



63 moons technologies limited

(Formerly Financial Technologies (India) limited)

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

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

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CIN: L29142TN1988PLC015586

NOTICE

NOTICE is hereby given that the Thirtieth Annual General Meeting ("AGM") of the Members of 63 moons technologies limited ("the Company") will be held on Thursday, September 27, 2018 at 11:30 a.m. at Kasturi Srinivasan Hall, The Music Academy, New no. 168, T.T.K Road, Royapettah, Chennai - 600014 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the audited standalone financial statements of the Company for the financial year ended March 31, 2018 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, 2018 and the Report of the Auditors thereon.
2. To declare Dividend on equity shares for the financial year 2017-18, subject to appropriate judicial orders.
3. To appoint a Director in place of Mr. Devendra Agrawal (DIN: 03579332), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Suresh Salvi (DIN: 07636298), who retires by rotation and being eligible, offers himself for re-appointment.
5. To fix the remuneration of M/s. Sharp & Tannan Associates, Chartered Accountants, (Firm Registration No. 109983W), Statutory Auditors of the Company and in this regard, to consider and if thought fit, pass the following resolution as an **Ordinary Resolution;**

"RESOLVED THAT pursuant to the provisions of section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by the members at the twenty sixth AGM of the Company held on September 23, 2014 appointing M/s. Sharp & Tannan Associates, Chartered Accountants (Firm Registration No. 109983W) as statutory auditors for a period of five years (i.e. upto the conclusion of thirty first AGM), the Board of Directors be and is hereby authorised to fix the remuneration of the Statutory Auditors as may be mutually agreed to, between the Board of Directors and the Statutory Auditors plus reimbursement of out-of-pocket expenses, if any."

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules framed thereunder, Schedule V of the Companies Act, 2013 and other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the approval of the Board of Directors at its meetings held on November 09, 2017 and August 09, 2018 and subject to the approval of Central Government, if any, the consent of the shareholders of the Company be and is hereby accorded to re-appoint Mr. Rajendra Mehta (DIN: 00390504) as Whole-time Director of the Company for a period of two years commencing from November 21, 2017 on terms and conditions including remuneration, commission and minimum remuneration in the event of inadequacy of profits in any financial year (as recommended by the Nomination & Remuneration Committee ("the Committee") as set out in the Explanatory statement to this Notice with the authority to the Board of Directors / Committee to grant increments within the range stated therein, and to alter and vary from time to time, the terms & conditions of the said appointment in such manner as may be agreed to between the Board of Directors / Committee and Mr. Rajendra Mehta.

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 Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 effective from April 1, 2019, and applicable provisions of Companies Act, 2013 read with relevant rules framed thereunder, consent of the shareholders be and is hereby accorded to the continuance of Directorship of Mr. Venkat Chary (DIN: 00273036) who has attained the age of 75 years, beyond 31st March 2019 for the remainder of his term as Independent Director.

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

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

"RESOLVED THAT pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 effective from April 1, 2019, and applicable provisions of Companies Act, 2013 read with relevant rules framed thereunder, consent of the shareholders be and is hereby accorded to the continuance of Directorship of Justice Rajan J. Kochar (Retd.) (DIN: 06710558) who has attained the age of 75 years, beyond 31st March 2019 for the remainder of his term as Independent Director.

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

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

"RESOLVED THAT pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 effective from April 1, 2019, and applicable provisions of Companies Act, 2013 read with relevant rules framed thereunder, consent of

the shareholders be and is hereby accorded to the continuance of Directorship of Mr. Suresh Salvi (DIN: 07636298) who has attained the age of 75 years, beyond 31st March 2019.

