as the Board may deem fit and appropriate in the interest of the Company, without any further reference to or approval of the Members of the Company in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may deem necessary and/or expedient to give effect to the above resolution including without limitation, to settle any questions, queries, doubts that may arise in regard to sale and transfer of the equity shares of Atom Technologies Limited as the Board may in their absolute discretion deem fit and have the power and authority to delegate all or any of powers conferred herein to any committee of the Board or any director(s) or officer(s) or authorized representative(s) of the Company in order to give effect to this resolution.”

(2) 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 (“NSE”), 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 2019-20, 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. 2019-20 upto F.Y. 2021-22, 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.”

(3) Appointment of Mr. Devender Singh Rawat (DIN: 02587354) as Non-Executive Director, liable to retire by Rotation:

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

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (the “Act”) and the rules made thereunder and any other applicable provisions, Mr. Devender Singh Rawat (DIN: 02587354) who was appointed as an Additional Director (Non-Executive) on the Board of Directors of the Company with effect from 12th February, 2019 and who, in terms of Section 161 of the Companies Act, 2013 holds office up to the date of the forthcoming Annual General Meeting, being eligible for appointment and having consented to act as Director of the Company, and in respect of whom the Company has received a notice in writing, from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including 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 and to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution including signing and filing all the forms and other documents with the statutory/regulatory authorities, and to execute all such deeds, documents, agreements and writings as may be necessary for and on behalf of the Company.”

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

Date: 6th May 2019
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 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 10th May 2019 (**Cut-off date**) and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said Cut-off date.
3. The Postal Ballot Notice is being sent by email to those Members who have registered their email addresses with their depository participants (in case of shares held in demat form) or with the Company’s Registrar and Share Transfer Agent (in case of shares held in physical form). For Members whose email IDs are not registered, physical copies of Postal Ballot Notice are being sent by permitted mode, along with a postage- prepaid self-addressed Business Reply Envelope.
4. Only a Member holding shares as on the Cut-off date is entitled to exercise his vote through e- voting/ physical Ballot and send it to the Scrutinizer at the address as mentioned in the postage- prepaid self-addressed business reply envelope.
5. The Board of Directors on 6th May 2019 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 to receive and scrutinize the completed Postal Ballot papers received from the Members and for conducting the Postal Ballot process in a fair and transparent manner.
6. Postal Ballot Form and the self-addressed postage pre-paid envelopes are enclosed for use by the Member(s).
7. Members can cast their vote online from 20th May 2019 (9:00 am onwards) till 18th June 2019 (upto 5:00 pm) as the e- voting module shall be disabled for voting by Karvy thereafter. No voting shall be allowed beyond 5:00 pm on 18th June 2019. If you are voting through Postal Ballot Form (i.e. physical ballot), you are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope, so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 p.m. on 18th June 2019. Please note that any Postal Ballot Form(s) received after that date will be treated as not having been received.
8. Documents related to the abovementioned resolutions are open for inspection at the registered office of the Company on all working days (except Saturday and Sunday) from 11:00 am to 1:00 pm till 18th June 2019.
9. For e-voting, please read carefully the “Procedure/instructions for e-voting” enumerated herein:

PROCEDURE/INSTRUCTIONS FOR E-VOTING:

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

- A. In case a Member receives an e-mail from Karvy Fintech Private Limited:
- Launch Internet browser by typing the URL: 'https://evoting.karvy.com'
 - Enter the login credentials (i.e. user ID and password mentioned in your email/Postal Ballot Form).
Your Folio No./DP ID client ID will be your user ID. However, if you are already registered with Karvy Fintech Pvt. Ltd. (Karvy) for e-voting, you can use your existing User ID and Password for casting your vote.

USER ID:	For Members holding shares in Demat form: a. For NSDL: 8 character DP ID followed by 8 digits Client ID b. For CDSL: 16 digits Beneficiary ID/Client ID For Members holding shares in Physical form: Event Number (EVEN) followed by Folio Number registered with the Company.
Password:	Your Unique Password is printed on the Postal Ballot Form/provided in the email

- After entering these details appropriately. Click on "LOGIN"
 - You will now reach 'Password Change Menu' wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email ID etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - You need to login again with the new credentials.
 - On successful login, the system will prompt you to select the "EVENT" i.e. 63 moons technologies limited
 - On the voting page, enter the number of shares as on the Cut-off date (which represents the number of votes) under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed the total shareholding. If the 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.
 - Cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on all the resolutions.
 - Corporate/Institutional Members (i.e., other than Individuals, Hindi Undivided Families, Non-Resident Indians, etc.) are also required to send scanned copy (PDF Format) of the relevant board resolution/authority letter, etc. together with attested specimen signature of the duly authorized signatory(ies), to the Scrutinizer at e-mail id 63moons.postalballot@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the abovementioned documents should be in the naming format "Corporate Name EVEN Number."
- B. In case a Member receives Postal Ballot Form by post and wants to vote electronically:
- Initial password is provided at the bottom of the Postal Ballot Form.
 - Please follow all steps from serial number (i) to serial number (ix) as mentioned in (A) above, to cast your e-vote.
- C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting User Manual for Members, available at the download section of <https://evoting.karvy.com> or contact Karvy Fintech Pvt. Ltd. at Tel No. 1800 345 4001 (toll free). In case of any grievances connected with e-voting, Members may kindly contact Ms. Rajitha Cholleti, Asst. General Manager, Karvy Fintech Pvt. Ltd. at rajitha.cholleti@karvy.com, or Tel no. 040 67162222.
10. Eligible Members who have not received/received the Postal Ballot Notice by email and who wish to vote through physical ballot can download the form from the link <https://evoting.karvy.com> or from the website of the Company www.63moons.com.

