



July 23, 2020

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, 2020.

In terms of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended 31st March, 2020.

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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**SECRETARIAL COMPLIANCE REPORT OF 63 MOONS TECHNOLOGIES LIMITED FOR THE FINANCIAL
YEAR ENDED MARCH 31, 2020**

**To,
63 Moons Technologies Limited**

We, BNP & Associates, have examined:

- (a) all the documents and records made available to us and explanation provided by 63 Moons Technologies Limited ("**the listed entity**"),
- (b) the filings / submissions made by the listed entity to the Stock Exchanges,
- (c) website of the Company,
- (d) any other documents / filings, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2020 ("**Review Period**") in respect of the compliance with the provisions of:

- (a) 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 (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - d) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

- (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	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	NIL		

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	SEBI: During the year under review, the Company has received an Order from the Adjudicating Officer dated 28 th February 2020 with regard to failure of the Company in complying with the directions of SEBI vide its Order dated 19 th march 2014 to divest its stake in several "Market Infrastructure Institutions" / "MIIs").	SEBI had vide its Order dated March 19, 2014, directed the Company to divest the equity shares, in MCX Stock Exchange Ltd. (MCX-SX), MCX Stock Exchange Clearing Corporation Ltd., (MCS-SX CCL), Delhi Stock Exchange Ltd., (DSE) Vadodara Stock Exchange Ltd., (VSE) and National Stock Exchange of India Ltd., (NSEIL), within 90 days from the date of the Order. The period for completion of sale was extended by four weeks by the Hon'ble SAT.	After hearing the matter the Adjudicating officer in exercise of the powers conferred under Section 23I of the SCRA read with Rule 5 of the SCR Rules, hereby imposed a penalty of Rs. 10,00,000/- (Rupees Ten Lakhs only) on the Company under Section 23H of SCRA.	The Company has paid the penalty under protest.

Note:

Based on Hon'ble NCLAT order dated 12th March, 2020, Ministry of Corporate affairs vide its order dated F. No. 1/1/2014-CL.II (Part) dated 16th March, 2020 has communicated to the Company about appointment of three nominee directors on their Board with immediate effect subject to the compliance of applicable laws. The Company has filed an appeal challenging the order dated 12th March, 2020, passed by Hon'ble NCLAT before Hon'ble Supreme Court along with an application for stay of the Order passed by MCA. The matter is pending before Hon'ble Supreme Court. The three Nominee Directors are:-

1. Shri. Satyananda Mishra, Former Chief Information Commissioner, Central Information Commission
2. Dr. Malini. V. Shankar, Former Director General, Shipping, Govt of India.
3. Shri. Parveen Kumar Gupta, MD (Retail & Digital Banking), State Bank of India

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Mentioned in FY 2018-2019 Notice was received by the Company from the Stock Exchanges (BSE & NSE) for non-compliance of Regulation 18(1) of SEBI LODR, Regulations 2015 with respect to the composition of Audit committee	Notice was received by the Company from the Stock Exchanges (BSE & NSE) for non-compliance of Regulation 18(1) of SEBI LODR, Regulations 2015 with respect to the composition of Audit committee, as the composition of 5 members was not in accordance of Guidance Notice of the Exchanges for rounding off to the highest fraction. Fine was levied on the Company by both the exchanges. Based on the representation and replies given by the Company, to Exchanges, both BSE & NSE withdrew notices and no fine was levied. The	The Company, in the meantime reconstituted the Audit Committee with 4 Directors to comply with guidance note issued by the Exchanges with respect to SEBI Circular dated 3 rd May, 2018, which provide for rounding off the fraction to the highest number while determining the compliance.	The Company is fully compliant with the said requirement.

		Company, in the meantime reconstituted the Audit Committee with 4 Directors to comply with guidance note issued by the Exchanges with respect to SEBI Circular dated 3 rd May, 2018, which provide for rounding off the fraction to the highest number while determining the compliance.	
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- (e) The Listed entity has complied with points 6(A) and 6(B) as mentioned in SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019 and that they have incorporated all the terms and conditions in the respective appointment letter/supplemental letter issued to Statutory Auditors.

Date: 22nd July, 2020
Place: Mumbai

For BNP & Associates
Company Secretaries
[Firm Registration. No. P2014MH037400]

Narasimhan
Balasubramaniam

Digitally signed by Narasimhan
Balasubramaniam
Date: 2020.07.22 20:04:17 +05'30'

B. Narasimhan
Partner
FCS No: 1303 COP No: 10440
UDIN: F001303B000487668