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

By Order of the Board of Directors

Place : Mumbai
Date : August 09, 2018

Hariraj Chouhan
Sr. Vice President & Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person appointed as proxy, shall act as a proxy for not more than 50 members and holding in aggregate not more than 10% of the total paid up share capital of the Company. A member holding more than 10% of the paid up share capital of the Company may appoint a single person as proxy and such person appointed cannot act as proxy for any other member.**
2. Instrument of proxy (as enclosed), in order to be effective, must be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting. Proxies submitted on behalf of corporate members etc. must be supported by appropriate resolutions / authority, as applicable.
3. Members / Proxies are requested to bring to the meeting, the attendance slip enclosed herewith, duly filled in and deposit the same at the entrance of the meeting hall. The holder of proxy shall prove its identity at the time of attending the Meeting.
4. The relevant details about the Director seeking appointment, re-appointment and continuation of appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standards are annexed herewith.
5. All relevant documents referred to in the accompanying Notice and statutory registers are open for inspection by the members at the Registered Office of the Company and copies of the same are open for inspection at the Corporate Office on all working days (except Saturdays, Sundays and public holidays) from 11:00 A.M. to 1:00 P.M. upto the date of the meeting. The requisite document will be also available for inspection by members at the Meeting.
6. M/s. Sharp & Tannan Associates, Chartered Accountants (Firm Registration No. 109983W), were appointed as Statutory Auditors of the Company at the 26th AGM held on September 23, 2014. Pursuant to a recent notification issued by the Ministry of Corporate Affairs dated May 07, 2018, the mandatory requirement for ratification of appointment of Auditors by the members at every AGM has been omitted and hence no resolution is being proposed for ratification of appointment of Auditors at this AGM.
7. The Register of Members and Share Transfer Books of the Company will remain closed **from September 21, 2018 to September 27, 2018** (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.
8. The payment of dividend for the financial year 2017-18, as recommended by the Board of Directors, shall be subject to the approval of 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, 2018. 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, 2018.
9. The Company has during the year transferred unpaid / unclaimed final dividend (FY 2009-10), and three interim dividends (FY 2010-11) to Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 27, 2017 (date of last Annual General Meeting) on the website of the Company i.e. www.63moons.com under Investors section.
10. The Ministry of Corporate Affairs has notified provisions relating to unpaid/unclaimed dividend under Sections 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund)

Rules, 2016. The IEPF rules mandate the Companies to transfer the shares of members whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF authority. In accordance with the aforesaid IEPF Rules, the Company has during the FY 2017-18 sent notices to all the members whose shares were due to be transferred to the IEPF Authority and has also published newspaper advertisement for the same. The Company has accordingly transferred all unclaimed shares to the demat account of the IEPF Authority in accordance with the IEPF Rules.

11. Those Members who have so far not encashed their dividend warrants from the financial year 2011-12 onwards, may approach the Registrar and Share Transfer Agent, M/s. Karvy Computershare Private Limited at the address mentioned elsewhere in the Notice for the payment without further delay as the said unpaid dividend will be transferred to the Investor Education and Protection Fund of the Central Government, as and when due. Members whose dividend / shares get transferred to IEPF can now claim the same from the IEPF authority by following the refund procedure as detailed on the website of IEPF authority. Member's attention is particularly drawn to the "Corporate Governance" section of the Annual Report for detailed dividend history and due dates for transfer to IEPF.
12. The Company is pleased to provide remote e-voting facility to its members in terms of Section 108 of the Companies Act 2013 read with Companies (Management and Administration) Rules 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This facility is provided to the members to enable them to cast their votes electronically in respect of the businesses to be transacted at this Annual General Meeting through systems provided by Company's Registrar & Share Transfer Agent M/s Karvy Computershare Private Limited (Karvy). The Board of Directors has appointed Mr. B. Narasimhan, Proprietor, M/s. BN & Associates, Company Secretaries, and failing him, Mr. Avinash Bagul, Proprietor, M/s. Avinash Bagul & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the voting through remote e-voting and voting process at the AGM in a fair and transparent manner.

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

Commencement of e-voting : From September 23, 2018 (09:00 am onwards)
End of e-voting : Till September 26, 2018 (upto 05:00 pm)

The cut-off date for the purpose of e-voting is September 20, 2018.

The remote e-voting module shall be disabled by Karvy for voting at 5:00 pm on September 26, 2018. Once a vote on a resolution is cast by the member, member shall not be allowed to change it subsequently. E-voting shall not be allowed beyond the abovementioned date and time.

Any person who acquires shares of the Company and becomes member of the Company after the dispatch of the Notice of AGM and holding shares as on the cut-off date i.e. September 20, 2018, may obtain the user ID and password by sending an email request to Karvy at evoting@karvy.com. Members can also contact Karvy at 1800 345 4001 (toll free). If you are already registered with Karvy for e-voting, then you can use your existing user ID and password / PIN for casting your vote.

13. Pursuant to the Companies (Management and Administration) Rules, 2014 with respect to the provision relating to voting through electronic means, the Company is also offering the facility for voting by way of physical ballot at the venue of AGM. The members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by e-voting, may vote at the AGM through ballot for all businesses specified in the accompanying Notice. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names shall be entitled to vote. The Members who have exercised their right to vote by e-voting may attend the AGM but shall not be entitled to vote at the AGM through ballot. The voting rights of the members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date i.e. September 20, 2018. A person who was not a member as on the cut-off date should treat this notice as for information purposes only.

