



## 63 moons technologies limited

Regd. Office: Shakti Tower- II, 4th Floor, Premises-J, 766, Anna Salai, Chennai 600 002.

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

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CIN: L29142TN1988PLC015586

# NOTICE

NOTICE is hereby given that the Thirty Fifth Annual General Meeting ("AGM") of the Members of 63 moons technologies limited ("the Company") will be held on Wednesday, September 27, 2023 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 statements of the Company for the financial year ended March 31, 2023 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, 2023 and the Report of the Auditors thereon.
2. To declare Dividend on equity shares for the financial year 2022-23, payment of which is subject to appropriate judicial orders.
3. 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.
4. To appoint a Director in place of Mr. Venkat Chary (DIN: 00273036), Non-executive, Non-Independent Director, who retires by rotation and being eligible, offers himself for re-appointment and accordingly to consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** Mr. Venkat Chary (DIN: 00273036), Non-executive, Non-Independent Director, who retires by rotation and being eligible for re-appointment be and is hereby appointed as a Director liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) 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 re-appointment of Mr. Venkat Chary (DIN: 00273036), as he has 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."

**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 Sections 149, 150, 152, 161 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 Regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time, Mr. Kanekal Chandrasekhar (DIN: 06861358) who was appointed as an Independent Director at the Thirty Third Annual General Meeting of the Company and who holds office upto September 17, 2023, and who has been appointed by the Board of Directors ,on the recommendation of the Nomination & Remuneration Committee, as an Additional Director (Independent category) w.e.f. 18th September 2023 to hold office upto the date of the ensuing Annual General Meeting or a period of three months from the date of appointment, whichever is earlier, and being eligible for re-appointment and fulfilling the criteria for Independence as provided in the Act alongwith the rules framed thereunder and the 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 Non-Executive Independent Director of the Company, not liable to retire by rotation, and to hold office for a second term of 5 (five) consecutive years commencing from September 18, 2023 till September 17, 2028.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Kanekal Chandrasekhar (DIN: 06861358) be paid such fees and remuneration as the Board of Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (or any committee thereof) or Key Management Personnel 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 08, 2023

Hariraj Chouhan

Sr. Vice President & Company Secretary

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item Nos. 5 of the accompanying Notice, is annexed hereto. The Explanatory Statement also contains the relevant details of the Director as required by Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard - 2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India.
2. The Ministry of Corporate Affairs ("MCA") has vide General Circular nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 2/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 respectively, and Securities and Exchange Board of India vide Circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023 respectively, (hereinafter collectively referred to as "Applicable Circulars"), permitted the holding of AGM through VC / OAVM without physical presence of members at a common venue. In compliance with the provisions of the Companies Act, 2013, SEBI Listing Regulations and all applicable circulars, the 35th AGM of the Company is being held through VC/OAVM.
3. 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 to this notice. 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.
4. The Company has appointed KFin Technologies Limited, ("KFIN / Kfintech"), Registrar and Transfer Agent ("RTA") 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.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. The Registered Office of the Company i.e. Shakti Tower- II, 4th Floor, Premises-J, 766, Anna Salai, Chennai 600 002 shall be deemed to be the venue of the meeting.
6. In compliance with the aforesaid Applicable Circulars, the Notice of the 35th AGM and Annual Report 2022-23 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 2022-23 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 <https://evoting.kfintech.com>.
7. 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).
8. 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 Fifth AGM. However, the Auditors have provided a confirmation to the effect that they are eligible to continue with their appointment.
9. The Register of Members of the Company will remain closed from September 21, 2023 to September 27, 2023 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 for the purpose of Annual General Meeting.
10. The payment of dividend for the financial year 2022-23, 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 20, 2023. 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 20, 2023.

11. The Company has during the year transferred unpaid / unclaimed 1st interim dividend (F.Y. 2015-16) 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, 2022 on the website of the Company i.e. [www.63moons.com](http://www.63moons.com) under Investors section.
12. 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. 2022-23 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.
13. Members whose dividend / shares have been transferred to IEPF can claim the same from the IEPF authority by following the refund procedure as detailed on the website of IEPF authority i.e. <https://www.iepf.gov.in>.
14. 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 Limited (KFin).

The Board of Directors has appointed Mr. B. Narasimhan (FCS No. 1303), Proprietor, M/s. BN & Associates, Company Secretaries, Mumbai or failing him, Mr. Avinash Bagul (FCS No. 5578) or failing him, Mr. K. Venkataraman (ACS No. 8897), partners of M/s. BNP & Associates, Practising Company Secretaries, 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 22, 2023 (09:00 am onwards)

End of e-voting: Till September 26, 2023 (upto 05:00 pm)

The cut-off date for the purpose of e-voting is September 20, 2023.

The remote e-voting module shall be disabled by KFin for voting at 5:00 pm on September 26, 2023. 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 shareholders) after the mailing of the Notice of AGM and is holding shares as on the cut-off date i.e., September 20, 2023, 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.

