



63 moons technologies limited

(Formerly Financial Technologies (India) limited)

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

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

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CIN: L29142TN1988PLC015586

NOTICE

NOTICE is hereby given that the Thirty First Annual General Meeting ("AGM") of the Members of 63 moons technologies limited ("the Company") will be held on Wednesday, September 18, 2019 at 11:00 a.m. at Sri Chandrasekarendra Saraswathi Mahaswami Auditorium, Vani Mahal, 103, G.N. Road, T. Nagar, Chennai - 600017 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the audited standalone financial statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon; and
 - b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2019 and the Report of the Auditors thereon.
2. To declare Dividend on equity shares for the financial year 2018-19, subject to appropriate judicial orders.
3. To appoint a Director in place of Mr. Sunil Shah (DIN: 02569359), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Kanekal Chandrasekhar (DIN: 06861358), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, pass the following resolution as an **Ordinary Resolution**;

"RESOLVED THAT pursuant to the provisions of sections 139-142 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Sharp & Tannan Associates, Chartered Accountants (Firm Registration No. 109983W) be and are hereby re-appointed as Statutory Auditors of the Company for a period of five years (i.e. from the conclusion of this AGM until the conclusion of thirty sixth AGM), at an annual remuneration and re-imburement of out-of-pocket expenses, if any, as may be mutually agreed to, between the Board of Directors and M/s. Sharp & Tannan Associates, during the course of their five years tenure."

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 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, Mr. Venkat Chary (IAS, Retd.) (DIN: 00273036) who was appointed as an Independent Director at the Twenty-sixth Annual General Meeting of the Company and who holds office upto September 22, 2019, 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 and in respect of whom the Company has received a Notice in writing from a Member under Section 160 (1) of the Act proposing his candidature for the office of Director, 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 two years commencing with effect from September 23, 2019.

RESOLVED FURTHER THAT pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and applicable provisions of Companies Act, 2013 read with relevant rules framed thereunder, consent of the Members be and is hereby accorded for the appointment of Mr. Venkat Chary who has attained the age of 75 years, for a second term, as Independent Director.

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.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 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, Justice Rajan J. Kochar (Retd.) (DIN: 06710558) who was appointed as an Independent Director at the Twenty-sixth Annual General Meeting of the Company and who holds office upto September 22, 2019, 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 and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, 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 two years commencing with effect from September 23, 2019.

RESOLVED FURTHER THAT pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and applicable provisions of Companies Act, 2013 read with relevant rules framed thereunder, consent of the Members be and is hereby accorded for the appointment of Justice Rajan J. Kochar (Retd.) who has attained the age of 75 years, for a second term, as Independent Director.

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.”

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 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, Mr. Achudanarayanan Nagarajan (IAS, Retd.) (DIN: 02107169) who was appointed as an Independent Director at the Twenty-sixth Annual General Meeting of the Company and who holds office upto September 22, 2019, 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 and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, 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 two years commencing with effect from September 23, 2019.

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."

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

"RESOLVED THAT pursuant to the provisions of the Regulation 31A and other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), as amended from time to time, and other applicable laws, if any, and subject to the approval of Stock Exchanges where the equity shares of the Company are listed and any other appropriate statutory authorities, as may be required, the approval of the members be and is hereby accorded for re-classification of the shareholding status of the following individuals forming part of Promoter Group, as detailed in the explanatory statement forming part of this notice, from the "Promoter & Promoter Group" category to "Public" category.

Sr. No.	Name of Individuals forming part of Promoter & Promoter group seeking re-classification
1	Mrs. Rupal J. Shah
2	Mr. Manish P. Shah
3	Mrs. Pushpa P. Shah
4	Mr. Prakash B. Shah
5	Ms. Nakshi M. Shah
6	Mrs. Bina M. Shah & Mr. Manish P. Shah (Joint)
7	Mr. Mandar Neralla

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director or any other Officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including submitting necessary application and filling of necessary forms and returns with the Ministry of Corporate Affairs, Stock Exchanges and other concerned authorities and to take such steps as may be necessary, proper, expedient or desirable to give effect to this resolution.

RESOLVED FURTHER THAT subsequent to the approval of the Stock Exchanges for the said re-classification, the Company shall effect such re-classification in the statement of Shareholding pattern of the Company as per Regulation 31 of the Listing Regulations and in compliance with other applicable rules / regulations / guidelines etc, if any.”