14. The Login ID and password for e-voting along with the process, manner and instructions for e-voting along with the physical copy of the Notice of the AGM is being sent to the members, who have not registered their e-mail IDs with the Registrar and Share Transfer Agent of the Company / Depository Participants. Those members who have registered their e-mail IDs with the Registrar and Share Transfer Agent / their respective Depository Participants are being forwarded the Login ID and password for e-voting along with the process, manner and instructions via e-mail.
15. 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).
16. Pursuant to the provisions of Section 72 of the Companies Act 2013 read with applicable rules, the facility for making nomination is available for members in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in physical form may submit the same to Registrar and Share Transfer Agent. Members holding shares in electronic form may submit the same to their respective Depository Participant.
17. Corporate Members are requested to send a duly certified copy of the Board Resolution or Power of Attorney together with specimen signatures of those representative(s) authorised to attend and vote at the Annual General Meeting.
18. The Certificate from the Statutory Auditors of the Company certifying that the Employees Stock Option Scheme of the Company is being implemented in accordance with the SEBI guidelines, as amended from time to time, and in accordance with the resolution(s) of the general meeting will be available for inspection by Members at the forthcoming Annual General Meeting.
19. Members seeking any further information relating to Accounts should write to the CFO of the Company at the Corporate Office at FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai - 400 093, or send an e-mail at info@63moons.com at least seven days prior to the AGM.
20. Members are requested to bring their copies of Annual Report to the meeting. Members holding shares in physical form are requested to get them dematerialized, as the shares of the Company are traded under compulsory demat system. Moreover, effective December 05, 2018, no transfers of shares will be permitted in physical mode.
21. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialized mode are requested to submit their PAN details to their Depository Participant, with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Company's Registrar and Share Transfer Agent.
22. SEBI vide circular dated April 20, 2018 has mandated registration of PAN and bank account details for all securities holders. The Company vide its letter dated July 14, 2018 sent to all shareholders holding shares in physical form, has requested them to submit their PAN and bank account details to Company's Registrar and Share Transfer Agent by sending a duly signed letter alongwith self-attested copy of PAN card and original cancelled cheque. If the original cancelled cheque does not bear the name of the shareholder, copy of bank passbook/statement attested by the bank should be submitted. Similarly, securities holders holding shares in demat form are requested to submit the aforesaid information to their respective depository.
23. SEBI on June 08, 2018 notified SEBI (Listing Obligations & Disclosure Requirements) (Fourth Amendment) Regulations, 2018 which states that securities of listed companies can be transferred only in dematerialised form with effect from

December 05, 2018. In view of the above, Members are requested to dematerialise the shares held by them in physical form. The Company has also vide its letter dated July 14, 2018 sent to all the shareholders holding shares in physical form, requested them to dematerialise their shareholding.

24. Electronic copy of the Annual Report along with the Notice is being sent to all the members whose email IDs are registered with the Registrar and Share Transfer Agent/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report are being sent in the permitted mode. As per Green Initiative in Corporate Governance initiated by the Ministry of Corporate Affairs, members are requested to register their e-mail address with the Company's Registrar and Share Transfer Agent, M/s. Karvy Computershare Private Limited to receive the Annual Report and other Communication(s) from the Company in electronic mode. The Notice of the Annual General Meeting is also available on the website of the Company i.e. www.63moons.com and the website of Karvy i.e. <https://evoting.karvy.com>.
25. Voting results of the above resolutions shall be declared within the stipulated time limit and such results along with Scrutinizer's report, will be uploaded on the website of the Company i.e. www.63moons.com and on Company's Registrar & Share Transfer Agent's website i.e. <https://evoting.karvy.com> and shall also be displayed on the Notice Board of the Company at its Registered Office and Corporate Office. The results shall also be simultaneously communicated to BSE Limited and the National Stock Exchange of India Limited. The resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.
26. Members are requested to update their email address with their Depository Participants to enable the Company to send future communications electronically.
27. The route map showing directions to reach the venue of the 30th AGM is given at the end of this notice.

By Order of the Board of Directors

Place : Mumbai
Date : August 09, 2018

Hariraj Chouhan
Sr. Vice President & Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT MATERIAL FACTS RELATING TO SPECIAL BUSINESS:

Item No. 6:

The Board of Directors at its meeting held on November 09, 2017, on the recommendation of the Nomination and Remuneration Committee (NRC), re-appointed Mr. Rajendra Mehta (DIN: 00390504) as a Whole-time Director of the Company for a period of one year commencing from November 21, 2017 subject to the approval of shareholders. Since the tenure of the said re-appointment shall be expiring on November 20, 2018, the Board of Directors at its meeting held on August 09, 2018, on the recommendation of the NRC, further extended the tenure of re-appointment of Mr. Rajendra Mehta by one more year commencing from November 21, 2018 subject to the approval of shareholders at the ensuing AGM. The terms and conditions including remuneration etc of re-appointment are mentioned below;

a) Remuneration:

Remuneration of ₹ 1,20,00,612/- per annum as Cost to Company (CTC) in the range of CTC of ₹ 1 Crore to ₹ 3 Crore per annum. The NRC/Board to discuss and finalize the revised remuneration in the above range, which will become payable after the decision in existing legal case relating to restrictions on salary revision to Directors/ KMP.