15. 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 20, 2023. 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.

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 the Registrar and Share Transfer Agent. Members holding shares in electronic form may submit the same to their respective Depository Participant.
18. 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.
19. 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.
20. 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.
21. 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.
22. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, members holding equity shares in physical form are requested to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions. Members can contact the RTA for assistance in this regard.
23. SEBI, vide its circular nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, has mandated Members holding shares in physical form to submit PAN, nomination, contact details, bank account details and specimen signature in specified forms. To download the applicable forms required for processing various service requests members are requested to access the link [https://ris.kfintech.com/clientservices/isc/default.aspx#isc\\_download\\_hrd](https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd) viz. Form ISR-1 to register PAN / email id / bank details / other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out nomination. For further details of the applicable forms and documents, Members may kindly refer the Frequently Asked Question (FAQ) provided on the link <https://ris.kfintech.com/faq.html>.
24. In case a holder of physical securities fails to furnish PAN, Nomination, KYC details by October 1, 2023, the Registrar & transfer Agent i.e., KFin will be obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the Registrar/the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002. In compliance with the above-mentioned SEBI circular, the Company had sent communication intimating about the submission of above details to all the Members holding shares in physical form.
25. Pursuant to Finance Act, 2020, dividend income is taxable in the hands of the shareholder 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"). For the prescribed rates for various categories, shareholders are requested to refer to the Finance Act, 2023 and amendments thereof. 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. As directed by SEBI, the Members holding shares in physical form are requested to submit particulars of their bank

account in Form ISR 1 alongwith the original cancelled cheque bearing the name of the Member to KFin to update their bank account details. As payment of dividend is subject to appropriate judicial orders, relevant communication relating to TDS would be sent to shareholders after receipt of applicable judicial orders.

26. 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.
27. Members are requested to update their email address with their Depository Participants to enable the Company to send future communications electronically.
28. Since the AGM is being held through VC / OAVM, the route map of AGM venue, attendance slip and proxy form are not annexed 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 Limited (KFinTech), on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. Pursuant to the above SEBI circular 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 22, 2023 (9:00 am onwards) till September 26, 2023 (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 20, 2023.
- 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>
Individual Shareholders holding securities in demat mode with NSDL	<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 point 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/myeasinew/home/login/">https://web.cdslindia.com/myeasinew/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> <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/myeasinew/Registration/EasiRegistration/">https://web.cdslindia.com/myeasinew/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>

Type of shareholders	Login Method
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – KFinTech and you will be redirected to e-Voting website of KFinTech for casting your vote during the remote e-Voting period without any further authentication.</p>

**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.: 1800 1020 990 and 1800 22 44 30
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 narasimhan.b8@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_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 holding shares in demat form can get their email ID registered by contacting their respective Depository Participant.
  - ii. Members holding shares in physical form may register their email address and mobile number with KFin Technologies Limited by sending Form ISR-1 and other relevant forms to KFinTech at Selenium, Tower-B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana - 500 032 or at the email ID einward.ris@kfintech.com for receiving the AGM Notice and the e-voting instructions. Form ISR-1 can be downloaded by following the link: [https://ris.kfintech.com/clientservices/isc/default.aspx#isc\\_download\\_hrd](https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd).
  - iii. Members who have already registered their email addresses are requested to keep their email addresses validated/ updated with their DPs / KFin to enable serving of notices / documents /Annual Reports and other communications electronically to their email address in future.

**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 though 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 25, 2023 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 be opened from September 23, 2023 to September 25, 2023. 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 20, 2023, 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 08, 2023

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. 4:**

Pursuant to Regulation 17(1A) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, no listed entity can continue the Directorship of any person as a Non-Executive Director who has attained the age of 75 (Seventy-Five) years unless a special resolution is passed to that effect and justification thereof is given in the explanatory statement annexed to the notice for appointing such a person. Shareholders are informed that Mr. Venkat Chary (DIN: 00273036), Non-Executive, Non-Independent Director, (aged 83 years) retires by rotation at the ensuing AGM. Since he is over 75 years of age, his continuation as a Non-Executive Director requires approval of shareholders by way of special resolution. A brief justification for his re-appointment as Non-Executive Director on the Board of the Company is appended below for the consideration of the shareholders.

Mr. Venkat Chary (IAS, Retd.) (DIN: 00273036), aged 83 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 ended on September 22, 2021.

Pursuant to the provisions of section 149(11) of the Companies Act, 2013, an Independent Director cannot 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, considering the business needs and the crucial phase through which the Company was passing, ongoing legal cases effecting the operations of the Company etc, the Board of Directors on the recommendation of the Nomination & Remuneration Committee (NRC) decided that it would be in the best interest of the Company to have Mr. Chary continue on the Board of the Company and thus appointed him as Non-Executive, Non-Independent Director at its meeting held on August 12, 2021.