By Order of the Board of Directors

Place : Mumbai
Date : August 09, 2019

Hariraj Chouhan
Sr. Vice President & Company Secretary

NOTES:

1. The relative Explanatory Statement pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 5 to 9 of the Notice, and forming part of this notice, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person appointed as proxy, shall act as a proxy for not more than 50 members and holding in aggregate not more than 10% of the total paid up share capital of the Company. A member holding more than 10% of the paid up share capital of the Company may appoint a single person as proxy and such person appointed cannot act as proxy for any other member.**
3. Instrument of proxy (as enclosed), in order to be effective, must be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting. Proxies submitted on behalf of corporate members etc. must be supported by appropriate resolutions / authority, as applicable.
4. Members / Proxies are requested to bring to the meeting, the attendance slip enclosed herewith, duly filled in and deposit the same at the entrance of the meeting hall. The holder of proxy shall prove its identity at the time of attending the Meeting.
5. The relevant details about the Director seeking appointment, re-appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standards on General Meetings are annexed herewith.
6. All relevant documents referred to in the accompanying Notice and statutory registers are open for inspection by the members at the Registered Office of the Company and copies of the same are open for inspection at the Corporate Office on all working days (except Saturdays, Sundays and public holidays) from 11:00 A.M. to 1:00 P.M. upto the date of the meeting. The requisite documents shall also be available for inspection by members at the Meeting.
7. M/s. Sharp & Tannan Associates, Chartered Accountants (Firm Registration No. 109983W), were appointed as Statutory Auditors of the Company for a term of five years at the 26th AGM held on September 23, 2014. As per the provisions of section 139 of the Companies Act, 2013 the firm of Statutory Auditors can be re-appointed for a further period of five years. Since their term of appointment is expiring at the conclusion of this AGM, a resolution proposing re-appointment of M/s. Sharp & Tannan Associates, as Statutory Auditors of the Company for a further term of five years (i.e. from the conclusion of this AGM until the conclusion of thirty sixth AGM) forms part of this Notice.
8. The Register of Members and Share Transfer Books of the Company will remain closed **from September 12, 2019 to September 18, 2019** (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.
9. The payment of dividend for the financial year 2018-19, as recommended by the Board of Directors, shall be subject to the approval by the members at the AGM and appropriate judicial orders. The payment of such dividend will be made to those members whose names shall appear on the Company's Register of Members after entertaining all valid requests for transfer of shares lodged on or before September 11, 2019. In respect of the shares held in electronic form, the dividend will be payable on the basis of beneficial ownership, as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited as on September 11, 2019.
10. The Company has during the year transferred unpaid / unclaimed final dividend (FY 2010-11), and three interim dividends (FY 2011-12) to Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 27, 2018 (date of last Annual General Meeting) on the website of the Company i.e. www.63moons.com under Investors section.

11. The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. The IEPF rules mandate the Companies to transfer the shares of members whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF authority. In accordance with the aforesaid IEPF Rules, the Company has during the FY 2018-19 sent notices to all the members whose shares were due to be transferred to the IEPF Authority and has also published newspaper advertisement for the same. The Company has accordingly transferred all unclaimed shares to the demat account of the IEPF Authority in accordance with the IEPF Rules.
12. Those Members who have so far not encashed their dividend warrants from the financial year 2012-13 onwards, may approach the Registrar and Share Transfer Agent, M/s. Karvy Fintech Private Limited at the address mentioned elsewhere in the Annual Report for the payment without further delay as the said unpaid dividend will be transferred to the Investor Education and Protection Fund of the Central Government, as and when due. Members whose dividend / shares get transferred to IEPF can now claim the same from the IEPF authority by following the refund procedure as detailed on the website of IEPF authority. Member's attention is particularly drawn to the "Corporate Governance" section of the Annual Report for detailed dividend history and due dates for transfer to IEPF.
13. The Company is pleased to provide remote e-voting facility to its members in terms of Section 108 of the Companies Act 2013 read with Companies (Management and Administration) Rules 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This facility is provided to the members to enable them to cast their votes electronically in respect of the businesses to be transacted at this Annual General Meeting through systems provided by Company's Registrar & Share Transfer Agent M/s Karvy Fintech Private Limited (Karvy). The Board of Directors 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 scrutinize the voting through remote e-voting and voting process at the AGM in a fair and transparent manner.

The e-voting facility will be available during the following voting period:

Commencement of e-voting : From September 13, 2019 (09:00 am onwards)
End of e-voting : Till September 17, 2019 (upto 05:00 pm)

The cut-off date for the purpose of e-voting is September 11, 2019.

The remote e-voting module shall be disabled by Karvy for voting at 5:00 pm on September 17, 2019. Once a vote on a resolution is cast by the member, member shall not be allowed to change it subsequently. E-voting shall not be allowed beyond the abovementioned date and time.

Any person who acquires shares of the Company and becomes member of the Company after the dispatch of the Notice of AGM and holding shares as on the cut-off date i.e. September 11, 2019, may obtain the user ID and password by sending an email request to Karvy at evoting@karvy.com. Members can also contact Karvy at 1800 345 4001 (toll free). If you are already registered with Karvy for e-voting, then you can use your existing user ID and password / PIN for casting your vote.

14. Pursuant to the Companies (Management and Administration) Rules, 2014 with respect to the provision relating to voting through electronic means, the Company is also offering the facility for voting by way of physical ballot at the venue of AGM. The members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by e-voting, may vote at the AGM through ballot for all businesses specified in the accompanying Notice and that there will not be any voting by show of hands. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names shall be entitled to vote. The Members who have exercised their right to vote by e-voting may attend the AGM but shall not be entitled to vote at the AGM through ballot. The voting rights of the members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date i.e. September 11, 2019. A person who is not a member as on the cut-off date should treat this notice as for information purposes only.