The aforesaid remuneration is bifurcated by way of basic salary, HRA, Provident Fund, Special allowances, other fringe benefits, performance 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 perquisites and benefits are 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.

b) Leave encashment:

Payable in addition to the aforesaid remuneration, as per the rules of the Company as applicable to Senior Management Personnel of the Company.

c) Gratuity:

Payable at the rate of half month's salary for each completed year of service which is part of CTC.

For the purpose of gratuity, superannuation or deferred annuity policy and leave encashment benefits, the services of Senior Managerial Personnel/Executive Directors will be considered as continuous service with the Company from the date they have joined the services of the Company or its holding or subsidiary or step down subsidiary of Company in any capacity from time to time 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.

d) Commission:

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

e) Minimum Remuneration:

In case of absence of or inadequacy of profits in any year the Whole-Time Director shall be entitled to salary, perquisites and benefits and any other allowances which shall be governed by the provisions of the Companies Act 2013 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 and subject to such approvals as may be required.

The NRC / Board of Directors shall have liberty to alter and vary the terms of remuneration from time to time at its discretion within the limits set hereinabove (excluding commission) subject to clarification/resolution of pending legal issue in this regard and subject to the provisions of the Companies Act 2013 and rules made thereunder including any

statutory amendments thereto. The aforesaid re-appointment is subject to termination with 3 (Three) months' notice from either side and also as per the clauses mentioned in the Agreement entered into between the Company and the Whole-time Director.

The Board of Directors recommends the re-appointment of Mr. Rajendra Mehta as Whole-time Director of the Company for a further period of two years commencing from November 21, 2017 and recommend the resolution as set out in Item No. 6 of the Notice for the approval of the shareholders. Other than Mr. Rajendra Mehta, none of the other Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 7 to 9:

Securities and Exchange Board of India (SEBI) has vide notification dated May 09, 2018 amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations'). In Regulation 17 of the existing LODR Regulations, a new sub-regulation (1A) has been inserted (effective April 1, 2019) pursuant to which 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 three existing Directors of the Company have already attained the age of 75 years i.e. Mr. Venkat Chary (DIN: 00273036), Chairman, Non-Executive & Independent Director (aged 78 years), Justice Rajan J. Kochar (Retd.) (DIN: 06710558), Non-Executive & Independent Director (aged 76 years), and Mr. Suresh Salvi (DIN: 07636298), Non-Executive Director (aged 76 years) and thus their continuance as Directors of the Company after March 31, 2019 shall require approval of shareholders by way of special resolution.

A brief justification for their continuation as Non-Executive Directors on the Board of the Company after March 31, 2019 is appended below for the consideration of the shareholders;

Mr. Venkat Chary (IAS, Retd), Chairman and Non-Executive Independent Director

Mr. Venkat Chary carries immense and diversified experience in his long drawn career as an IAS (Indian Administrative Service) Officer. During his career he was 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, He was also the Chairman of the Forward Markets Commission. Mr. Chary has also been Chairman, Vice-Chairman, MD and CEO, and Government director of as many as fifteen Central and State Government public sector companies.

Mr. Chary is associated with the Company since 2013 and since then has been the guiding pillar of strength. Prior to his association with the Company he held various important positions viz. - Chairman of India's first Listed Commodity Exchange Multi-Commodity Exchange of India Ltd (MCX), Chairman of India's first electricity exchange i.e. Indian Energy Exchange Ltd., to name a few. These ventures now represent India on a global map. He is also the Chairman of the Audit Committee of the Company. His rich and diverse experience are important elements in the discussion and business decisions taken by the Board and his continuance as a Director would be of immense benefit to the Company.

Justice Rajan J. Kochar (Retd.) Non-Executive and Independent Director

Justice Kochar, is a former Judge of the Bombay High Court. With an immaculate and impeccable track record of transparency and a bright judicial career of over three decades in the legal fraternity, Justice Kochar has made his mark in the judicial system. He has been associated with the Company since 2013 and has increased the Board strength by contributing immensely in many legal processes of the Company. His association provides a good balance on the Board composition. The Board has benefitted from his specialisation and expertise and thus his continuance as a Director would be of immense benefit to the Company.

