



June 12, 2023

To,
Listing Compliance.,
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051
(Scrip Code: 63MOONS)

Dear Sir(s),

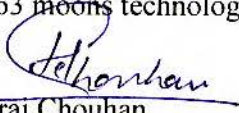
Sub: Annual Secretarial Compliance Report for the financial year ended 31st March 2023.

Further to our earlier submission on May 29, 2023, and 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, re-issued by the Secretarial Auditors in the prescribed format.

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

CC: Listing Compliance,
BSE Limited
P. J. Towers, Dalal Street,
Mumbai – 400 001
(Scrip Code: 526881)

63 moons technologies limited

Corporate Office: FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai 400 093, India.
T: +91 22 66868010 | F: +91 22 66868050 | E: info@63moons.com | W: www.63moons.com

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, BNP & Associates, 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 (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the listed entity during the review period)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the listed entity during the review period)**
- (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (f) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (g) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

and the 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. (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 yet to comply with the directions of SEBI's order dated 19 th March, 2014, with respect to divestment of Company's stake in both Metropolitan Stock Exchange	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 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>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>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.	
--	--	--	--	--

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 wherein 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 appeal. The Company subsequently	The matter is sub- judice before the Supreme Court



			<p>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>	
--	--	--	--	--

We further 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	None
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	None
5.	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u> (a) Identification of material subsidiary companies (b) Disclosure requirements of material as well as other subsidiaries</p>	<p>a) NA b) Yes</p>	The listed entity does not have any material subsidiary.
6.	<p><u>Preservation of Documents:</u> 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> 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> (a) The Listed Entity has obtained prior approval of Audit Committee for all Related party transactions (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>	<p>a) Yes b)NA</p>	None



9.	Disclosure of events or information: 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.	Yes	None
10.	Prohibition of Insider Trading: The Listed Entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11.	Actions taken by SEBI or Stock Exchange(s), if any: 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. *	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.	Additional Non-compliances, if any: No any additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	No non-compliance has been observed during the Review Period.

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:

The above compliance is not applicable as there was no resignation of Statutory Auditors of the Company during the review period.

**For BNP & Associates
Company Secretaries
[Firm Regn. No. P2014MH037400]
PR No. 637/2019**

**Date: May 26, 2023
Place: Mumbai**



**Kalidas Ramaswami
Partner
FCS: F2440 CP No. 22856
UDIN: F002440E000388991**