15. The Login ID and password for e-voting along with the process, manner and instructions for e-voting along with the physical copy of the Notice of the AGM is being sent to the members, who have not registered their e-mail IDs with the Registrar and Share Transfer Agent of the Company / Depository Participants. Those members who have registered their e-mail IDs with the Registrar and Share Transfer Agent / their respective Depository Participants are being forwarded the Login ID and password for e-voting along with the process, manner and instructions via e-mail.
16. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank mandate, power of attorney, change / updation of postal address, e-mail address, consolidation of holdings, change in residential status (from NRI to resident Indian or vice-versa) etc., to their respective Depository Participants. Changes intimated to the Depository Participants will be automatically reflected in the Company's records enabling the Company and RTA to provide efficient services. Members holding shares in physical form are also requested to intimate such changes to the Registrar & Share Transfer Agent under the signatures of first / joint holder(s).
17. Pursuant to the provisions of Section 72 of the Companies Act 2013 read with applicable rules, the facility for making nomination is available for members in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in physical form may submit the same to Registrar and Share Transfer Agent. Members holding shares in electronic form may submit the same to their respective Depository Participant.
18. Corporate Members are requested to send a duly certified copy of the Board Resolution or Power of Attorney together with specimen signatures of those representative(s) authorised to attend and vote at the Annual General Meeting.
19. Members seeking any further information relating to Accounts should write to the CFO of the Company at the Corporate Office at FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai - 400 093, or send an e-mail at info@63moons.com at least seven days prior to the AGM.
20. Members are requested to bring their copies of Annual Report to the meeting. Members holding shares in physical form are requested to get them dematerialized, as the shares of the Company are traded under compulsory demat system.
21. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialized mode are requested to submit their PAN details to their Depository Participant, with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Company's Registrar and Share Transfer Agent.
22. SEBI vide circular dated April 20, 2018 has mandated registration of PAN and bank account details for all securities holders. Pursuant to the same, the Company has vide three letters sent during the months of July, August and September 2018 to shareholders holding shares in physical form, requesting them to furnish their PAN and bank account details to Company's Registrar and Share Transfer Agent by sending a duly signed letter alongwith self-attested copy of PAN card and original cancelled cheque. If the original cancelled cheque does not bear the name of the shareholder, copy of bank passbook / statement attested by the bank should be submitted. Those shareholders who are yet to respond to the Company's request in this regard are once again requested to submit the documents at the earliest. Similarly, shareholders holding shares in demat form are requested to submit the aforesaid information to their respective depository.
23. SEBI on June 08, 2018 notified SEBI (Listing Obligations & Disclosure Requirements) (Fourth Amendment) Regulations, 2018 which states that securities of listed companies can be transferred only in dematerialised form except in case of transmission or transposition. In view of the above, Members are requested to dematerialise the shares held by them in physical form. The Company has also vide its letters (as mentioned above) sent to all the shareholders holding shares in physical form, requested them to dematerialise their shareholding.
24. Electronic copy of the Annual Report along with the Notice is being sent to all the members whose email IDs are registered with the Registrar and Share Transfer Agent / Depository Participant(s) for communication purposes unless

any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report are being sent in the permitted mode. As per Green Initiative in Corporate Governance initiated by the Ministry of Corporate Affairs, members are requested to register their e-mail address with the Company's Registrar and Share Transfer Agent, M/s. Karvy Fintech Private Limited to receive the Annual Report and other Communication(s) from the Company in electronic mode. The Notice of the Annual General Meeting along with the Annual Report is also available on the website of the Company i.e. www.63moons.com and the website of Karvy i.e. <https://evoting.karvy.com>.

25. Voting results of the above resolutions shall be declared within the stipulated time limit and such results along with Scrutinizer's report, will be uploaded on the website of the Company i.e. www.63moons.com and on the website of Karvy i.e. <https://evoting.karvy.com> and shall also be displayed on the Notice Board of the Company at its Registered Office and Corporate Office. The results shall also be simultaneously communicated to BSE Limited and the National Stock Exchange of India Limited. The resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.
26. Members are requested to update their email address with their Depository Participants to enable the Company to send future communications electronically.
27. The route map showing directions to reach the venue of the 31st AGM is given at the end of this notice.

By Order of the Board of Directors

Place : Mumbai
Date : August 09, 2019

Hariraj Chouhan
Sr. Vice President & Company Secretary

EXPLANATORY STATEMENT PURSUANT TO REGULATION 36(5) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 5:

M/s. Sharp & Tannan Associates, Chartered Accountants (Firm Registration No. 109983W) were appointed as Statutory Auditors of the Company by the Members at the Twenty Sixth AGM for a period of five years i.e. from the conclusion of Twenty Sixth AGM upto the conclusion of Thirty First AGM.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), have considered and recommended for the approval of the Members, the re-appointment of M/s. Sharp & Tannan Associates, Chartered Accountants as the Statutory Auditors of the Company for term of five years i.e. from the conclusion of this AGM upto the conclusion of the Thirty Sixth AGM. M/s. Sharp & Tannan Associates, Chartered Accountants have provided their consent and have confirmed that their appointment, if made, would be in accordance with the conditions prescribed under Sections 139 and 141 of the Companies Act 2013 read with Companies (Audit & Auditors) Rules, 2014. On the recommendation of the Committee, the Board in mutual agreement with M/s. Sharp & Tannan Associates, recommended for the approval of the Members, proposed remuneration of ₹ 80 lakhs plus applicable GST and re-imburement of out of pocket expenses for the FY 2019-20.