Mr. Suresh Salvi (IAS, Retd.) Non-Executive Director

Mr. Suresh Salvi, 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 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. His continuance as a Director would be of immense benefit to the Company.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, at its meeting held on August 09, 2018 has approved the continuance of Directorship on the Board of the Company after March 31, 2019 and recommend the passing of special resolutions at item no. 7 to 9 of the accompanying Notice for approval by the shareholders of the Company.

Except the above three Directors, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item no. 7 to 9 above.

By Order of the Board of Directors

Place : Mumbai
Date : August 09, 2018

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)	Particulars	FY 14-15 (As per IGAAP)	FY 15-16 (As per Ind-AS)	FY 16-17 (As per Ind-AS)
		Paid-up capital	921.57	921.57	921.57
		Turnover	16103.11	14133.03	15006.16
		Profit/(Loss) before tax	51006.30	17475.82	8640.06
		Profit/(Loss) after tax	44513.88	7073.50	4907.92
		Reserves & Surplus	277072.63	273497.45	283567.65
5.	Foreign investments or collaborations, if any	There are no foreign investments or collaborations in the Company except NRIs/ FPIs holding shares in the Company through market purchases in the ordinary course.			

II. Information about the appointee:

1.	Background details	Mr. Rajendra Mehta, a Chartered Accountant, has over three decades of professional experience in Capital Market, particularly in Stock Broking and Investment Banking. He is a Market & Operations expert, with significant understanding of market mechanics and regulatory perspectives. Prior to joining 63 moons, he was working with CLSA India as the Chief Operating Officer and Whole Time Director for both the broking and investment businesses. He was also a part of the Executive Management Team. His responsibilities included providing support for deal structuring and closure.
2.	Past remuneration	₹ 1,20,00,612/- p.a.
3.	Recognition or awards	-
4.	Job profile and his suitability	Mr. Rajendra Mehta shall report to the Managing Director & CEO of the Company and shall assume the responsibility of Risk Solutions and Data Collector for the Company. His responsibilities will include continued development and business for growth of Risk Solutions and other related products of the Company and develop suite of products catering to banking and banking regulatory solutions viz. Risk Calculator, Treasury Backoffice, ARISC, and Data Collector Solution, among others.
5.	Remuneration proposed	₹ 1,20,00,612/- p.a. as Cost to Company (CTC) in the range of CTC of ₹ 1 Crore to ₹ 3 Crore p.a.

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 bench marks, 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. Rajendra Mehta has no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than his remuneration in the capacity of Whole-time Director

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 as a result of which the business of the Company has also been hit.
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 legal challenges, 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. For the F.Y. ended 31st March 2018, the Company has earned a Net Profit (after tax) of ₹ 1637 lakhs.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT / CONTINUATION OF 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)

