



May 29, 2024

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),

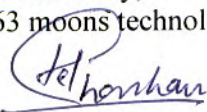
Sub: Annual Secretarial Compliance Report for the financial year ended 31st March 2024.

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 2024.

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, 2024**

**The Board of Directors
63 Moons Technologies Limited**

We, BNP & Associates, Practicing Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanations provided by the Company (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, 2024 ("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;

Note (*) The Company has also maintained a Structured Digital Database ("SDD"), pursuant to the requirements of regulation 3 (5) and 3 (6) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015.



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)	Observations/ Remarks Of the Practicing Company Secretary in the previous reports (PCS) (b)	Observations made in the secretarial compliance report: (c)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) (d)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity (e)	Remedial actions, if any, taken by the listed entity (f)	Comments of the PCS on the actions taken by the listed entity (g)
1.	As per ASCR issued for the year ended March 31, 2023.	A. for the year ended 31st March 2023	1. In respect of disposal of holding in other companies.	During the F.Y. 2020-21, Company had received a letter dated 7th September, 2020 from SEBI, stating that the Company is yet to	The Company has divested its investment in Metropolitan Stock Exchange of India Limited (MSEI), but despite efforts, shares held by the Company	We are informed by the Company that as on March 31, 2024, the matter is still pending before the



				<p>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>in Metropolitan Clearing Corporation of India Limited (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. The Company has been penalized by SEBI for not being able to divest its shareholding. MCCIL has implemented Scheme of capital</p>	<p>concerned authorities.</p>
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					<p>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, had 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</p>	
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					<p>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 holding in MCCIL to ensure regulatory compliance.</p>	
			<p>2. In respect of providing STP Gate Services to 63 moons.</p>	<p>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 years ago.</p>	<p>SEBI</p>	<p>We are informed by the Company that the next date of hearing is yet to be notified.</p>



2.	As per ASCR issued for the year ended March 31, 2022.	For the year ended 31st March 2022	-----As above ----	--As above--	-----As above ----	--As above--
3.	As per ASCR issued for the year ended March 31, 2021.	For the year ended 31st March 2021	-----As above ----	--As above--	-----As above ----	--As above--

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.	<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).	Yes	None
2.	<u>Adoption and timely updation of the Policies:</u> <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 the viewers 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</p>	a) Yes	None



	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.	b) NA	
9.	<u>Disclosure of events or information:</u> 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.	<u>Prohibition of Insider Trading:</u> The Listed Entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> 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 action was 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.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	None
13.	<u>Additional Non-compliances, if any:</u> 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.



Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, is the responsibility 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 an 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 28, 2024

Place: Mumbai



K. Venkataraman

Venkataraman Krishnan

Partner

ACS: 8897/CP No: 12459

UDIN: A008897F000472624