M/s. Sharp & Tannan Associates, founded in 1976 is part of Sharp & Tannan Group which was founded way back in 1932. The group operates with a strong team of 20 partners / partner equivalents and over 400 employees.

Before recommending the appointment of M/s. Sharp & Tannan Associates for a second term of five years, the Committee considered various parameters like audit planning, proactive and robust audit approach, quality assurance process, audit experience and market standing of the firm, clientele served, technical knowledge etc., and found M/s. Sharp & Tannan Associates to be best suited to handle the audit of the financial statements of the Company. The terms of appointment cover statutory audit of standalone and consolidated financial statements of the Company in accordance with the Companies Act, 2013 including limited review in accordance with SEBI Listing regulations 2015, taxation matters and other certification requirements etc. for the FY 2019-20.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends the Resolution no. 5 as an Ordinary Resolution for your approval.

Item No. 6 to 8:

The Members of the Company at the AGM held on September 23, 2014 approved the appointment of Mr. Venkat Chary (IAS, Retd.) (DIN: 00273036), Justice Rajan J. Kochar (Retd.) (DIN: 06710558) and Mr. Achudananarayanan Nagarajan (IAS, Retd.) (DIN: 02107169) as Independent Directors of the Company for a period of five years with effect from September 23, 2014. Mr. Chary, Mr. Kochar and Mr. Nagarajan would be completing their respective terms on September 22, 2019.

The Board of Directors of the Company ('the Board') at their meeting held on August 09, 2019, on the recommendation of the Nomination & Remuneration Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of Mr. Chary, Mr. Kochar and Mr. Nagarajan as Independent Directors of the Company for a second term of two years commencing from September 23, 2019, 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.

Mr. Venkat Chary carries immense and diversified experience in his long drawn career as an IAS (Indian Administrative Service) Officer. Mr. Chary is associated with the Company since 2013 and as Chairman of the Board since then has been the guiding pillar of strength. His rich and diverse experience are important elements in the discussion and business decisions taken by the Board and his continuance as a Director would be of immense benefit to the Company.

Justice Kochar, is a former Judge of the Bombay High Court. With an immaculate and impeccable track record of transparency and a bright judicial career of over three decades in the legal fraternity, Justice Kochar has made his mark in the judicial system. He has been associated with the Company since 2013 and has increased the Board strength by contributing immensely in many legal processes of the Company.

Mr. Nagarajan, a retired IAS officer, also carries along vast and diversified experience in various spheres of administrative services. During his long serving tenure as IAS officer he held various posts / profiles with the Government of Tamil Nadu. Mr. Nagarajan is also associated with the Company since 2013 and has contributed immensely in the decision making of the Board.

The Nomination & Remuneration Committee at its meeting held on August 9, 2019 on the basis of performance of Independent Directors and taking into account the knowledge, experience and significant contribution made by each of above Independent Director, has recommended to the Board that the continued association of the above three Independent Directors for two years would benefit the Company.

Based on above, the Board is of the view that, given the knowledge, experience and performance of the above three Directors, their contribution to Board processes, their continued association would benefit the Company. Further, being independent of management, the Company has received a declaration from them, 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, all the Independent Directors fulfil the conditions specified in the Act and SEBI Listing Regulations for appointment as an 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. Chary and Mr. Kochar as Non-Executive Directors since they have attained the age of 75 years.

Requisite Notices under Section 160 of the Act proposing the re-appointment of Mr. Chary, Mr. Kochar and Mr. Nagarajan have been received by the Company, and respective consents have been filed by them pursuant to Section 152 of the Act. Additional information in respect of Mr. Chary, Mr. Kochar and Mr. Nagarajan pursuant to the Listing Regulations and the Secretarial Standard on General Meetings, is covered below. Information on performance evaluation of Independent Directors is appearing under Directors Report & Corporate Governance Section of Annual Report.

None of the above three Directors hold any shares in the Company. Except the above three Directors, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item no. 6 to 8 above.

The Board recommends the Resolution nos. 6 to 8 as Special Resolutions for your approval.