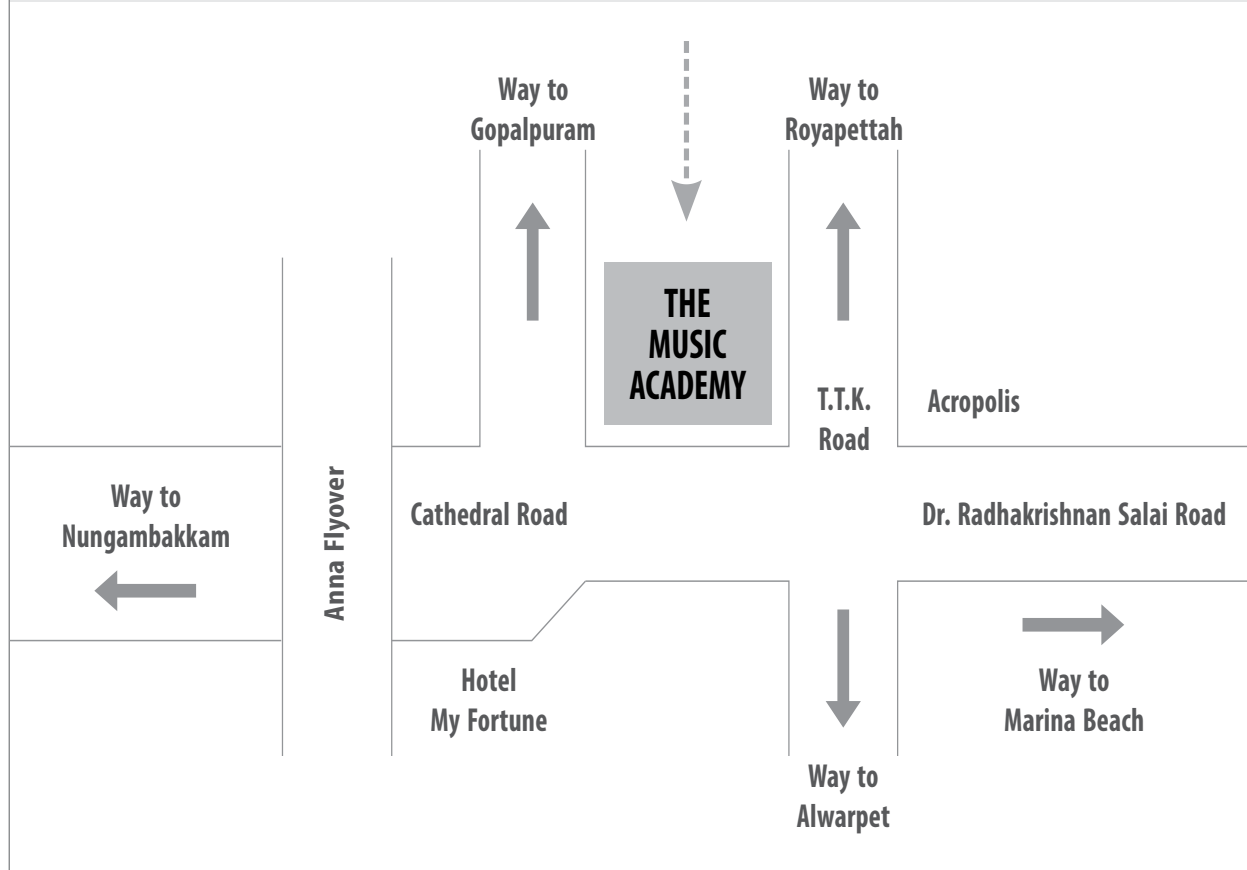
Name of the Director	Mr. Devendra Agrawal	Mr. Suresh Salvi	Mr. Rajendra Mehta	Mr. Venkat Chary	Justice Rajan Kochar (Retd.)
DIN	03579332	07636298	00390504	00273036	06710558
Age	48 years	76 years	52 years	78 years	76 years
Date of Birth	July 01, 1970	November 29, 1941	August 14, 1965	April 14, 1940	October 21, 1941
Date of Appointment on the Board	May 27, 2017	October 14, 2016	November 21, 2014	October 10, 2013	October 10, 2013
Qualifications	Chartered Accountant	IAS (Retd.)	B. Com, Chartered Accountant	B. Com. (Hons.) M. Com. (Cost Accountancy), LL.B., Diploma in Economics and Finance at Ecole National d'Administration, IAS (Retd.)	B. Com., LL.M., (Retd. Judge of Bombay High Court)
Experience / Expertise in specific functional area	Mr. Devendra Agrawal is a Chartered Accountant by qualification with over 24 years of professional experience in finance, accounts, MIS and taxation. He has a rich experience of working with organizations such as Aditya Birla Group of Companies and Reliance Industries Limited in his past assignments of over 12 years. He has been the CFO of the Company since April 2006.	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 experience include as President at NMSEZ & MSEZ (Reliance Group SEZ Project) where he led teams on land and land related legal & regulatory issues, rehabilitation,	Mr. Rajendra Mehta has over three decades of professional experience in Capital Market, particularly in Stock Broking and Investment Banking. He is a Market & Operations expert, with significant understanding of market mechanics and regulatory perspectives. Prior to joining 63 moons, he was working with CLSA India as the Chief Operating Officer and Whole Time Director for both the broking and investment businesses. He was also a part of the Executive Management Team.	Mr. Venkat Chary has extensive experience in Administration and Management, legal and finance. As an IAS officer, he worked with the Maharashtra State Electricity Board as a Secretary. Mr. Chary with his dedication and excellence soon became the Secretary to the Chief Minister of Maharashtra. He also held the post of a Finance Secretary, where he assisted five Finance Ministers to finalise five Annual and Interim Budgets. He was also the Planning Secretary, Home Secretary and officiating Chief Secretary of Government of Maharashtra, in Mumbai. He was also the Chairman of the Forward Markets Commission.	Justice R.J. Kochar, a former Judge of the Bombay High Court, carries an immaculate and impeccable track record of transparency and a bright judicial career of over three decades in the legal fraternity. Justice Kochar has made his mark in the judicial system. He is a founder Member of the reputed Labour Law Journal Viz. Current Labour Reports, Bombay. Justice Kochar has delivered a number of reported Judgments on several issues – Civil and Industrial. He has written number of articles and contributed to several Law Journals including the AIR, Current Labour Reports, and Indian Factories Labour Reports as well as contributed to reputed Marathi periodicals

