

May 29, 2023

Listing Compliance, BSE Limited P. J. Towers, Dalal Street, Mumbai – 400 001 (Scrip Code: 526881)	Listing Compliance., National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 (Scrip Code: 63MOONS)
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Dear Sir(s),

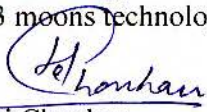
Sub: Annual Secretarial Compliance Report for the financial year ended 31st March 2023.

Pursuant to Regulation 24A of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with SEBI Circular ref. No. CR/CFD/CMD1/27/2019 dated 08th February 2019, please find attached the Annual Secretarial Compliance Report for the F.Y. ended 31st March 2023.

Kindly acknowledge receipt and take the above information on your record.

Thanking You,

Yours faithfully,
For 63 moons technologies limited


Hariraj Chouhan
Sr. VP & Company Secretary



Encl: a/a

63 moons technologies limited

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Registered Office: Shakti Tower - II, 4th Floor, Premises - J, 766, Anna Salai, Chennai - 600 002.
T: +91 44 4395 0850 | F: +91 44 4395 0899 | CIN No.: L29142TN1988PLC015586

Secretarial Compliance Report of 63 Moons Technologies Limited
For The Financial Year Ended 31st March, 2023

To,
The Board of Directors
63 Moons Technologies Limited

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **63 Moons Technologies Limited** (hereinafter referred as "the listed entity"), having its Registered Office at Shakti Tower- II, 4th Floor, Premises J, 766, Anna Salai, Chennai, 600002, Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by it and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and subject to the reporting made hereinafter:

We, have examined:

- (a) all the documents and records made available to us and explanations provided by the listed entity,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other documents/ filings, as may be relevant, which have been relied upon to make this report,

for the year ended 31st March, 2023 ("Review Period") in respect of the compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015*;
- (d) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

and the circulars/ guidelines issued thereunder;



Note * Pursuant to NSE Circular No. NSE/CML/2023/09 and BSE Notice No. 20230125-9 both dated 25th January, 2023 we confirm that, the Listed Entity has submitted the Compliance Certificate to the Stock Exchanges with reference to maintenance of Structured Digital Database ("SDD") as required under Regulation 3(5) and 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015 for the quarters ended on 30th June, 2022, 30th September, 2022 and 31st December, 2022. Further we confirm that the Listed Entity was required to capture Three (03) events in SDD during the quarter ended 31st March, 2023 and it has accordingly captured the required events.

And based on the above examination, we hereby report that, during the Review Period:

I.

- (a) The Listed Entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, **except** in respect of matters specified below: -

Sr. No. (a)	Compliance Requirement (Regulations/ circulars/ guidelines/ including specific clause) (b)	Regulation / Circular No. (c)	Deviations (d)	Action Taken by (e)	Type of Action (f)
None					

Details of Violation (g)	Fine Amount (h)	Observations/Remarks of the Practicing Company Secretary (i)	Management response (j)	Remarks (k)
None				

- (b) The Listed Entity has taken the following action to comply with the observations made in previous reports:

Sr. No. (a)	Compliance Requirement (Regulations/ circulars/ guidelines/ including specific clause) (b)	Regulation / Circular No. (c)	Deviations (d)	Action Taken by (e)	Type of Action (f)
1.	In respect of disposal of holding in other companies.	-	During the F.Y. 2020-21, Company had received a letter dated 7 th September, 2020 from SEBI, stating that the Company is	SEBI	The Company has successfully divested its investment in MSEI, but despite efforts, shares held by the Company in MCCIL could not be divested, for which Company has been requesting MCCIL to provide any prospective buyer and at the time of reduction of share capital, Company has



			<p>yet to comply with the directions of SEBI's order dated 19th March, 2014, with respect to divestment of Company's stake in both Metropolitan Stock Exchange of India Limited (MSEI) and Metropolitan Clearing Corporation of India Ltd (MCCIL).</p> <p>The Company was required to divest its shareholding in both MSEI and MCCIL. Company had been penalized by SEBI.</p>		<p>indicated to MCCIL that it is ready to surrender its entire shareholding and has offered to MCCIL to buy back from them the shares to comply with the SEBI Order.</p> <p>The Company has been penalized by SEBI for not being able to divest its shareholding. MCCIL has implemented Scheme of capital reduction and thereby reduced the Listed Company's shareholding. However, the residual shareholding of 24,40,603 shares or 1.95% stake in MCCIL continues to be held by the Company. As per the Regulator's instructions MCCIL has not paid the proceeds of Capital Reduction to the Company. The Company vide letter dated 26th June 2020, requested MCCIL to take up the matter with its Promoter i.e. MSEI to consider acquiring the Company's stake as well. SEBI was also requested vide letters dated 17th December 2019, 23rd June, 2020 and 15th July, 2020 to permit MCCIL to release the money as the Company was unable to divest the investment in MCCIL. Under the circumstances, the Company has requested MSEI to buy its shares in MCCIL to ensure the regulatory compliance.</p>
2.	In respect of providing STP Gate Services to 63 moons.	-	On 3 rd December, 2020, SEBI has passed an order	SEBI	-