Item No. 9:

Regulation 31A of the Listing Regulations empowers the Stock Exchange(s) to allow re-classification of the existing status of individuals or entities from "Promoter & Promoter group" category to "Public" Category, subject to fulfilment of the conditions stipulated therein. The Company has received request letters from the following individuals falling under the category of "Promoter & Promoter Group" of the Company requesting the Company for reclassification of their Shareholding from the category of "Promoter & Promoter Group" to "Public" category:

Sr. No.	Name of Individuals forming part of Promoter & Promoter group seeking re-classification	No. of equity shares held (Face value ₹ 2/- each)	Percentage of shareholding
1	Mrs. Rupal J. Shah	18,49,560	4.01%
2	Mr. Manish P. Shah	71,538	0.16%
3	Mrs. Pushpa P. Shah	60,543	0.13%
4	Mr. Prakash B. Shah	37,351	0.08%
5	Ms. Nakshi M. Shah	1,036	0.002%
6	Mrs. Bina M. Shah & Mr. Manish P. Shah (Joint)	498	0.001%
7	Mr. Mandar Neralla	1,364	0.003%

The Board of Directors of the Company at their meeting held on May 27, 2019 have subject to the approval of the Members of the Company and the Stock Exchanges where the shares of the Company are listed, accorded their approval to the said re-classification requests received from the above persons of Promoter Group from "Promoter & Promoter Group" category to "Public" category. The Company has intimated the Stock Exchanges (BSE & NSE) on May 27, 2019 of the above requests for re-classification. The above individuals have also given confirmation that ;

- i) they do hold more than ten percent of the total voting rights in the Company.
- ii) they do not exercise control over the affairs of the Company directly or indirectly.
- iii) they have no special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements.
- iv) they are not represented on the Board of Directors (including not having a nominee director) of the Company.
- v) they do not act as Key Managerial Person in the Company.
- vi) they are not 'wilful defaulter' as per the Reserve Bank of India Guidelines.
- vii) they are not fugitive economic offender.

The above individuals have further undertaken to abide by the conditions listed in Regulation 31A of the Listing Regulations post such re-classification being approved by the Members of the Company and the Stock Exchanges. Post approval by Members, the Company shall make application to the Stock Exchanges for its approval in terms of procedure prescribed under SEBI Regulations.

Pursuant to Regulation 31A of the Listing Regulations, the request for re-classification shall be approved in the AGM by an Ordinary Resolution in which the promoter(s) seeking re-classification and persons related to the promoter(s) seeking re-classification shall not vote to approve such re-classification request.

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 resolution set out at Item no. 9 above.

The Board recommends the Resolution no. 9 as an Ordinary Resolution for your approval.

By Order of the Board of Directors

Place : Mumbai
Date : August 09, 2019

Hariraj Chouhan
Sr. Vice President & Company Secretary

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING
(Pursuant to Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings)

