



## **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: +91-22-6686 8010 | Fax: +91-22-6725 0257 | E-mail: info@63moons.com | Website: www.63moons.com  
CIN: L29142TN1988PLC015586

## **NOTICE**

NOTICE is hereby given that the Thirty Third Annual General Meeting ("AGM") of the Members of 63 moons technologies limited ("the Company") will be held on Saturday, September 18, 2021 at 11:30 am through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

### **ORDINARY BUSINESS:**

1. To consider and adopt:
  - a) the audited standalone financial statement of the Company for the financial year ended March 31, 2021 and the Reports of the Board of Directors and Auditors thereon; and
  - b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2021 and the Report of the Auditors thereon.
2. To declare a Dividend on equity shares for the financial year ended March 31, 2021, payment of which is subject to appropriate judicial orders.
3. To appoint a Director in place of Mr. Devender Singh Rawat (DIN: 02587354), Non-executive, Non-independent Director, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Sunil Shah (DIN: 02569359), Non-executive, Non-independent Director, who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 202, 203 and any other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and

Remuneration committee and approval of the Board of Directors at its meeting held on May 27, 2021, consent of the shareholders of the Company be and is hereby accorded to the re-appointment of Mr. Rajendran Soundaram (DIN: 02686150) as Managing Director and Chief Executive Officer (MD & CEO) of the Company in his professional capacity in accordance with Section II(B) of Part II of Schedule V of the Act for a period of two years commencing from June 1, 2021 till May 31, 2023, not liable to retire by rotation during the above tenure, on terms and conditions including remuneration, commission and minimum remuneration in the event of inadequacy or absence of profits in any financial year (as recommended by the Nomination & Remuneration Committee and approved by the Board) as set out in the Explanatory Statement to this Notice with the authority to the Board of Directors / Committee to grant increments and additional perquisites within the range stated therein and to alter and vary from time to time, the terms & conditions of the said re-appointment including remuneration in such manner as may be agreed to between the Board of Directors / Nomination and Remuneration Committee and Mr. Rajendran Soundaram.

**RESOLVED FURTHER THAT** consent of the Shareholders of the Company be and is hereby accorded for the continuation of appointment of Mr. Rajendran Soundaram (DIN: 02686150), aged 69 years, as Managing Director & CEO of the Company, upon his attaining the age of 70 years on January 12, 2022, for the remaining period of his term of two years ending on May 31, 2023.

**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 in its absolute discretion as 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."

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

**"RESOLVED THAT** pursuant to provisions of Sections 149,150, 152, read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and other applicable regulations of the Listing Regulations (as amended from time to time), Mr. Suresh Salvi (IAS, Retd.) (DIN: 07636298), who is Non-Executive, Non-Independent Director on the Board of the Company since 14th October 2016, and who had / has no pecuniary relation or transaction with the Company and who has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Companies Act, 2013, and satisfies the criteria laid down in Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment as Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 2 years commencing from September 18, 2021, notwithstanding the fact that he has already attained the age of 75 years.

**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 provisions of Sections 149,150, 152, read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time, Mr. Kanekal Chandrasekhar (DIN: 06861358), who was appointed as Non-Executive, Non-Independent Director on September 27, 2017, and who had / has no pecuniary relation or transaction with the Company and who has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 and satisfies the criteria as laid down in Regulation 16(1)(b) of the Listing Regulations, and who is eligible for appointment as Independent Director be and is hereby appointed as an Independent Director of the Company to hold office for a term of 2 years commencing from September 18, 2021.

**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 recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company at its meeting held on August 12, 2021, and in accordance with Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and other applicable regulations of the Listing Regulations (as amended from time to time), Mr. Venkat Chary (IAS, Retd.) (DIN: 00273036), aged 81 years, Chairman and Independent Director of the Company, whose term of office is liable to expire on September 22, 2021, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation, with effect from September 23, 2021.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (or any committee thereof) be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution.”