			rejecting the approval for providing STP Gate Services to 63 moons on the basis of 'Fit & Proper' order passed by FMC 7 years ago.	
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Details of Violation (g)	Fine Amount (h)	Observations/Remarks of the Practicing Company Secretary (i)	Management response (j)	Remarks (k)
-	-	It is seen that in respect of MSEI the disinvestment of the shares has been completed by the Company. However, in respect of MCCIL, the Company has been unable to find a prospective buyer. Subsequently, the reduction of capital was done by MCCIL, but the payment arising therefrom has not been made to the Company by MCCIL pursuant to restrictions imposed by SEBI. The residual shares aggregating to 1.95% or 24,40,603 shares are still held by the Company. The company has asked MCCIL to buy back the shares to comply with the regulatory requirements.	At the meeting of Board of Directors of the company held on February 04, 2023, the proposal for buy-back of shares of MCCIL by MSEI, was approved. MSEI has announced scheme of Amalgamation whereby MSEI will buy-back the shares of MCCIL from the Company and the said scheme is under implementation	-
-	-	-	The Company had filed an appeal with Securities and Appellate Tribunal (SAT) against the SEBI Order. SAT vide its order dated 15 th April 2021 rejected the	The matter is sub- judice before the Supreme Court



				<p>appeal. The Company subsequently approached Hon'ble Supreme Court and Hon'ble Supreme Court of India has granted stay on the SAT order dated April 15, 2021 and permitted the Company to continue to provide STP Gate services to its clients.</p> <p>As per the information available on the website of Hon'ble Supreme Court, the matter is to be listed on July 18, 2023.</p>
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II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	There has been no change in the Statutory Auditor(s) of the Listed Entity during the review period.



<p>2. Other conditions relating to resignation of statutory auditor</p>	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	<p>NA</p>	<p>There has been no change in the Statutory Auditor(s) of the Listed Entity during the review period.</p>
<p>3.</p>	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p>	<p>NA</p>	<p>There has been no change in the Statutory Auditor(s) of the Listed Entity during the review period.</p>



III. We hereby report that, during the review period the compliance status of the listed entity is appended as below :

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<p><u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	The Listed entity has complied with the requirements of SS-1 and SS-2 respectively in respect of meetings of the Board and its Committees and General meetings of Members as notified by the Central Govt under Section 118 (10) of the Companies Act, 2013.
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the due approval of Board of Directors of the listed entity • All the policies are in conformity with SEBI Regulations and have been reviewed and updated timely as per the regulations/circulars/guidelines issued by SEBI 	Yes	None
3.	<p><u>Maintenance and disclosure on Website:</u></p> <ul style="list-style-type: none"> • The Listed Entity is maintaining a functional website • Timely dissemination of the documents/information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes	None
4.	<p><u>Disqualification of Directors:</u> None of the Directors of the Company are disqualified under Section 164 of the Companies Act, 2013</p>	Yes	The Listed Entity has provided the required confirmation on the same and reliance has been placed on the same.



5.	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirements of material as well as other subsidiaries</p>	Yes	The listed entity does not have any material subsidiary.
6.	<p><u>Preservation of Documents:</u></p> <p>The Listed Entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	None
7.	<p><u>Performance Evaluation:</u></p> <p>The Listed Entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	Yes	None
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The Listed Entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes	None
9.	<p><u>Disclosure of events or information:</u></p> <p>The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	None
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The Listed Entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	None
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein.</p>	NA	No actions were taken by SEBI or by the Stock Exchanges during the Review Period including under the Standard Operating Procedures issued by SEBI through various circulars.
12.	<p><u>Additional Non-compliances, if any:</u></p> <p>No any additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	NA	No non-compliance has been observed during the Review Period.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For BNP & Associates

Company Secretaries

[Firm Regn. No. P2014MH037400]

PR No. 637/2019

Date: May 26, 2023

Place: Mumbai



A handwritten signature in black ink, appearing to read "Kalidas Ramaswami".

Kalidas Ramaswami

Partner

FCS: F2440 CP No. 22856

UDIN: F002440E000388991