



June 11, 2021

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)

Dear Sir(s),

Sub: Annual Secretarial Compliance Report for the financial year ended 31st March 2021

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 2021.

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 - 1, 7th floor, Premises E, 766, Anna Salai, Thousand Lights, 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, 2021**

**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, 2021 (“**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, Company received a letter dated 7 th September, 2020 from SEBI, stating that 63 Moons (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 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 has been penalized by SEBI.	The Company has successfully divested its investment in MSEI, but despite significant efforts, 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 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 despite rigorous efforts. MCCIL has implemented Scheme of Capital reduction and in the process has reduced Company's shareholding also. However, the residual shareholding of 24,40,603 shares or 1.95% continues to be held by the Company in MCCIL. As per the Regulator instruction MCCIL has not

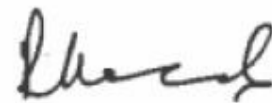
				<p>paid the proceeds of capital reduction to the Company, as implemented by them. Company had vide letter dated 26th June, 2020, requested MCCIL to take up the matter with its Promoter i.e. MSEI to consider acquiring Company's stake also. They had also requested SEBI vide letter dated 17th December, 2019, 23rd June, 2020 and 15th July, 2020 to permit MCCIL to release the money as they were unable to divest the investment in MCCIL. Under such circumstances, the Company has requested MSEI to buy 63 Moons shares in MCCIL for enabling compliance by all.</p>
2.	<p>SEBI: On 3rd December, 2020, SEBI has passed an order rejecting the approval for providing STP Gate Services to 63 moons on the basis of 'Fit & Proper' order passed by FMC 7 year ago.</p>	-----	-----	<p>The Company filed an appeal with Securities and Appellate Tribunal(SAT) against the SEBI Order. SAT vide its order dated 15th April, 2021 rejected the appeal filed by the Company. 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>

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

Sr. No.	Observations of the Practicing Secretary in the previous report(s)	Observations made in the secretarial compliance report for the year ended 31 st March 2020	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 2019-2020 During the FY 2019-2020, the Company has received order from SEBI Adjudicating Officer dated 28th February, 2020, with regard to failure in complying with the directions issued by SEBI vide its Order dated March 19, 2014, to divest its stake in MCX Stock Exchange Ltd, MCX Stock Exchange Clearing Corporation Ltd., Delhi Stock Exchange Ltd, Vadodara Stock Exchange Ltd, and the National Stock Exchange of India Ltd, within 90 days from the date of the Order.	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 paid the penalty under protest.	The Company paid the penalty under protest.

Date: 10th June, 2021
Place: Mumbai

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



Kalidas Ramaswami
Partner
FCS No.2440/COP No. 22856
UDIN: F002440C000441648