By Order of the Board of Directors

Place : Mumbai  
Date : August 12, 2021

Hariraj Chouhan  
Sr. Vice President & Company Secretary

**NOTES:**

1. In view of the global outbreak of the Covid-19 pandemic, social distancing norms are required to be followed and pursuant to General Circular nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 respectively, issued by the Ministry of Corporate Affairs and Circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021 respectively, issued by the Securities and Exchange Board of India (hereinafter collectively referred to as "Applicable Circulars"), the AGM of the Company is being conducted through VC / OAVM and does not require physical presence of members at a common venue. The Notice of the AGM including the Audited Financial Statements for the financial year 2020-21 have been sent in electronic mode to Members on their e-mail ids as made available from the Benpos provided by the two depositories as provided for in the "Applicable Circulars."
2. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the applicable Circulars referred to above the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slips are not being annexed. However, Corporate Members are entitled to appoint authorised representatives under section 113 of the Companies Act 2013, to attend the AGM through VC / OAVM and participate thereat and cast their votes thereat either by remote e-voting or by voting electronically at the meeting. Auditors may attend the AGM either by themselves or through an authorized representative qualified to be an auditor and shall have the right to be heard on any part of the business contained in the Notice that concerns them as auditors.
3. The Company has appointed KFin Technologies Private Limited, ("KFIN"), Registrar and Transfer Agent of the Company, as the authorized agency for conducting of the AGM through VC / OAVM and for providing e-voting facility. Detailed instructions for e-voting and procedure for joining the AGM through VC / OAVM are annexed to this Notice.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. The venue of the Meeting shall be deemed to be the Registered Office of the Company i.e. Shakti Tower-1, 7th Floor, Premises-E, 766, Anna Salai, Thousand Lights, Chennai 600 002.
5. In compliance with the aforesaid Applicable Circulars referred to above, the Notice of the 33rd AGM and Annual Report 2020-21 are being sent only through electronic mode to the Members whose e-mail addresses are registered with the Company or the Depository Participant(s). The Notice and Annual Report 2020-21 will also be available on the Company's website [www.63moons.com](http://www.63moons.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFIN at [www.evoting.kfintech.com](http://www.evoting.kfintech.com).
6. Shareholders who have not registered / updated their e-mail address may get their email address registered on the link provided by KFIN, by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> and then send the same. Please note that such email registration is temporary in nature and event specific and shall be valid only for this AGM and not for any other future events of the Company. Alternatively, members may send the signed copy of their request letter providing the e-mail address, mobile number, self-attested PAN copy along with client master copy (in case of electronic folio) / copy of share certificate and folio no (in case of physical folio) via e-mail at the e-mail id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) for obtaining the Notice of the AGM and Annual Report by email. Members holding shares in dematerialised mode may also register / update their email addresses with the relevant Depository Participant.
7. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 5 to 8 of the Notice, and forming part of this notice, is annexed hereto.
8. 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.
9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.

All relevant documents referred to in the Notice will be available electronically for inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM. Members seeking to inspect such documents can send an email to [info@63moons.com](mailto:info@63moons.com).

10. M/s. Sharp & Tannan Associates, Chartered Accountants (Firm Registration No. 109983W), were re-appointed as Statutory Auditors of the Company for a term of five years at the 31st AGM held on September 18, 2019. Pursuant to the notification issued by the Ministry of Corporate Affairs on May 7, 2018 amending section 139 of the Act and rules framed thereunder, the mandatory requirement of ratification of appointment of Auditors by the shareholders at every AGM has been omitted. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the Thirty Third AGM. However, the Auditors have provided a confirmation to the effect that they are eligible to continue with their appointment.
11. The Register of Members of the Company will remain closed from September 12, 2021 to September 18, 2021 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 for the purposes of annual closure and declaration of dividend.
12. The payment of dividend for the financial year 2020-21, 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, 2021. 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, 2021.
13. Pursuant to Finance Act, 2020, dividend income is taxable in the hands of the shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company's Registrar & Share Transfer Agent by sending email at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). As payment of dividend is subject to appropriate judicial order, relevant communication relating to TDS would be sent to shareholders after receipt of applicable judicial orders.
14. The Company has during the year transferred unpaid / unclaimed final dividend (F.Y. 2012-13), and three interim dividends (F.Y. 2013-14) to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund Rules, as applicable the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on March 31, 2020 on the website of the Company i.e. [www.63moons.com](http://www.63moons.com) under Investors section.
15. 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 F.Y. 2020-21 sent notices to all the members whose shares were due to be transferred to the IEPF Authority and has also published newspaper advertisements 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.
16. Those Members who have not encashed their dividend warrants so far from the financial year 2014-15 onwards (except those Dividend, payment of which is subject to appropriate judicial orders, details of which are covered in the Annual Report), may approach the Registrar and Share Transfer Agent, M/s. KFin Technologies 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 they become due for such transfer. 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. Members' attention is particularly drawn to the "Corporate Governance" section of the Annual Report for detailed dividend history and due dates of transfer to IEPF.
17. 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 KFin Technologies Private Limited (KFin).

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 and they have communicated their willingness to be appointed and will be available for the said purpose.

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

Commencement of e-voting: From September 14, 2021 (09:00 am onwards)

End of e-voting: Till September 17, 2021 (upto 05:00 pm)

The cut-off date for the purpose of e-voting is September 11, 2021.