Name of the Director	Mr. Devendra Agrawal	Mr. Suresh Salvi	Mr. Rajendra Mehta	Mr. Venkat Chary	Justice Rajan Kochar (Retd.)
Relationship with other Directors, Manager and other Key Managerial Personnel	Nil	Nil	Nil	<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.</p> <p>Mr. Chary is a Governor's nominee on the Indian Red Cross Society (Maharashtra Chapter), is Member of the Advisory Board of 'One India One People Foundation' (the Foundation brings out a niche monthly magazine and conducts constructive activities for school students), and is Member of the Directing Committee for the grant of the prestigious Jammalal Bajaj Awards. He is past-president, Indo-French Technical Association, consisting of engineers, scientists (including nuclear scientists), finance experts, etc., who have either studied or worked in France.</p> <p>Nil</p>	<p>and dailies. He currently does arbitration work as assigned by the High Court and various parties.</p> <p>Nil</p>

Name of the Director	Mr. Devendra Agrawal	Mr. Suresh Salvi	Mr. Rajendra Mehta	Mr. Venkat Chary	Justice Rajan Kochar (Retd.)
Directorship held in other Companies (excluding foreign companies)	1) Riskraft Consulting Limited, 2) IBS Forex Limited, 3) Financial Technologies Communications Limited, 4) Global Payment Networks Limited, 5) FT Knowledge Management Co. Limited	Nil	1) Apian Finance and Investment Limited, 2) FT Projects Limited	Nil	Nil
Chairmanship/ Membership of committees of other Companies (includes Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee & Corporate Social Responsibility Committee)	Nil	Nil	Nil	Nil	Nil
Number of Board Meetings attended during the F.Y. 2017-18	04	07	07	07	07
No of shares held in the Company	200	Nil	Nil	Nil	Nil
Remuneration last drawn	Refer Corporate Governance Report which forms part of this Annual Report of the Company.				
Terms and conditions of appointment	Whole-time Director, liable to retire by rotation.	Non-Executive Director, liable to retire by rotation and continuation as Non-Executive Director after March 31, 2019.	Whole-time Director, liable to retire by rotation. Refer Explanatory Statement for further details.	Continuation as Independent Director after March 31, 2019.	Continuation as Independent Director after March 31, 2019.

ROUTE MAP TO THE AGM VENUE

Venue of the 30th AGM of 63 moons technologies limited
Kasturi Srinivasan Hall, The Music Academy, New no. 168, T.T.K Road, Royapettah, Chennai - 600014.



the new digital ecology

63 moons technologies limited *(Formerly Financial Technologies (India) limited)*

Regd. Office: Shakti Tower-1, 7th Floor, Premises-E, 766, Anna Salai, Thousand Lights, Chennai - 600 002.
Corp. Office: FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai - 400 093.
Tel: +91-22-6686 8010 | Fax: +91-22-6725 0257 | E-mail: info@63moons.com | Website: www.63moons.com
CIN: L29142TN1988PLC015586



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Form No. MGT-11
PROXY FORM

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

Table with 2 columns: Label (Name of the Member(s), Registered address, E-mail Id, Folio No. / DP Id - Client Id) and empty input field.

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

- 1. Name: Address:
E-mail Id: Signature:, or failing him/her;
2. Name: Address:
E-mail Id: Signature:, or failing him/her;
3. Name: Address:
E-mail Id: Signature:

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Thirtieth Annual General Meeting of the Company, to be held on Thursday, September 27, 2018 at 11:30 a.m. at Kasturi Srinivasan Hall, The Music Academy, New no. 168, T.T.K Road, Royapettah, Chennai - 600014 and at any adjournment thereof in respect of such resolutions as are indicated below:

Table with 4 columns: Sr. No., Resolution, and three columns under Vote (Optional - See Note 2) (For, Against, Abstain). Rows include Adoption of Audited Financial Statement and Declaration of dividend.

3	Appointment of Director in place of Mr. Devendra Agrawal (DIN: 03579332), who retires by rotation and being eligible, offers himself for re-appointment.			
4	Appointment of Director in place of Mr. Suresh Salvi (DIN: 07636298), who retires by rotation and being eligible, offers himself for re-appointment.			
5	Authorisation to the Board of Directors to fix the remuneration of Statutory Auditors of the Company.			
SPECIAL BUSINESS:				
6	Re-appointment of Mr. Rajendra Mehta (DIN: 00390504) as Whole-time Director of the Company.			
7	Continuation of Directorship of Mr. Venkat Chary (IAS, Retd.) (DIN: 00273036) beyond March 31, 2019.			
8	Continuation of Directorship of Justice Rajan J. Kochar (Retd.) (DIN: 06710558) beyond March 31, 2019.			
9	Continuation of Directorship of Mr. Suresh Salvi (IAS, Retd.) (DIN: 07636298) beyond March 31, 2019.			