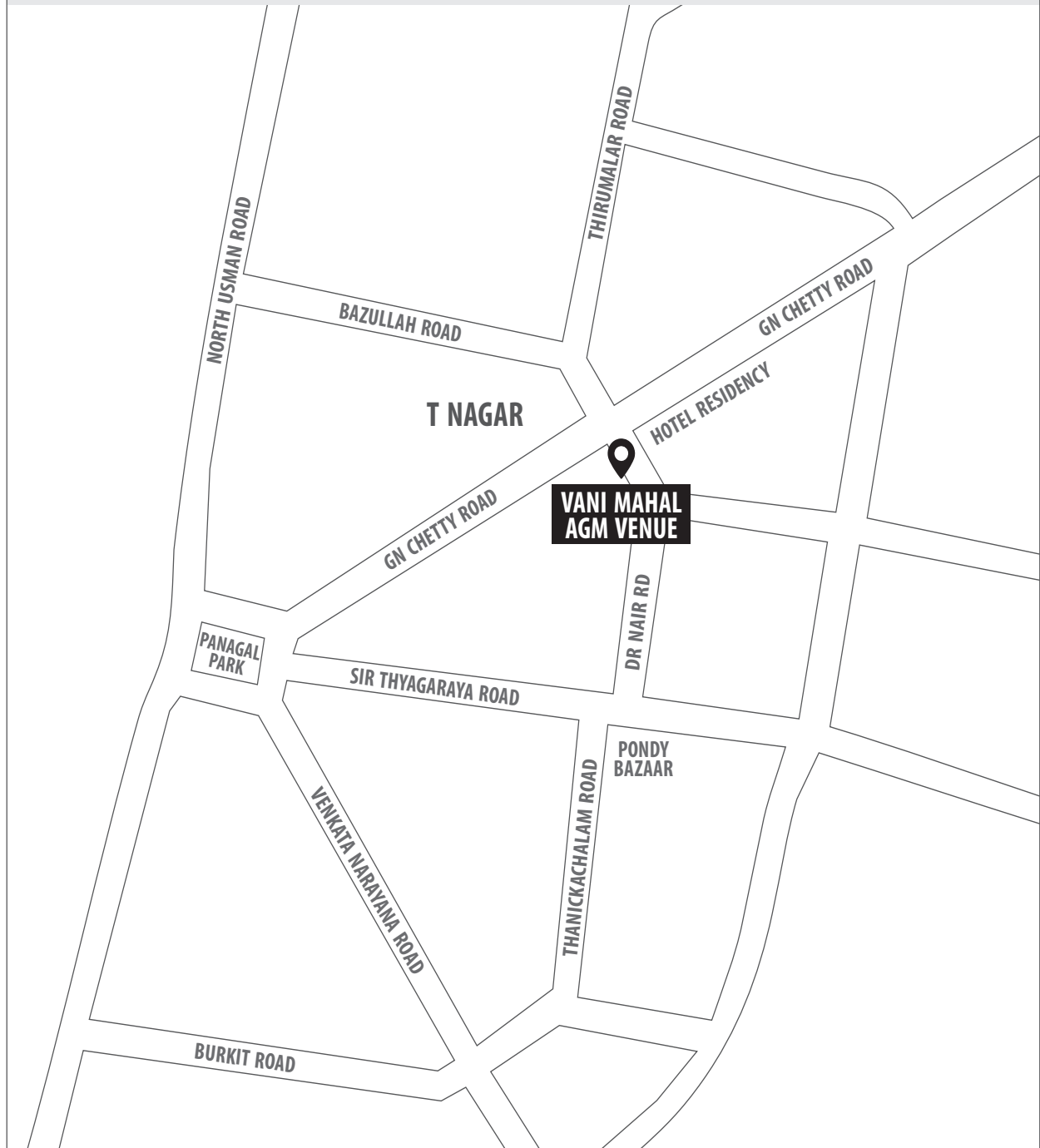
Name of the Director	Mr. Sunil Shah	Mr. K. Chandrasekhar	Mr. Venkat Chary	Justice Rajan Kochar (Retd.)	Mr. Achudananarayanan Nagarajan
DIIN	02569359	06861358	00273036	06710558	02107169
Age	59 years	62 years	79 years	77 years	71 years
Date of Birth	January 26, 1960	August 18, 1956	April 14, 1940	October 21, 1941	July 17, 1948
Date of Appointment on the Board	November 20, 2014	September 27, 2017	October 10, 2013	October 10, 2013	October 25, 2013
Qualifications	B.B.A SME Programme, IIM Ahmedabad	B.Sc., CAIIB, Mgmt. Education Program at STC Bengaluru, Insolvency Professional.	B. Com. (Hons.) M. Com. (Cost Accountancy), LL.B., Diploma in Economics and Finance at Ecole National d'Administration, IAS (Retd.)	B. Com., LL.M., (Retd. Judge of Bombay High Court)	B.Sc., MBA, Post Graduate Diploma in Development Studies from University of Bath, B.L., Post Graduate Diploma (Intellectual Property Laws), M. Phil, M.L. (Intellectual Property Laws), IAS (Retd.).
Experience / Expertise in specific functional area	Mr. Sunil Shah is the Managing Director of Motivation Engineers and Infrastructure Pvt. Ltd. He serves as Chairman of Vibrant Motivation and Development Foundation (a Section 8 company). Mr. Shah serves as Advisor to various Educational Institutions. He is also a Founder Chairman, All Gujarat Innovation Society, Mentor at Power of Idea IIM Ahmedabad and Times of India initiative since inception. Guest Speaker at Management Institution, Association and at various events both at National and International level. He was Vice President at Ahmedabad Management Association. He is currently Member Board of Management, Dr. Baba Saheb	Mr. Kanekal Chandrasekhar is an accomplished and multifaceted professional with demonstrated capabilities in corporate planning and driving marketing strategy, revenue maximization, resource management and financial / administrative control in competitive environment within the banking sector, with good knowledge and practical exposure in credit, treasury, foreign exchange, agriculture and general administration. He was associated with Union Bank of India for over 34 years and has held various positions including Chief Manager, General Manager and Field General Manager among others. He had also held directorships in	Mr. Venkat Chary has extensive experience in Administration and Management, legal and finance. As an IAS officer, he worked with the Maharashtra State Electricity Board as a Secretary. Mr. Chary with his dedication and excellence soon became the Secretary to the Chief Minister of Maharashtra. He also held the post of a Finance Secretary, where he assisted five Finance Ministers to finalise five Annual and Interim Budgets. He was also the Planning Secretary, Home Secretary and officiating Chief Secretary of Government of Maharashtra, in Mumbai. He was also the Chairman of the Forward Markets Commission.	Justice R. J. Kochar, a former Judge of the Bombay High Court, carries an immaculate and impeccable track record of transparency and a bright judicial career of over three decades in the legal fraternity, Justice Kochar has made his mark in the judicial system. He is a founder Member of the reputed Labour Law Journal Viz. Current Labour Reports, Bombay. Justice Kochar has delivered a number of reported Judgments on several issues – Civil and Industrial. He has written number of articles and contributed to several Law Journals including the AIR, Current Labour Reports, and Indian Factories Labour Reports as well as contributed to reputed	Mr. A. Nagarajan, I.A.S. (Retd.) is a former Special Chief Secretary and Development Commissioner to the Government of Tamil Nadu. During his career span Mr. Nagarajan was associated with various institutions Government bodies / Corporations inter-alia Housing & Urban Development Dept., Tamilnadu Powerfin Development Corporation Ltd., Tamilnadu Industrial Investment Corporation Ltd. He was also former Special Commissioner of Treasuries and Accounts, Member Secretary of State Planning Commission, Additional Secretary, Industries - Government. of Tamilnadu, Commissioner - Regional Provident Fund, Chennai, Executive