The remote e-voting module shall be disabled by KFin for voting at 5:00 pm on September 17, 2021. Once a vote on a resolution is cast by the member, he shall not be allowed to change it subsequently. E-voting shall not be allowed beyond the above mentioned date and time.

**Any person who acquires shares of the Company and becomes member of the Company (Non-individual share holders) after the mailing of the Notice of AGM and is holding shares as on the cut-off date i.e. September 11, 2021, may obtain the user ID and password by sending an email request to KFin at [evoting@kfintech.com](mailto:evoting@kfintech.com). Such members can also contact KFin at 1800 309 4001 (toll free). If you are already registered with KFin for e-voting, then you can use your existing user ID and password / PIN for casting your vote.**

18. The Company is also offering the facility for e-voting during the AGM. Members attending the meeting who do not cast their vote(s) by remote e-voting will be able to vote electronically at the meeting. 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 e-voting for all businesses specified in the accompanying Notice. 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 again electronically at the AGM. If a Member casts his vote both by remote e-voting and voting at the AGM, then the voting done through remote e-voting shall prevail and the vote(s) cast electronically at the meeting shall be treated as invalid. 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, 2021. A person who is not a member as on the cut-off date should treat this notice as being only for information purposes. The manner of remote e-voting by the members holding shares in demat form, physical mode and for members who have not registered their email addresses is provided in the instructions given below.
19. 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).
20. 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 the Registrar and Share Transfer Agent. Members holding shares in electronic form may submit the same to their respective Depository Participant.
21. 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](mailto:info@63moons.com) at least seven days prior to the AGM.
22. Members holding shares in physical form are requested to get them dematerialized, as the shares of the Company are traded only under compulsory demat mode.

23. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the 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.
24. SEBI has vide its Notification dated June 08, 2018 notified SEBI (Listing Obligations & Disclosure Requirements) (Fourth Amendment) Regulations, 2018 which states, inter alia, 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.
25. Voting results of the resolutions passed at the AGM 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](http://www.63moons.com) and on the website of KFin i.e. <https://evoting.kfintech.com>. 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. The results of the voting shall also be displayed at the registered office and Corporate Office of the company in accordance with the requirements of Secretarial standard-2 relating to General meetings.
26. Members are requested to update their email address with their Depository Participants to enable the Company to send future communications electronically.
27. Since the AGM is being held through VC / OAVM, the route map of AGM venue, attendance slip and proxy form are not attached to this Notice.

#### **INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING AND ATTENDING THE AGM:**

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to "e-Voting Facility Provided by Listed Entities", the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFin Technologies Private Limited (Kfintech), on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences from September 14, 2021 (9:00 am onwards) till September 17, 2021 (upto 5:00 pm)
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. September 11, 2021.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com). However, if he / she is already registered with Kfintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."

viii. The details of the process and manner for remote e-Voting and attending the AGM are explained herein below:

**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.**

**STEP 3 : ACCESS TO JOIN VIRTUAL MEETINGS (E-AGM) OF THE COMPANY ON KFINTECH SYSTEM TO ATTEND THE AGM AND VOTE AT THE AGM.**

**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><b>1. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>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.</li> </ol> <p><b>2. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>I. To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in points 1</li> </ol> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>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.</li> <li>IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFinTech.</li> <li>V. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with your registered user id and password.</li> <li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol>



Type of shareholders	Login Method
	<p><b>2. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>II. Proceed with completing the required fields.</li> <li>III. Follow the steps given in point 1</li> </ol> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide your demat Account Number and PAN No.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>IV. After successful authentication, user will be provided links for the respective ESP, i.e Kfintech where the e-Voting is in progress.</li> </ol>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> <li>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>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.</li> <li>III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of Kfintech for casting your vote during the remote e-Voting period without any further authentication.</li> </ol>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**Details on Step 2 are mentioned below:**

**II) 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 Participants (s), will receive an email from Kfintech 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" i.e., '63 moons technologies limited AGM" 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 attend the AGM through VC / OAVM on its behalf and 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 bbandassociates.scrutinizer@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\_Even No."
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>  
Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
  - ii Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
  - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

**Details on Step 3 are mentioned below:**

**III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.**

- i. Member will be provided with a facility to attend the AGM through **VC / OAVM** platform provided by Kfintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/Kfintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC/ OAVM shall open atleast fifteen minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at [info@63moons.com](mailto:info@63moons.com). Questions / queries received by the Company till September 16, 2021 shall only be considered and responded during the AGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

**OTHER INSTRUCTIONS**

- I. Speaker Registration: The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will opened from September 14, 2021 to September 16, 2021. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. Members who wish to express their views or ask questions during the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, click on 'Post Your Question' tab and post your questions. Please note that queries/questions of only those members shall be answered who are holding shares of the Company as on the cut-off date.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website) or contact Mr. Premkumar Nair at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call Kfintech's toll free No. 1-800-3094-001 for any further clarifications.

