



May 26, 2022

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

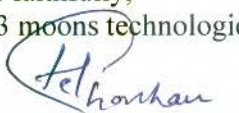
**Sub: Annual Secretarial Compliance Report for the financial year ended 31st March 2022.**

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 31<sup>st</sup> March 2022.

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

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

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Registered Office: Shakti Tower - II, 4<sup>th</sup> 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 MARCH 31, 2022**

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, 2022 ("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) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR);
- (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; and
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

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.
	NIL			

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

Sr. No.	Observations of the Practicing Company Secretary in the previous report(s)	Observations made in the secretarial compliance report for the year ended 31 <sup>st</sup> March 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	SEBI: During the F.Y. 2020-21, Company received a letter dated 7 <sup>th</sup> September, 2020 from SEBI, stating that 63 Moons (the Company) is yet to comply with the directions of SEBI's order dated 19 <sup>th</sup> March, 2014, with respect to Metropolitan	During the F.Y. 2020-21, Company received a letter dated 7 <sup>th</sup> September, 2020 from SEBI, stating that 63 Moons (the Company) is yet to comply with the directions of SEBI's order dated 19 <sup>th</sup> March, 2014, with respect to Metropolitan	The Company has successfully divested its investment in MSEI, but despite significant efforts, 63 shares held by 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 they are ready to surrender their entire	It is seen that in respect of MSEI the disinvestment of the shares has been completed by 63 moons. However, in respect of MCCIL, 63 moons were unable to find a prospective buyer. Subsequently, the reduction of capital was done by MCCIL, but the



	<p>divestment of Company's stake in both Metropolitan Stock Exchange of India Limited (MSEI) and Metropolitan Clearing Corporation of India Ltd (MCCIL).</p>	<p>Exchange of India Limited (MSEI) and Metropolitan Clearing Corporation of India Ltd (MCCIL). The Company was required to divest its shareholding in both MSEI and MCCIL. Company had been penalized by SEBI.</p>	<p>shareholding and offered MCCIL to buy back from them to comply with the SEBI Order. 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 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 instruction 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 is also requested vide letter 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>	<p>payment has not been made to 63 moons by MCCIL because of Regulatory 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 buyback the shares to comply with the regulatory requirements. The matter now is sub judice.</p>
2	<p>SEBI: On 3<sup>rd</sup> December, 2020, SEBI has passed an order rejecting the approval for providing STP Gate Services to 63 moons on the basis of 'Fit &amp; Proper' order passed by FMC 7 year ago.</p>	<p>-----</p>	<p>The Company had filed an appeal with Securities and Appellate Tribunal (SAT) against the SEBI Order. SAT vide its order dated 15<sup>th</sup> April 2021 rejected the 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 63 moons to continue providing STP Gate services to its clients.</p>	<p>Hon'ble Supreme Court has stayed the order of Securities and Appellate Tribunal (SAT) and has permitted the company to provide STP Gate Services to its clients.</p>

(e)The listed entity has complied with the points 6(A) and 6(B) as mentioned in SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 with regard to the Resignation of Statutory Auditors: There has been no resignation of Statutory Auditors in the FY 2022.

**Date: 26<sup>th</sup> May, 2022**

**Place: Mumbai**

**For BNP & Associates**

**Company Secretaries**

**[Firm Registration. No. P2014MH037400]**



**B. Narasimhan**

**Partner**

**FCS No.1303/COP No.10440**

**UDIN:**

**PR No. 637/2019**