Signed this day of 2018.

Affix
Revenue
Stamp

Signature of shareholder:

Signature of Proxy holder(s):

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

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



the new digital ecology

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

CIN: L29142TN1988PLC015586

ATTENDANCE SLIP

I / We, being a member / proxy for a member of the Company, record my / our presence at the THIRTIETH ANNUAL GENERAL MEETING of the Company to be held on Thursday, September 27, 2018 at 11:30 a.m. at Kasturi Srinivasan Hall, The Music Academy, New no. 168, T.T.K Road, Royapettah, Chennai - 600014.

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

No. of Shares held :

Folio No. / DP Id and Client Id :

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

1.

2.

Note:

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



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Tel: +91-22-66868010 | Fax: +91-22-67250257 | email: info@63moons.com | website: www.63moons.com

CIN: L29142TN1988PLC015586

Folio No. /DP Id. / Client Id : Serial No. :

Name :
Address :

Joint Holder(s) :

No of shares held :

Dear Member,

Sub: Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014(including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide e-voting facility to its members to exercise their vote by electronic means in respect of the businesses to be transacted at the Thirtieth Annual General Meeting scheduled to be held on Thursday, September 27, 2018 at 11:30 a.m.

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

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

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

Commencement of e-voting	End of e-voting
September 23, 2018 (09:00 a.m. onwards)	September 26, 2018 (upto 05:00 p.m.)

The cut-off date for the purpose of e-voting is September 20, 2018.

Please read the instructions printed overleaf before exercising the vote. This communication forms an integral part of the Notice dated August 09, 2018 for the Thirtieth Annual General Meeting scheduled to be held on September 27, 2018, which is being mailed to you along with the Annual Report for the financial year 2017-18 of the Company. Attention is invited to the statement in the accompanying Notice that the business of the meeting may be transacted through electronic voting system and that the Company is providing facility for voting by electronic means. The Notice of the Annual General Meeting and this communication are also available on the website of the Company i.e. www.63moons.com and the website of Karvy i.e. https://evoting.karvy.com.

For 63 moons technologies limited

Place : Mumbai
Date : August 09, 2018

Hariraj Chouhan
Sr. Vice President & Company Secretary

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

- A. **In case a Member receives an e-mail from Karvy** [for members whose email IDs are registered with the Company / Depository Participant(s)]:
- i) Launch internet browser by typing the URL: **<https://evoting.karvy.com>**
 - ii) Enter the login credentials (i.e. User ID and password mentioned overleaf). Your Folio No./DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii) After entering these details appropriately, click on “LOGIN”.
 - iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
 - v) You need to login again with the new credentials.
 - vi) On successful login, the system will prompt you to select the E-Voting Event Number for 63 moons technologies limited.
 - vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head.
 - viii) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 - ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - x) You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - xi) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii) Corporate / Institutional Members(i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: **bnandassociates.scrutinizer@gmail.com**. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_EVENT NO.”
- B. **In case a Member receives physical copy of the Annual General Meeting Notice by Post** [for members whose email IDs are not registered with the Company / Depository Participant(s)]:
- i. User ID and initial password as provided overleaf.
 - ii. Please follow all steps from Sr.No. (i) to (xii) as mentioned in (A) above, to cast your vote.
- C. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote on the said items again at the Meeting. In case a member casts votes by both modes, then voting done through e-voting shall prevail.
- D. In case of any query pertaining to e-voting, please visit Help & FAQ’s section available at Karvy’s website: <https://evoting.karvy.com>.
- E. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date, being September 20, 2018.
- F. The Board of Directors has appointed Mr. B. Narasimhan, Proprietor- M/s. BN & Associates,, Company Secretaries, and failing him, Mr. Avinash Bagul, Proprietor, M/s. Avinash Bagul & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the voting through remote e-voting and voting process at the AGM, in a fair and transparent manner.
- G. The Scrutinizer shall within a period not exceeding two days from the conclusion of the meeting unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the meeting.
- H. The results on resolutions shall be declared within stipulated time limit after the Annual General Meeting of the Company and the resolutions shall be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.
- I. The declared results along with the Scrutinizer’s Report(s) shall be available on the website of the Company i.e. **www.63moons.com** and on Karvy’s website i.e. **<https://evoting.karvy.com>** and shall also be displayed on the Notice Board of the Company at its Registered Office and Corporate Office.