- IV. The Members whose names appear in the Register of Members / list of Beneficial Owners as on September 11, 2021, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. In case a person (a person holding shares in physical mode and non-individual holders) has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
    1. Example for NSDL:
    2. MYEPWD <SPACE> IN12345612345678
    3. Example for CDSL:
    4. MYEPWD <SPACE> 1402345612345678
    5. Example for Physical:
    6. MYEPWD <SPACE> XXXX1234567890
  - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/> the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com) .
- VI. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

By Order of the Board of Directors

Place : Mumbai  
Date : August 12, 2021

Hariraj Chouhan  
Sr. Vice President & Company Secretary

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

**Item No. 5:**

Mr. Rajendran Soundaram (DIN: 02686150) was appointed as the Managing Director and Chief Executive Officer (MD & CEO) of the Company for a second term commencing from February 10, 2020 up to May 31, 2021 by the Shareholders at the 32nd Annual General Meeting held on December 9, 2020.

As his term was expiring on May 31, 2021, the Board of Directors at their meeting held on May 27, 2021, on the recommendation of the Nomination and Remuneration Committee (NRC) re-appointed Mr. Rajendran Soundaram (DIN: 02686150) as the Managing Director and Chief Executive Officer (MD & CEO) of the Company for a third term of 2 years commencing from June 1, 2021 to May 31, 2023 considering the current crucial phase through which the Company is passing, the circumstance of business needs as well as legal matters. The second wave surge in covid-19 pandemic situation from February 2021 has continued to delay the hearings and completion of ongoing legal matters which are in advanced stages in different legal forum and hence the Board has considered it essential to have the continuity in the present leadership and management team, Mr. Rajendran has ensured effective risk and human resource management in an efficient manner, despite the various business, treasury and legal challenges faced by the Company.

The Board, while re-appointing Mr. Rajendran Soundaram as MD & CEO has considered his background, experience and immense contribution made by him to the Company. Despite the various legal challenges faced by the Company including freezing of Company's various investments by MPID, the MD & CEO has been able to manage and protect the interest of the Company in a balanced manner, inter alia, for various Treasury management, risk and human resource management, Corporate Governance and compliance management. Further, during the ongoing covid-19 pandemic situation also, there has been growth in the revenue of the Company. In addition, with the guidance of the MD & CEO, the Company has been able to achieve significant cost reduction which in turn has resulted in better operating income. The performance evaluation of the MD & CEO by the NRC, Independent Directors & Board at their respective meetings during his two stints of appointment comprising of about 4 years and 3 months indicate that he has discharged his role and duties with good results and ensured effective functioning of Board.

In recognition of his valuable contribution, the Nomination & Remuneration Committee has recommended the re-appointment of Mr. Rajendran Soundaram as MD & CEO for a third term. Based on the said recommendation, the Board of Directors at its meeting held on May 27, 2021, re-appointed Mr. Rajendran Soundaram as the MD & CEO of the Company, not liable to retire by rotation, for a third term commencing from June 1, 2021 till May 31, 2023 (both days inclusive), subject to the approval of the Shareholders at the ensuing general meeting through a special resolution as he would be completing 70 years of age on January 12, 2022 and his 2 year term would be upto May 31, 2023.

The main terms and conditions relating to the re-appointment and terms of remuneration of Mr. Rajendran Soundaram as MD & CEO are as follows:

a) Tenure:

2 years commencing from June 1, 2021 to May 31, 2023 (both days inclusive)

b) Remuneration:

Remuneration of ₹ 1.80 Crore per annum, to be in the range of ₹ 1.80 Crore to ₹ 3.75 Crore per annum plus Company maintained Chauffeur driven car and Commission as may be determined by the Board. The remuneration includes basic salary, House Rent Allowance (HRA), special allowances, other allowances, fringe benefits, performance-based pay and perquisites as per the rules and regulations of the Company for the time being in force and as determined by the NRC/Board from time to time. The Managing Director may also participate in Employees stock option schemes of the company. The perquisites and benefits to be evaluated as per the Income-Tax Rules, 1961 and in the absence of the same, applicable rules at the cost to the Company. The remuneration would be reviewed, including for all the years when he was in service, as and when the pending legal case against the Company on increase rate of salary to Directors/KMP stands

clarified/resolved. The Managing Director may be also be given such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and MD subject to the limits as mentioned above.