11. If the proposed resolutions are assented by a requisite majority, it shall be deemed to have been duly passed at a general meeting. The resolution will become effective on and from 18th June 2019 i.e. being the last date of receiving Postal Ballot Forms and e-voting.
12. The ordinary resolutions mentioned above shall be declared as passed if the numbers of votes cast in its favor are more than the number of votes, if any, cast against the said resolution. Whereas, the special resolution 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.
13. Members who have registered their e-mail ids for receipt of documents in electronic mode under the ‘Green Initiative’ of the Ministry of Corporate Affairs are being sent Postal Ballot Notice by e-mail and others are sent by post along with Postal Ballot Form and self-addressed postage pre-paid business reply envelope. A Member may request for a duplicate Postal Ballot Form from Company’s Registrar and Share Transfer Agent:

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

ANNEXURE TO NOTICE

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

Item no. 1:

Atom Technologies Limited (Atom), a subsidiary of 63 moons technologies limited (“63 moons” or “Company”) is engaged in the business of providing software development services, outsourcing services, advisory services, all such services in relation to the payment facilitation operations. Presently, your Company holds 95.88% equity in the share capital of Atom.

The erstwhile Forward Market Commission (now merged with the Securities and Exchange Board of India) had declared 63 moons as not “Fit and Proper” due to an event which had occurred in the year 2013 on the trading platform of one of the subsidiaries of the Company, and based on which the Reserve Bank of India (RBI) directed Atom that 63 moons shall divest its majority holding in Atom.

Your Company has been trying to divest its holding in Atom to comply with RBI’s requirement which it had stipulated as a condition for renewal and continuity of the prepaid license business of Atom. Atom had to surrender its prepaid license in 2016 since the condition that 63 moons should divest its holding in Atom could not be achieved.

Further, due to increased regulations of RBI in the payments business, Atom may be denied a license to operate as a payment aggregator if 63 moons continues to be the majority shareholder of Atom. Hence, there is a need for change of management and control for the continued operations of Atom.

On 31st January 2018, your Company received a non-binding expression of interest from NTT Data Corporation, Japan, indicating its interest to acquire majority stake in Atom. The Board of Directors of the Company at its meeting held on 26th November 2018 has, subject to obtaining all requisites statutory/regulatory approvals, as required, approved the sale of majority shares of Atom to NTT Data Corporation, Japan.

A Share Purchase Agreement (SPA) was executed on 27th November 2018 detailing the terms of sale and purchase wherein NTT Data Corporation agreed to purchase 28,69,14,688 equity shares of face value of INR 1/- (Rupee One only) each representing approx. 57.76% of the present paid-up equity share capital of Atom for a total consideration of approx. USD 9.24 million.

As per the Agreement(s) with NTT Data Corporation, NTT Data has the right, during the period of 24 months starting from the date of closure of transaction, to acquire, directly or through affiliates, the balance 21,00,86,610 equity shares of Atom held by your Company. The Agreement(s) are subject to such modifications as may be mutually agreed between the parties thereto and/or as may be required by any of the statutory/regulatory authorities or as the Board may deem fit and appropriate in the interest of

INSTRUCTIONS

1. A Member desiring to exercise his vote by Postal Ballot may complete this postal ballot form (no other form or photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent at the expense of the shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This postal ballot form should be completed and signed (as per specimen signature(s) registered with the Company) by the shareholder. In case of joint shareholding, this form should be completed and signed (as per specimen signature(s) registered with the Company) by the first named shareholder and in his/her absence, by the next named shareholder. Unsigned postal ballot forms will be rejected. Members are requested to fill the Postal Ballot Form in indelible ink (avoid filling it by using pencil etc.)
4. Where the postal ballot form has been signed by an authorised representative of a body corporate / Trust / Society etc. a certified copy of the relevant authorisation to vote on the postal ballot should accompany the postal ballot form. Where the form has been signed by the President of India or the Governor of a State, a certified copy of the nomination should accompany the ballot form. A Member may sign the form through an Attorney, specifically appointed for this purpose, in which case an attested true copy of the Power of Attorney should also be attached to the ballot form.
5. Duly completed envelopes addressed to the Scrutinizer containing the Postal Ballot Form should reach Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 not later than 5:00 p.m. on 18th June 2019. All Postal Ballot Forms received after the above time and date will be treated as if reply/Postal ballot Form from such shareholder has not been received.
6. A Shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date mentioned in item no. 5 above.
7. Voting rights shall be reckoned on the paid up value of the equity shares registered in the name of the shareholder(s) as on the cut-off date i.e. 10th May 2019.
8. The Scrutinizer's decision on the validity of the Postal Ballot form shall be final.
9. The vote of a Member will be considered invalid on any of the following grounds:
 - a. if the Member's signature does not tally, or if the Postal Ballot Form is not signed as per the process mentioned above;
 - b. if the Member has marked his/her/its vote both 'FOR' and 'AGAINST' in the Postal Ballot Form in such a manner that the aggregate shares voted 'FOR' and 'AGAINST' exceeds the total number of shares held under serial no. 4 of the Postal Ballot Form;
 - c. if the ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the identity of the Member or the number of votes or as to whether the votes are in favour or against or inability of the signature to be verified or on one or more of the above grounds.
 - d. Member(s) shall opt for one mode of voting. If a Member has opted for e-voting then he should not vote by physical ballot and vice-versa. However, if the Members cast their vote by physical ballot as well as through e-voting, then the voting through e-voting shall prevail and physical ballot shall be invalid.