Name of the Director	Mr. Sunil Shah	Mr. K. Chandrasekhar	Mr. Venkat Chary	Justice Rajan Kochar (Retd.)	Mr. Achudananarayanan Nagarajan
	Ambedkar open University and Member of State Innovation Council. He is a IIMA Alumni.	companies such as CIBIL, NABARD and Ace Derivative and Commodity Exchange Ltd.	Mr. Chary has also been Chairman, Vice-Chairman, MD and CEO, and Government director of as many as 15 Central and State Government public sector companies. Mr. Chary is a Governor's nominee on the Indian Red Cross Society (Maharashtra Chapter), is Member of the Advisory Board of 'One India One People Foundation' (the Foundation brings out a niche monthly magazine and conducts constructive activities for school students), and is Member of the Directing Committee for the grant of the prestigious Jammalal Bajaj Awards. He is past-president, Indo-French Technical Association, consisting of engineers, scientists (including nuclear scientists), finance experts, etc., who have either studied or worked in France.	Marathi periodicals and dailies. He currently does arbitration work as assigned by the High Court and various parties.	Director - National Seeds Corporation. He currently practices as advocate at Madras High Court.
Relationship with other Directors, Manager and other Key Managerial Personnel	Nil	Nil	Nil	Nil	Nil

Name of the Director	Mr. Sunil Shah	Mr. K. Chandrasekhar	Mr. Venkat Chary	Justice Rajan Kochar (Retd.)	Mr. Achudananarayanan Nagarajan
Directorship held in other Companies (excluding foreign companies)	1) Motivation Engineers and Infrastructure Private Limited 2) Vibrant Motivation and Development Foundation 3) GIS Foundation	1) PRR Global Advisors Private Limited	Nil	Nil	Nil
Chairmanship / Membership of committees of other Companies (includes Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee & Corporate Social Responsibility Committee)	Nil	Nil	Nil	Nil	Nil
Number of Board Meetings attended during the FY 2018-19	06	07	06	07	07
No of shares held in the Company	Nil	Nil	Nil	Nil	Nil
Remuneration last drawn	Refer Corporate Governance report which forms part of this Annual report				
Terms and conditions of appointment	Non-Executive Director, liable to retire by rotation.	Non-Executive Director, liable to retire by rotation.	Re-appointment as Independent Director for a second term of two years, not liable to retire by rotation.	Re-appointment as Independent Director for a second term of two years, not liable to retire by rotation.	Re-appointment as Independent Director for a second term of two years, not liable to retire by rotation.

ROUTE MAP TO THE AGM VENUE

Venue of the 31st AGM of 63 moons technologies limited
Sri Chandrasekarendra Saraswathi Mahaswami Auditorium, Vani Mahal, 103, G.N. Road, T. Nagar, Chennai - 600017.





63 moons technologies limited

(Formerly Financial Technologies (India) limited)

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

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

Tel: +91-22-6686 8010 | Fax: +91-22-6725 0257 | E-mail: info@63moons.com | Website: www.63moons.com

CIN: L29142TN1988PLC015586



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Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):	
Registered address:	
E-mail Id:	
Folio No. / DP Id - Client Id:	

I/We, being the member(s) of shares of the above named company, hereby appoint;

- Name: Address:
E-mail Id: Signature: , or failing him/her;
- Name: Address:
E-mail Id: Signature: , or failing him/her;
- Name: Address:
E-mail Id: Signature:

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Thirty First Annual General Meeting of the Company, to be held on Wednesday, September 18, 2019 at 11:00 a.m. at Sri Chandrasekarendra Saraswathi Mahaswami Auditorium, Vani Mahal, 103, G.N. Road, T. Nagar, Chennai - 600017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	Vote (Optional - See Note 2)		
		For	Against	Abstain
ORDINARY BUSINESS:				
1	Adoption of Audited Financial Statements (Standalone & Consolidated), Reports of the Board of Directors and Auditors for the F.Y. ended March 31, 2019.			
2	Declaration of dividend on equity shares for the F.Y. 2018-19, subject to appropriate judicial orders.			
3	Appointment of Director in place of Mr. Sunil Shah (DIN: 02569359), who retires by rotation and being eligible, offers himself for re-appointment.			

Sr. No.	Resolution	Vote (Optional - See Note 2)		
4	Appointment of Director in place of Mr. Kanekal Chandrasekhar (DIN: 06861358), who retires by rotation and being eligible, offers himself for re-appointment.			
5	Re-appointment of M/s. Sharp & Tannan Associates, Chartered Accountants, as the Statutory Auditors of the Company for a period of five years and to fix their remuneration.			
SPECIAL BUSINESS:				
6	Re-appointment of Mr. Venkat Chary (IAS, Retd.) (DIN: 00273036) as Independent Director, not liable to retire by rotation, for a second term of two years.			
7	Re-appointment of Justice Rajan J. Kochar (Retd.) (DIN: 06710558) as Independent Director, not liable to retire by rotation, for a second term of two years.			
8	Re-appointment of Mr. Achudanarayanan Nagarajan (IAS, Retd.) (DIN: 02107169) as Independent Director, not liable to retire by rotation, for a second term of two years.			
9	Re-classification of shareholding status of the Individuals forming part of Promoter Group from "Promoter & Promoter Group" category to "Public" category.			