c) Gratuity:

Gratuity payable at a rate not exceeding half a month's salary for each completed year of service. NRC at its discretion and subject to provision in Schedule V of the Companies Act 2013, may consider gratuity at a rate not exceeding half a month's remuneration (Basic plus all cash allowances as stated in (b) above) for each year of completed service.

d) Leave encashment:

Payable in addition to the aforesaid remuneration to Mr. Rajendran Soundaram, as per the rules of the Company as applicable to Senior Management Personnel of the Company. For the purpose of gratuity and leave encashment benefits, the services of Managing Director and CEO will be considered as continuous service with the Company from the date he has joined the services of the Company and termination/expiry of the Agreement followed by immediate renewal(s) thereof or execution of a fresh Agreement, will not be considered as any break in service.

e) Commission:

In addition to the aforesaid salary and perquisites, after the profits are ascertained in each year, the Board / Committee at its sole discretion may pay a commission to Mr. Rajendran Soundaram as they may deem fit and proper. However, the remuneration including commission payable to Mr. Rajendran Soundaram shall not exceed the overall ceiling of the total managerial remuneration as prescribed under Section 197 and 198 of the Companies Act, 2013 read with schedule V and applicable rules as may be applicable from time to time.

f) Minimum Remuneration:

When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Rajendran Soundaram in accordance with the applicable provisions of Schedule V of the Act and rules made thereunder including any statutory amendments thereto or such other limit as may be prescribed by the Government, from time to time, as minimum remuneration.

g) Compensation for loss of office:

The Company to pay Mr. Rajendran Soundaram gross salary for the remainder of term as compensation for loss of office, in the event of termination / cessation of office prior to expiry of his term, subject to the provisions of Section 202 of the Act and in circumstances as detailed in the Agreement entered into with the Managing Director and CEO.

The Nomination & Remuneration Committee / Board of Directors shall have liberty to alter and vary the terms of remuneration from time to time at its discretion upto the total remuneration of ₹ 3.75 Crore per annum set hereinabove (excluding Company maintained chauffer driven car, commission, gratuity and leave encashment) and subject to the provisions of the Companies Act 2013 and rules made thereunder including any statutory amendments thereto. Mr. Rajendran Soundaram shall not be subject to retirement by rotation during his tenure as the Managing Director of the Company.

The aforesaid re-appointment is subject to termination with 3 (Three) months notice from either side or such shorter notice as may be agreed by the Board and as per the clauses mentioned in the Agreement entered into between the Company and Mr. Rajendran Soundaram. The detailed profile of Mr. Rajendran Soundaram is included separately in this Notice.

The Board of Directors recommend the re-appointment of Mr. Rajendran Soundaram as Managing Director & CEO of the Company and recommend the special resolution as set out in Item No. 5 of the Notice for the approval of the members. Other than Mr. Rajendran Soundaram, none of the other Directors, Key Managerial Personnel or their relatives are, financially or otherwise concerned or interested, in the proposed resolution.

**Item nos. 6 & 7:**

Mr. Venkat Chary (IAS, Retd.) (DIN: 00273036), Justice Rajan J. Kochar (Retd.) (DIN: 06710558) and Mr. Achudanarayanan Nagarajan (IAS, Retd.) (DIN: 02107169), Independent Directors on the Board shall be completing their respective second term as Independent Director on September 22, 2021 and cannot be reappointed as Independent Directors for a third term as pursuant to the provisions of section 149(11) of the Companies Act, 2013, no independent director can hold office for more than two consecutive terms unless a cooling period of three years is completed after the completion of the second term.

In view of the above, to comply with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) w.r.t. number of Independent Directors on the Board, the Board of Directors at its meeting held on August 12, 2021, on the recommendation of the Nomination & Remuneration Committee, has recommended to the shareholders the appointment of the existing Non-executive Directors, Mr. Suresh Salvi and Mr. Kanekal Chandrasekhar as Independent Directors for a period of two years commencing from September 18, 2021 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 Listing Regulations, as set out in the Resolutions relating to their respective appointment. Further, the company has received requisite disclosures from them for their appointment as Independent Directors on the Board of the Company.

Mr. Suresh Salvi (IAS, Retd.) (DIN: 07636298) and Mr. Kanekal Chandrasekhar (DIN: 06861358) were appointed as Non-Executive non-independent Directors, liable to retire by rotation, on October 14, 2016 and September 27, 2017 respectively. Though both the Directors met with the criteria of Independence at the time of their initial appointment itself, they were appointed as Non-Executive Directors, liable to retire by rotation, as the Company had adequate numbers of Independent Directors on its Board.