The Nomination and Remuneration Committee in recommending his re-appointment and evaluating his contribution to the Company decided that his continuance as a Director would be of immense benefit to the Company.

Except for Mr. Chary, 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 resolution set out in item no. 4 above. The Board recommends the special resolution set out in Item No. 4 of the Notice for the approval of the members.

### **Item No. 5:**

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, recommended to the Shareholders the appointment of Mr. Kanekal Chandrasekhar (DIN: 06861358) as Independent Director for a term of two years commencing from September 18, 2021 till September 17, 2023. The Shareholders of the Company at the 33rd AGM held on September 18, 2021, approved the said appointment 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.

Since the present tenure of Mr. Kanekal Chandrasekhar as an Independent Director expires on September 17, 2023, the Board of Directors on the recommendation of the Nomination and Remuneration Committee and subject to approval of Shareholders at the ensuing AGM, at its meeting held on August 08, 2023 approved the re-appointment of Mr. Kanekal Chandrasekhar (DIN: 06861358) as Non-Executive Independent Director for a second term of 5 (five) consecutive years commencing from 18th September 2023 and who shall hold office as an Additional Director (Independent category) w.e.f. 18th September 2023 upto the date of the forthcoming AGM of the Company.

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. Kanekal 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 in recommending the re-appointment of Mr. Kanekal Chandrasekhar as an Independent Director for the second term, has considered his rich professional experience, knowledge, diverse skills and evaluated his contribution during his tenure in guiding the Board to take administrative and treasury related decisions. In view of the same and based on the performance evaluation of the Independent Directors, the Committee was of the view that his continued association as an Independent Director would be of immense benefit to the Company, in future as well.

The Company has received all statutory disclosures/declarations from Mr. Kanekal Chandrasekhar including consent to act as an Independent Director, confirmation that he is not disqualified under Section 164 of the Act and a declaration to the effect that he meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16 of Listing Regulations.

The Board of Directors recommend the appointment of Mr. Kanekal Chandrasekhar as Independent Director 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. Kanekal Chandrasekhar, none of the other Directors, Key Managerial Personnel or their relatives are financially or otherwise, concerned or interested, in the proposed resolution.

By Order of the Board of Directors

Place : Mumbai  
Date : August 08, 2023

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. Venkat Chary	Mr. Kanekal Chandrasekhar
DIN	02569359	00273036	06861358
Age	63 years	83 years	66 years
Date of Birth	January 26, 1960	April 14, 1940	August 18, 1956
Date of first Appointment on the Board	November 20, 2014	October 10, 2013	September 27, 2017
Qualifications	B.B.A SME Programme, IIM Ahmedabad	B. Com. (Hons.), M. Com., Cost Accountancy, LL.B., Diploma in Economics and Finance at Ecole National d'Administration, IAS (Retd.)	B.Sc. (Ag), CAIIB, MEP, Insolvency Professional.
Brief resume & Experience / Expertise in specific functional area	<p>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.</p> <p>He was Vice President at Ahmedabad Management Association. He is currently Member Board of Management, Dr. Baba Saheb Ambedkar open University and Member of State Innovation Council. He is a IIMA Alumni.</p>	<p>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.</p> <p>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.</p> <p>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 Jannalal 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>	<p>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.</p> <p>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 companies such as CIBIL, NABARD and Ace Derivative and Commodity Exchange Ltd.</p>

<b>Name of the Director</b>	<b>Mr. Sunil Shah</b>	<b>Mr. Venkat Chary</b>	<b>Mr. Kanekal Chandrasekhar</b>
Relationship with other Directors, Manager and other Key Managerial Personnel	Nil	Nil	Nil
Directorship held in other Companies (excluding foreign companies)	1. Motivation Engineers and Infrastructure Pvt. Limited 2. NTT Data Payment Services India Limited 3. GIS Foundation 4. Vibrant Motivation and Development Foundation	Nil	Nil
Listed Companies from which resigned in the past three years	Nil	Nil	Nil
Chairmanship / Membership of committees of other Companies (includes Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee & Corporate Social Responsibility Committee)	Member of Board Committees: NTT Data Payment Services India Limited – Nomination & Remuneration Committee	Nil	Nil
Number of Board Meetings attended during the FY 2022-23	06	06	06
No of shares held in the Company	Nil	Nil	Nil
Remuneration last drawn	Refer Corporate Governance report which forms part of this Annual report		
Remuneration proposed to be drawn	Sitting fees for attending meetings of the Board or Committees thereof or for any other purpose as may be approved by the Board.		
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-appointment as Independent Director for a term of five consecutive years w.e.f September 18, 2023, not liable to retire by rotation.

By Order of the Board of Directors

Place : Mumbai  
Date : August 08, 2023

Hariraj Chouhan  
Sr. Vice President & Company Secretary