



the new digital ecology

May 24, 2019

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,

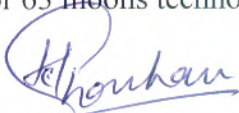
Sub: Annual Secretarial Compliance Report for the financial year ended 31st March, 2019.

In terms of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended 31st March, 2019.

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

(Formerly Financial Technologies (India) Ltd.)

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

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
31st March, 2019**

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 31st March, 2019 ("Review Period") in respect of 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

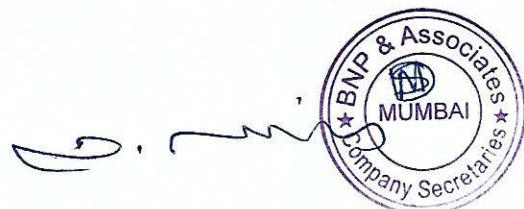
(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

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.	NSE and BSE	Notice is received from Stock Exchanges (BSE and NSE) in November 2018 for non-compliance of Regulation 18(1) (Composition of Audit Committee) of SEBI (LODR) Regulations, 2015 for quarter ended September 2018. Fine was levied on the company by the exchanges	The company replied to the Exchanges and after considering the representation received from the Company, both BSE and NSE withdrew their Notices vide letters dated February 20, 2019 and February 11, 2019 respectively and no fine was levied. The Company in its Board meeting held on November 26, 2018 reconstituted	--



			the Audit Committee to comply with the guidance note issued by the Exchanges with respect to SEBI circular dated May 03, 2018, which provides for rounding off the fraction to the highest number while determining the compliance.
2.	NSE	Notice received from NSE dated January 14, 2019 for non-compliance of Regulation 18(1) (Composition of Audit Committee) of SEBI LODR Regulation, 2015 for quarter ended December 2018. No fine was levied by NSE on the company	<p>The company replied to NSE on January 15, 2019.</p> <p>Though the company was in compliance with the provisions of regulation 18(1) of SEBI (LODR) Regulation, 2015 i.e. having two third of the members of the Audit Committee as Independent Directors, the Board at its meeting held on November 26, 2018 reconstituted the Audit Committee to comply with the guidance note issued by the Exchanges with respect to SEBI circular dated May 03, 2018, which provides for rounding off the fraction to the highest number while determining the compliance.</p> <p>In view of explanation given under Sr.No. 1 above, the Company presumes that the matter stands closed.</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 Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	NA			

Date: May 24, 2019
Place: Mumbai



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

B. Narasimhan
Partner
FCS No:1303 COP No:10440
PR No:544/2017