Signed this day of 2019.

<p>Affix Revenue Stamp</p>

Signature of shareholder:

Signature of Proxy holder(s):

Note: 1) This proxy form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2) It is optional to put a "✓" in the appropriate column against the Resolutions indicated in the box. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.



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Tel: +91-22-6686 8010 | Fax: +91-22-6725 0257 | E-mail: info@63moons.com | Website: www.63moons.com

CIN: L29142TN1988PLC015586

ATTENDANCE SLIP

I / We, being a member / proxy for a member of the Company, record my / our presence at the THIRTY FIRST ANNUAL GENERAL MEETING of the Company to be held on Wednesday, September 18, 2019 at 11:00 a.m. at Sri Chandrasekarendra Saraswathi Mahaswami Auditorium, Vani Mahal, 103, G.N. Road, T. Nagar, Chennai – 600017.

Full Name of the Member(s) / Proxy (In Block Letters) :

No. of Shares held :

Folio No. / DP Id and Client Id :

Signature(s) of the Member(s) / Proxy :

1.

2.

Note:

- 1) Members attending the meeting in-person or by proxy are requested to complete the attendance slip and deposit with the Company officials at the venue of the meeting.
- 2) Members are requested to bring their copies of the Annual Report at the AGM.



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CIN: L29142TN1988PLC015586

Folio No. /DP Id. / Client Id :

Name :

Address :

Joint Holder(s) :

Number of shares held :

Dear Member,

Sub: Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide e-voting facility to its members to exercise their vote by electronic means in respect of the businesses to be transacted at the Thirty First Annual General Meeting scheduled to be held on Wednesday, September 18, 2019 at 11:00 a.m.

The Company has engaged the services of Karvy Fintech Private Limited ("Karvy") as the authorized agency to provide e-voting facility. The e-voting particulars are set out below:

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
September 13, 2019 (09:00 a.m. onwards)	September 17, 2019 (upto 05:00 p.m.)

The cut-off date for the purpose of e-voting is September 11, 2019.

Please read the instructions printed overleaf before exercising the vote. This communication forms an integral part of the Notice dated August 09, 2019 for the Thirty First Annual General Meeting scheduled to be held on September 18, 2019, which is being mailed to you along with the Annual Report for the financial year 2018-19 of the Company. Attention is invited to the statement in the accompanying Notice that the business of the meeting may be transacted through electronic voting system and that the Company is providing facility for voting by electronic means. The Notice of the Annual General Meeting and this Communication are also available on the website of the Company i.e. www.63moons.com and the website of Karvy i.e. <https://evoting.karvy.com>.

Place: Mumbai

Date: August 09, 2019

For 63 moons technologies limited

Hariraj Chouhan
Sr. Vice President & Company Secretary

Instructions and other information relating to e-voting are as under:

A. In case a Member receives an e-mail from Karvy [for members whose email IDs are registered with the Company/ Depository Participant(s)]:

- i. Launch internet browser by typing the URL: **<https://evoting.karvy.com>**
- ii. Enter the login credentials (i.e. User ID and password mentioned overleaf). Your Folio No./DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your 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 minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (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 E-Voting Event Number for 63 moons technologies limited.
- 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 in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "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 of the folios / 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 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 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., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: **bnandassociates.scrutinizer@gmail.com**. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."

B. In case a Member receives physical copy of the Annual General Meeting Notice by Post [for members whose email IDs are not registered with the Company / Depository Participant(s)]:

- (i) User ID and initial password as provided overleaf.
 - (ii) Please follow all steps from Sr.No.(i) to (xii) as mentioned in (A) above, to cast your vote.
- C. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote on the said items again at the Meeting. In case a member casts votes by both modes, then voting done through e-voting shall prevail.
- D. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website: <https://evoting.karvy.com>.
- E. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date, being September 11, 2019.
- F. The Board of Directors 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 scrutinize the voting through remote e-voting and voting process at the AGM, in a fair and transparent manner.
- G. The Scrutinizer shall within a period not exceeding two days from the conclusion of the meeting unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting.
- H. The results on resolutions shall be declared within stipulated time limit after the Annual General Meeting of the Company and the resolutions shall be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.
- I. The declared results along with the Scrutinizer's Report(s) shall be available on the website of the Company i.e. **www.63moons.com** and on Karvy's website i.e. **<https://evoting.karvy.com>** and shall also be displayed on the Notice Board of the Company at its Registered Office and Corporate office. The results shall also be simultaneously communicated to BSE Limited and the National Stock Exchange of India Limited.