



May 28, 2025

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 31<sup>st</sup> March 2025.**

Pursuant to Regulation 24A of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with SEBI Circular ref. No. CR/CFD/CMD1/27/2019 dated 08<sup>th</sup> February 2019, please find attached the Annual Secretarial Compliance Report for the F.Y. ended 31<sup>st</sup> March 2025.

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.  
T: +91 22 66868010 | F: +91 22 66868050 | E: info@63moons.com | W: www.63moons.com

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 31<sup>st</sup> March 2025**

We, BNP & Associates, Secretarial Auditors of the listed entity, have examined:

- (a) all the relevant documents and records made available to us and the explanations provided by the listed entity, for the purposes of our audit;
- (b) the filings/ submissions made by the listed entity to the Stock Exchange(s);
- (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 31<sup>st</sup> March 2025 ("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 Regulations 3 (5) and 3 (6) of 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) |
|-------------|--|-------------------------------|----------------|---------------------|--------------------|
| <b>None</b> |  |                               |                |                     |                    |

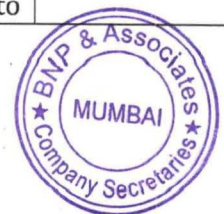
| Details of Violation (g) | Fine Amount (h) | Observations/Remarks of the Practicing Company Secretary (i) | Management response (j) | Remarks (k) |
|--------------------------|-----------------|--|-------------------------|-------------|
| <b>None</b>              |                 |  |                         |             |

- (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 (PCS) in the previous reports) (b) | Observations made in the Secretarial Compliance report for the year ended (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, 2024.  | A. for the year ended 31st March 2024   | 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 comply with the directions of SEBI's order dated 19th March, 2014, with respect | The Company has divested its investment in Metropolitan Stock Exchange of India Limited (MSEI), but despite its efforts, shares held by the Company in Metropolitan Clearing Corporation of India Limited (MCCIL) could not be | <b>As on 31-03-25</b><br>We are informed by the Company that Hon'ble National Company Law Tribunal, (NCLT) Mumbai Bench vide its Order dated June 06, 2024, has sanctioned the Composite Scheme of |

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|--|--|--|--|--|--|--|
|  |  |  |  | <p>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>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> <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</p> | <p>Arrangement between Metropolitan Stock Exchange of India Limited (MSE) and MSE Enterprises Limited (MEL) (formerly Metropolitan Clearing Corporation Ltd.) and their respective Shareholders. Pursuant to the aforesaid Order, 24,40,603 equity shares of face value of Rs.10/- of MEL held by the Company were cancelled and extinguished and the Company has received an amount of Rs. 2,44,06,030/- on 18.06.2024.</p> |
|--|--|--|--|--|--|--|

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|--|--|--|--|--|---|--|
|  |  |  |  |  | <p>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 2019, 23rd June, 2020 and 15th July, 2020 to permit MCCIL to release the money as the Company was unable to</p> |  |
|--|--|--|--|--|---|--|



|  |  |  |   |  |   |  |
|--|--|--|---|--|---|--|
|  |  |  |   |  | divest the investment in MCCIL Under the circumstances, the Company has requested MSEI to buy its holding in MCCIL to ensure regulatory compliance. |  |
|  |  |  | 2. In respect of providing STP Gate Services to 63 moons. | 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. | SEBI  | As on March 31, 2025<br><br>We are informed by the Company that subsequent to SEBI order dated 3.12.2020, the Company has lost majority of its business from STP Gate. Hence, the Company decided to sell its STP Gate Business to a third party who fulfills the criteria laid down by SEBI.<br>Approval of shareholders was sought for sale of STP Gate Business Undertaking vide postal |





|    |   |                                    |                |              |                 |  |
|----|---|------------------------------------|----------------|--------------|-----------------|--|
|    |   |                                    |                |              |                 | ballot Notice dated 25.10.2024. The results for the same were announced on 29.11.2024 and the special resolution was passed by requisite majority. The sale, which is subject to fulfilment of certain Conditions Precedent, is yet to be completed. |
| 2. | As per ASCR issued for the year ended March 31, 2023. | For the year ended 31st March 2023 | --As above --- | --As above-- | --As above--    | -As above-   |
| 3. | 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--   |

I. We hereby report that during the review period, the compliance status of the listed entity with the following requirements: -

| Sr. No. | Particulars   | Compliance Status (Yes/No/NA) | Observations/Remarks by PCS |
|---------|---|-------------------------------|-----------------------------|
| 1.      | <u>Secretarial Standards:</u><br>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"><li>All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entity.</li><li>All the policies are in conformity with SEBI Regulations and has been reviewed and timely updated on time, as per the regulations/circulars/guidelines issued by SEBI.</li></ul>                                    | Yes             | None   |
| 3. | <u>Maintenance and disclosure on Website:</u> <ul style="list-style-type: none"><li>The Listed Entity is maintaining a functioning website</li><li>Timely dissemination of the documents/ information under a separate section on the website</li><li>Web-links provide 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.</li></ul> | Yes             | None   |
| 4. | <u>Disqualification of Directors:</u><br>None of the Director(s) of the Company are disqualified under Section 164 of the Companies Act, 2013.  | Yes             | None   |
| 5. | <u>Details related to Subsidiaries of the listed entity have been examined w.r.t.</u><br>(a) Identification of material subsidiary companies<br>(b) Disclosure Requirements of material as well as other subsidiaries   | a) NA<br>b) Yes | The listed entity does not have any material subsidiary. |
| 6. | <u>Preservation of Documents:</u><br>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.  | Yes             | None   |
| 7. | <u>Performance Evaluation:</u><br>The Listed Entity has conducted performance evaluation of the Board,  | Yes             | None   |



|     |   |                         |  |
|-----|---|-------------------------|--|
|     | Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.  |                         |  |
| 8.  | <u>Related Party Transactions:</u><br>(a) The Listed Entity has obtained prior approval of Audit Committee for all Related party transactions.<br><br>(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.  | a) Yes<br><br><br>b) NA | None   |
| 9.  | <u>Disclosure of events or information:</u><br>The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR within the time limits prescribed thereunder.   | Yes                     | None   |
| 10. | <u>Prohibition of Insider Trading</u><br>The Listed Entity is in compliance with Regulations 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><br>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 Regulations and circulars/ guidelines issued thereunder.  | 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><br><br>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                      | During the period under review, there was no resignation in the office of the statutory auditor. However, there was a change in statutory auditor on account of completion of second term of Office of the previous statutory auditor. |

|     |   |    |   |
|-----|---|----|---|
| 13. | <u>Additional non-compliances, if any:</u><br><br>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. |
|-----|---|----|---|

We further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the SEBI LODR.

**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.

Date: May 27, 2025  
Place: Mumbai



For BNP & Associates  
Company Secretaries  
[Firm Regn. No. P2014MH037400]  
[PR No.: - 6316/2024]

Venkataraman Krishnan  
Partner

ACS No.: 8897 / COP No.: 12459  
UDIN: A008897G000460073