Both the above named persons have a significant understanding of the working of the company, the challenges it faces and have contributed immensely during their association as non-executive non-independent directors.

Mr. Suresh Salvi is a Governance expert carrying over four decades of diverse experience working with various leading Government and corporate organisations. During this tenure as an IAS Officer he has held several senior posts including, Secretary to Government, Municipal Commissioner, Managing Director & CEO, and District Collector among others with the Government of Maharashtra. Mr. Salvi has been associated with the Company since October 2016 and having served as an IAS officer for three decades, he has brought in a wealth of expertise in matters of public policy, regulatory affairs, administration and project strategy. The Nomination and Remuneration Committee in recommending the appointment of Mr. Salvi as Independent Director, has evaluated his contribution to the Company during his tenure in guiding the Board to take business decisions with his Independent views which would be of immense benefit to the Company, in future as well.

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. Mr. Chandrasekhar has been associated with the Company since September 2017 and is carrying banking experience for over three decades. He has used his expertise in guiding the Company in various spheres of general administration and treasury management. The Nomination and Remuneration Committee has in recommending the appointment of Mr. Chandrasekhar as Independent Director, evaluated his contribution to the Company during his tenure in guiding the Board to take administrative and treasury related decisions with his Independent views which would be of immense benefit to the Company, in future as well.

Pursuant to Regulation 17(1A) of the Listing Regulations 2015, consent of the Members by way of Special Resolution is also required for appointment of Mr. Suresh Salvi as Non-Executive Independent Director since he has attained the age of 75 years.

The Board of Directors recommend the appointments of Mr. Suresh Salvi and Mr. Kanekal Chandrasekhar as Independent Directors of the Company, and recommend the special resolution as set out in Item No. 6 & 7 of the Notice for the approval of the members. Other than Mr. Salvi & Mr. Chandrasekhar, none of the other Directors, Key Managerial Personnel or their relatives are financially or otherwise, concerned or interested, in the proposed resolution.

**Item No. 8:**

Mr. Venkat Chary (IAS, Retd.) (DIN: 00273036), aged 81 years, has been associated with the Company since October 2013. The Shareholders at the AGM held in September 2014 appointed Mr. Chary as Independent Director for a tenure of 5 years. Subsequently, at the AGM held in September 2019, he was re-appointed as Independent Director for a second term of 2 years which shall end on September 22, 2021.

Mr. Chary cannot be reappointed as Independent Director for a third term as pursuant to the provisions of section 149(11) of the Companies Act, 2013, no independent director can hold office for more than two consecutive terms unless a cooling period of three years is completed after the completion of the second term.

However, given the circumstance of business needs and considering the current crucial phase through which the Company is passing, ongoing legal cases, and continued Covid-19 pandemic situation which has delayed the completion of ongoing legal cases which are in advanced stage in different legal forums and till all important legal cases affecting the operations of the Company come to a logical end, it would be in the best interest of the Company to have Mr. Venkat Chary continue on the Board of the Company.

The Board of Directors at its meeting held on August 12, 2021, on the recommendation of the Nomination & Remuneration Committee (NRC), noted that the rich and diverse experience of Mr. Chary are important elements in the discussion and business decisions taken by the Board and hence his continuance as a Director would be of immense benefit to the Company considering Mr. Chary's immense and diversified experience during his long drawn career as an IAS (Indian Administrative Service) Officer and his ever vigilant contribution to the Board and Company as the Chairman of the Board since 2013, has been the guiding pillar of strength to the Board and Company.

Mr. Chary has consented to continue as Non-executive, Non-independent Director of the Company and requisite disclosures have been received by the Company. Further, pursuant to Regulation 17(1A) of the Listing Regulations 2015, consent of the Members by way of Special Resolution is required for appointment of Non-Executive Director who has attained the age of 75 years. The Board thus recommend the appointment of Mr. Venkat Chary as Non-Executive, Non-Independent Director of the Company, liable to retire by rotation, with effect from September 23, 2021 and further recommend the special resolution as set out in Item No.8 of the Notice for the approval of the members. Other than Mr. Chary, none of the other Directors, Key Managerial Personnel or their relatives are financially or otherwise, concerned or interested, in the proposed resolution.

Additional information pursuant to the Listing Regulations and the Secretarial Standard on General Meetings, is covered below.

