



May 09, 2020

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: Compliance Report on Corporate Governance pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements} Regulations, 2015.

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Compliance Report on Corporate Governance for the quarter ended on March 31, 2020.

Kindly take the information on your record and acknowledgement receipt.

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 | P: +91 22 66868050 | E: info@63moons.com | W: [www.63moons.com](http://www.63moons.com)

Registered Office: Shakti Tower - 1, 7<sup>th</sup> floor, Premises E, 766, Anna Salai, Thousand Lights, Chennai - 600 002.  
T: +91 44 4395 0850 | P: +91 44 4395 0899 | CIN No.: L29142TN1988PLC015586



**ANNEXURE I**

**Format of report on Corporate Governance to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity: 63 moons technologies limited

2. Quarter ending: March 31, 2020

<b>I. Composition of Board of Directors</b>												
Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non-Executive /Independent / Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure (in months)	Date of Birth	No of Directors hip in listed entities including this listed entity  [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity  [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)
Mr.	Venkat Chary	AABPC8162C00273036	Chairperson-Non-Executive - Independent Director	23-09-2014	23-09-2019	--	24	14-04-1940	1	1	0	2
Mr.	Devendra Kumar Agrawal	ABSPA8239Q03579332	Executive Director	27-05-2017	--	--	--	01-07-1970	1	0	0	0
Mr.	Justice Rajan J. Kochar (Retd.)	AGPPK7653L06710558	Non-Executive - Independent Director	23-09-2014	23-09-2019	--	24	21-10-1941	1	1	2	0
Mr.	Achudanarayanan Nagarajan	AAEPN5631J02107169	Non-Executive - Independent Director	23-09-2014	23-09-2019	--	24	17-07-1948	1	1	1	0



Mr.	Rajendran Soundaram	AAPPR9688E 02686150	Executive Director	10-02-2017*	--	--	--	12-01-1952	1	0	1	0
Mr.	Sunil Shah	ABIPS3448P 02569359	Non-Executive Director	20-11-2014	--	--	--	26-01-1960	1	0	0	0
Mr.	Suresh Salvi	ACKPS7856G 07636298	Non-Executive Director	14-10-2016	--	--	--	29-11-1941	1	0	0	0
Mr.	Justice Deepak Verma (Retd.)	AASPV0892K 07489985	Non-Executive - Independent Director	08-03-2017	--	--	60	28-08-1947	1	1	0	0
Mrs.	Chitkala Zutshi	AAAPZ0546L 07684586	Non-Executive - Independent Director	08-03-2017	--	--	60	25-03-1949	1	1	0	0
Mr.	Kanekal Chandrasekhar	AVAPS2989R 06861358	Non-Executive Director	27-09-2017	--	--	--	18-08-1956	1	0	1	0
Mr.	Devender Singh Rawat	ACXPR8682G 02587354	Non-Executive Director	12-02-2019	--	--	--	12-06-1948	1	0	0	0

\*Appointed as a MD and CEO w.e.f. 10-02-2017

Note: The Company has informed the Stock Exchanges vide letter dated March 17, 2020 w.r.t. appointment of three Nominee Directors by the Central Government vide its order dated March 16, 2020.



<b>II. Composition of Committees</b>					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non Executive/independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Venkat Chary, Chairman	Chairperson – Non-Executive - Independent Director	30-10-2013	
		Justice Rajan J. Kochar (Retd.), Member	Non-Executive - Independent Director	30-10-2013	
		Mr. Achudanarayanan Nagarajan, Member	Non-Executive - Independent Director	30-10-2013	
		Mr. Kanekal Chandrasekhar, Member	Non-Executive Director	27-09-2017	
2. Nomination & Remuneration Committee	Yes	Mr. Achudanarayanan Nagarajan, Chairman	Non-Executive - Independent Director	18-11-2013	
		Mr. Venkat Chary, Member	Chairperson – Non-Executive - Independent Director	30-10-2013	
		Justice Rajan J. Kochar (Retd.), Member	Non-Executive - Independent Director	30-10-2013	
3. Stakeholders Relationship Committee	Yes	Mr. Venkat Chary, Chairman	Chairperson – Non-Executive - Independent Director	30-10-2013	
		Justice Rajan J. Kochar (Retd.), Member	Non-Executive - Independent Director	30-10-2013	
		Mr. Rajendran Soundaram, Member	Executive Director	09-02-2017	
4. Corporate Social Responsibility Committee	Yes	Mr. Achudanarayanan Nagarajan, Chairman	Non-Executive - Independent Director	23-01-2015	
		Mrs. Chitkala Zutshi, Member	Non-Executive - Independent Director	27-09-2017	
		Mr. Rajendran Soundaram, Member	Executive Director	26-11-2018	