By Order of the Board of Directors

Place : Mumbai  
Date : August 12, 2021

Hariraj Chouhan  
Sr. Vice President & Company Secretary



**DETAILED INFORMATION AS REQUIRED UNDER SCHEDULE V (PART II, SECTION II) OF THE COMPANIES ACT, 2013 IS AS FOLLOWS:**

**I. General Information:**

1	Nature of industry	IT Consulting & Software			
2	Date or expected date of commencement of commercial production	Not applicable			
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable			
4	Financial performance based on given indicators	(₹ in lakhs)			
		<b>Particulars</b>	<b>FY 18-19</b>	<b>FY 19-20</b>	<b>FY 20-21</b>
		Paid-up capital	921.57	921.57	921.57
		Turnover	14,719.07	13,873.42	14,408.15
		Profit/(Loss) before tax	1,095.85	(11,248.70)	(5,421.84)
		Profit/(Loss) after tax	9.26	(11,833.81)	(5,662.95)
		Reserves & Surplus	2,84,667.73	2,71,565.78	2,65,060.26
	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:**

1	Background details	<p><b>Mr. Rajendran Soundaram</b></p> <p>Mr. Rajendran Soundaram, is a post-graduate in Commerce and a CAIIB, with over four decades of rich experience as a senior banking professional and multi-functional experience covering most areas of commercial banking and Enterprise-wise Risk Management in particular including guiding banks on moving to advanced approaches. He has been MD &amp; CEO of a deemed public company engaged in Data Warehousing for more than four years and has exposure to management of technology company and possesses requisite qualification with expertise and specialized knowledge in the field in which the Company operates. He has also been the MD &amp; CEO of the company since February 10, 2017.</p> <p>He has extensive experience in Corporate Credit, Treasury and Investment Management, Risk Management, International Banking, Overseas Expansion, Skill Development and Training, Business Development, Branch banking set-up and operations and Customer Relationship Management, Internal controls, Regulatory Compliance and Audits and Training, Research and Knowledge Management.</p>
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2	Past remuneration	During his tenure as MD & CEO of the Company from February 10, 2017 till date, his remuneration has remained as CTC of ₹ 1.80 crores p.a.
3	Recognition or awards	-
4	Job profile and his suitability	Mr. Rajendran Soundaram has been associated with the Company since 2013. He was appointed as MD & CEO of the Company in his professional capacity for a period of 3 years w.e.f February 10, 2017. He was subsequently re-appointed as MD & CEO for a second term commencing from February 10, 2020 to May 31, 2021. As MD & CEO of the Company, he will be responsible for the management of the Company, subject to the superintendence, guidance and control of the Board. Taking into account his previous experience, educational background, knowledge about the industry and the nature and size of operations of the Company, he is a fit and proper person to be re-appointed as the Managing Director and Chief Executive Officer of the Company.
5	Remuneration proposed	As mentioned in the Explanatory Statement of the enclosed AGM Notice.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered on him and the industry benchmarks, the proposed remuneration is reasonable and commensurate with the remuneration packages paid in the comparable companies.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Rajendran Soundaram has no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than the remuneration in his capacity of a Managing Director & CEO.

### III. Other information:

1	Reasons of loss or inadequate profits	The Company has been facing lot of challenges since the payment crisis in its subsidiary, National Spot Exchange Ltd in 2013 including freezing of its assets by MPID as a result of which the business of the Company has also been severally affected.
2	Steps taken or proposed to be taken for improvement	Despite the ongoing challenges the Company continues to focus on client servicing and new product development that will lead to growth of its businesses.
3	Expected increase in productivity and profits in measurable terms	Despite 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 retails, education, healthcare etc., thereby hoping to increase its revenue and profits in years to come.

## 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. Devender Singh Rawat	Mr. Sunil Shah	Mr. Rajendran Soundaram	Mr. Suresh Salvi	Mr. Kanekal Chandrasekhar	Mr. Venkat Chary
DIN	02587354	02569359	02686150	07636298	06861358	00273036
Age	73 years	61 years	69 years	79 years	64 years	81 years
Date of Birth	June 12, 1948	January 26, 1960	January 12, 1952	November 29, 1941	August 18, 1956	April 14, 1940
Date of first Appointment on the Board	February 12, 2019	November 20, 2014	February 10, 2017	October 14, 2016	September 27, 2017	October 10, 2013
Qualifications	B.Com, MA (Economics)	B.B.A SME Programme, IIM Ahmedabad	Post-Graduate in Commerce, CAIIB	IAS (Retd.)	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.)
Experience / Expertise in specific functional area	Mr. Devender S. Rawat, a Commerce Graduate with MA in Economics started his professional career with the country's regional apex Chamber PHD Chamber of Commerce & Industry in various capacities and as Senior Director served the PHD Chamber for 20 years. He moved to the oldest Apex Chamber ASSOCHAM and served as Assistant Secretary General for two years and thereafter became the CEO & The Secretary General and achieved the distinction of serving ASSOCHAM for the longest period of 14 years. During his	Mr. Sunil Shah is the Managing Director of Motivation Engineers and Infrastructure Pvt. Ltd. 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	Mr. Rajendran Soundaram carries extensive experience in Corporate Credit, Treasury and Investment Management, International Banking, Overseas Expansion, Skill Development and Training, Business Development, Branch banking set-up and operations and Customer Relationship Management, Internal controls, Regulatory Compliance and Audits and Training, Research and Knowledge Management. He held position of MD & CEO of a deemed public Company engaged in data warehousing for more than four years	Mr. Suresh Salvi is a Governance expert with 40 years of diverse experience of leading various Government and corporate organizations in matters of public policy, regulatory affairs, administration and project strategy. Mr. Salvi retired from Indian Administrative Services (IAS) with three decades of rich experience. He held senior posts including Secretary to Government, Municipal Commissioner, Managing Director & CEO, District Collector among others with the Government of Maharashtra. Mr. Salvi's corporate	Mr. Kanekal Chandrasekhar is an accomplished and 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	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