### III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutive meetings (in number of days)
12-11-2019	07-02-2020	Yes	11	5	44
27-12-2019					

\*Details pertaining to attendance of Directors and Independent Directors are for current quarter meetings

### IV. Meeting of Committees

#### 1. Audit Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present	Number of Independent Directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
07-02-2020	Yes	4	3	12-11-2019	86

#### 2. Nomination & Remuneration Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present	Number of Independent Directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
07-02-2020	Yes	3	3	27-12-2019	41



### 3. Stakeholders Relationship Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present	Number of Independent Directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
--	--	--	--	12-11-2019	

### 4. Corporate Social Responsibility Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present	Number of Independent Directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
--	--	--	--	11-11-2019	--

### V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes



## **VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & Remuneration Committee
  - c. Stakeholders Relationship Committee
  - d. Risk management Committee - Not applicable - (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. This report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the Board of Directors may be mentioned here: Not applicable

For 63 moons technologies limited

Sd/-

Hariraj Chouhan  
Sr. VP & Company Secretary



ANNEXURE II

**Format to be submitted by listed entity at the end of the financial year [2019-2020] (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)<sup>refer note below</sup></b>	<b>If Yes provide link to website. If No/NA provide reasons</b>
<b>As per regulation 46(2) of the LODR:</b>		
a) Details of business	Yes	<a href="http://www.63moons.com">www.63moons.com</a>
b) Terms and conditions of appointment of independent directors	Yes	<a href="http://www.63moons.com">www.63moons.com</a>
c) Composition of various committees of board of directors	Yes	<a href="http://www.63moons.com">www.63moons.com</a>
d) Code of conduct of board of directors and senior management personnel	Yes	<a href="http://www.63moons.com">www.63moons.com</a>
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="http://www.63moons.com">www.63moons.com</a>
f) Criteria of making payments to non-executive directors	NA	
g) Policy on dealing with related party transactions	Yes	<a href="http://www.63moons.com">www.63moons.com</a>
h) Policy for determining 'material' subsidiaries	Yes	<a href="http://www.63moons.com">www.63moons.com</a>
i) Details of familiarization programmes imparted to independent directors	Yes	<a href="http://www.63moons.com">www.63moons.com</a>
j) Email address for grievance redressal and other relevant details	Yes	<a href="http://www.63moons.com">www.63moons.com</a>
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="http://www.63moons.com">www.63moons.com</a>
l) Financial results	Yes	<a href="http://www.63moons.com">www.63moons.com</a>
m) Shareholding pattern	Yes	<a href="http://www.63moons.com">www.63moons.com</a>
n) Details of agreements entered into with the media companies and/or their associates	NA	
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	
p) New name and the old name of the listed entity	NA	<a href="http://www.63moons.com">www.63moons.com</a>
q) Advertisements as per regulation 47(1)	Yes	<a href="http://www.63moons.com">www.63moons.com</a>





r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	<a href="http://www.63moons.com">www.63moons.com</a>
<b>As per other regulations of the LODR:</b>		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="http://www.63moons.com">www.63moons.com</a>
b) Materiality Policy as per Regulation 30	Yes	<a href="http://www.63moons.com">www.63moons.com</a>
c) Dividend Distribution policy as per Regulation 43A (as applicable)	NA	
It is certified that these contents on the website of the listed entity are correct.		



<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b> <small>refer note below</small>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Quorum of Board Meeting</i>	17(2A)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Recommendation of Board</i>	17(11)	Yes
<i>Maximum number of directorship</i>	17A	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of Nomination &amp; Remuneration Committee</i>	19(1) & (2)	Yes
<i>Quorum of Nomination &amp; Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of Nomination &amp; Remuneration Committee</i>	19(3A)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes



<i>Meeting of Stakeholder Relationship Committee</i>	20(3A)	Yes
<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3),(4)	NA
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes
<i>Alternate Director to Independent Director</i>	25(1)	Yes
<i>Maximum Tenure</i>	25(2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	No
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Declaration from Independent Directors</i>	25(8) & (9)	Yes
<i>Directors &amp; Officers Insurance</i>	25(10)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes



**Note**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2. If the Listed Entity would like to provide any other information the same may be indicated here.

(a) Criteria of making payments to non-executive directors: Not applicable as the same has been disclosed in the Annual Report.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For 63 moons technologies limited

Sd/-

Hariraj Chouhan  
Sr. VP & Company Secretary