<b>Name of the Director</b>	<b>Mr. Devender Singh Rawat</b>	<b>Mr. Sunil Shah</b>	<b>Mr. Rajendran Soundaram</b>	<b>Mr. Suresh Salvi</b>	<b>Mr. Kanekal Chandrasekhar</b>	<b>Mr. Venkat Chary</b>
	<p>tenure, ASSOCHAM service base increased from 400 to 4,50,000 units, established 10 national offices and 27 international offices. Its own Building known as ASSOCHAM Global Headquarters was set up in National Capital. He took voluntary retirement in September 2018. Mr. Rawat was on Government Committees of various Ministries and public sectors such as ITPO, NSDC, S&amp;T, GST, etc. Mr. Rawat has traveled globally and addressed various international forums such as UNDP, ILO, UNIDO, etc. Mr. Rawat is currently associated as President of the CCI India Chamber, Vice Chairman of MSME Export Promotion Council, Chairman of Confederation of Organic Food Producers and Marketing Agencies of India and Vice Chairman of The Foundation for Millennium Sustainable Development Goals.</p>	<p>Board of Management, Dr. Baba Saheb Ambedkar open University and Member of State Innovation Council. He is a IIMA Alumni.</p>	<p>and has exposure to management of technology Company. Prior to his appointment as MD &amp; CEO, he was the Independent Director of the Company since 2013. He has completed his first term of three years as MD &amp; CEO of the Company and will complete his second term shortly</p>	<p>experience include as President at NMSEZ &amp; MSEZ (Reliance Group SEZ Project) where he led teams on land and land related legal &amp; regulatory issues, rehabilitation, community development &amp; CSR. He also worked with NGOs of repute in relation to tackling health, education &amp; skill upgradation of various groups in weaker section communities.</p>	<p>has held various positions including Chief Manager, General Manager and Field General Manager among others. He had also held directorships in companies such as CIBIL, NABARD and Ace Derivative and Commodity Exchange Ltd.</p>	<p>Mumbai. He was also the Chairman of the Forward Markets Commission. Mr. Chary has also been Chairman, Vice-Chairman, MD and CEO, and 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 Jammal 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.</p>

<b>Name of the Director</b>	<b>Mr. Devender Singh Rawat</b>	<b>Mr. Sunil Shah</b>	<b>Mr. Rajendran Soundaram</b>	<b>Mr. Suresh Salvi</b>	<b>Mr. Kanekal Chandrasekhar</b>	<b>Mr. Venkat Chary</b>
Relationship with other Directors, Manager and other Key Managerial Personnel	Nil	Nil	Nil			
Directorship held in other Companies (excluding foreign companies)	MSME Export Promotion Council	Motivation Engineers and Infrastructure Private Limited Atom Technologies Limited GIS Foundation	Nil	Nil	Nil	Nil
Chairmanship / Memberships of committees of other Companies (includes Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee & Corporate Social Responsibility Committee)	Nil	Member of Board Committees: Atom Technologies Limited – Nomination and Remuneration Committee	Nil	Nil	Nil	Nil
Number of Board Meetings attended during the FY 2020-21	04	04	04	04	04	04
No of shares held in the Company	Nil	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 non-independent Director, liable to retire by rotation	Non-Executive non-independent Director, liable to retire by rotation	Re-appointed as Managing Director and CEO, not liable to retire by rotation, for a period of 2 years commencing from June 1, 2021 to May 31, 2023.	Appointment as Independent Director for a term of two years	Appointment as Independent Director for a term of two years	Non-Executive Director, liable to retire by rotation.



## **63 moons technologies limited**

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