

ZEAL AQUA LIMITED
CIN No: L05004GJ2009PLC056270



Date: 30/05/2023

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

Scrip ID/ Code : ZEAL/539963
Subject : Annual Secretarial Compliance Report for the Financial Year ended March 31st, 2023
Reference No : Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMDI/27/2019 dated February 8, 2019

Dear Sir/Madam,

As per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMD 1/27/2019 dated February 8, 2019; please find attached the Annual Secretarial Compliance Report of Zeal Aqua Limited ("the Company") for the Financial Year ended March 31, 2023, issued by Mr. Ranjit Binod Kejriwal, Practicing Company Secretary, Secretarial Auditor of the Company.

Request you to please take the same on your records.

Thanking You,
Yours Faithfully,

For Zeal Aqua Limited

Rohan Pradipkumar Navik
Wholetime Director
DIN: 02531248

Place: Surat

Regd. Office: Block No. 347, Vill. Orma, Ta: Olpad, Surat, Gujarat 394540 India **Tel.:** +91 -2621-220047,
Email: zealaqua@gmail.com, **Website:** www.zealaqua.com



Secretarial compliance report of M/s Zeal Aqua Limited
For the year ended 31.03.2023

To,
The Board of Directors
ZEAL AQUA LIMITED
(CIN: L05004GJ2009PLC056270)
Block No. 347 Vill. Orma, Ta: Olpad
Surat 394540, Gujarat

Auditor's Responsibility:

Our responsibility is to express an opinion on compliance of these acts, rules, regulations and circulars and maintenance of records based on our audit. We conducted our audit in accordance with the Secretarial Auditing Standards issued by the Institute of Company Secretaries of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about compliance of acts, rules, regulations and circulars and maintenance of records.

We further state that due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some material misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with standards.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

I, CS Ranjit Binod Kejriwal have examined the records of M/s Zeal Aqua Limited ("the Company") which comprises:

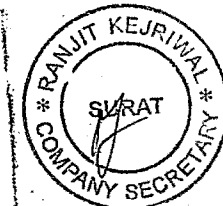
- All the documents and records made available to us and explanation provided by the Company
- The filings/ submissions made by the listed entity to the stock exchanges,
- Website of the listed entity,
- Any other document/filing, as maybe relevant, which has been relied upon to make this certification.

For the financial year ended 31.03.2023 ("Review Period") in respect of compliance with the provisions of:

- The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, Guidelines issued thereunder; and
- 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:-

- SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2018;the regulation is not applicable during the Financial Year 2022-2023
- SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; the regulation is not applicable during the Financial Year 2022-2023
- SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;the regulation is not applicable during the Financial Year 2022-2023

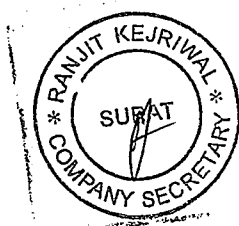


- (f) SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **the regulation is not applicable during the Financial Year 2022-2023**
- (g) SEBI (Prohibition of Insider Trading) Regulations, 2015 and circulars/guidelines issued thereunder;

And based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic,

I/We hereby 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 Standard</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), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulation are adopted with the approval of board of director of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulation/circulars/guidelines issued by SEBI 	Yes	
3.	<u>Maintenance and disclosures on Website:</u> <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 to the relevant document(s)/section of the website 	Yes	
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act,2013	Yes	
5.	<u>To examine details related to Subsidiaries of listed entities:</u> (a)Identification of material subsidiary companies (b)Requirements with respect to disclosure of material as well as other subsidiaries	Not Applicable	The company does not have any subsidiary.
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaing records as prescribed under SEBI Regulation and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations,2015	Yes	
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the	Yes	



	Board, Independent Director and the Committees at the start of every financial year as prescribed in SEBI Regulations		
8.	<u>Related Party Transactions:</u> (a)The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b)In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transaction were subsequently approved /ratified / rejected by the Audit committee.	Yes Not Applicable	All related party transaction were done with prior approval of audit committee.
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 there under.	Yes	
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of insider trading)Regulation,2015	Yes	During the period under review, the company had installed new software and had transferred all the old entries to new software. On the basis of quarterly compliance certificate issued by the Company Secretary all the entries are updated in the software.
11.	<u>Actions taken by SEBI or Stock Exchange(s).if any:</u> No Action 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 Regulation and circulars/guidelines issued thereunder	Yes	
12.	<u>Additional Non-compliances. if any:</u> No any additional non-compliance observed for all SEBI regulation /circular/guidance note etc.	Yes	There are no additional non compliances except those which are mentioned below in the table.

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

I hereby report that, during the Review Period:

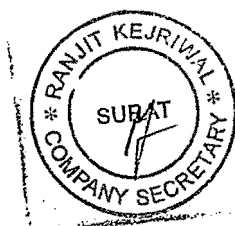
(a) The listed entity has complied with the provisions of the above Regulations and circulars /guidelines issued thereunder, except in respect of matters specified below:-



Sr. No	Compliance Requirement (Regulations/circular/guidelines Including specific clause	Regulations/ Circular No.	Deviations	Action Taken by	Type of Action*	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CM D1/27/2019 dated February 8, 2019	Regulation 24A of SEBI (LODR) Regulations, 2015	Company has filed revised Annual Secretarial Compliance Report for the Financial Year 2021-2022 after due date i.e.: 01/06/2022	-	-	UDIN in the Annual Secretarial Compliance Report for the Financial Year 2021-2022 was erroneously left out to be mentioned	-	The company filed Annual Secretarial Compliance Report for the year 2021-22 on 30.05.2022 without mentioned UDIN and filed revised report after due date on 01/06/2022	Company has filed revised Annual Compliance Secretarial Compliance Report after mentioning UDIN	

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

Sr. No	Compliance Requirement (Regulations/circular/guidelines Including specific clause	Regulations/ Circular No.	Deviations	Action Taken by	Type of Action*	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	SEBI Circular No. SEBI/HO/DD HS/CIR/P/2018/144 dated November 26, 2018 regarding fund raising by issuance of Debt	SEBI Circular No. SEBI/HO/DDH S/CIR/P/2018/144 dated November 26,	Error occurred in the amount of the company's outstanding borrowings	-	-	Error occurred in the amount of the company's outstanding borrowings	-	The company has submitted a revised Initial disclosure by correcting the typographical error in the amount of borrowings.	The company has submitted a revised Initial disclosure by correcting the typographical	

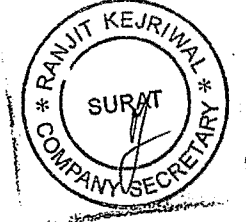


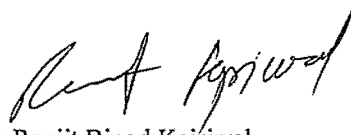
Securities by Large Entities.	2018								cal error in the amount of borrowings
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*Advisory/Clarification/Fine/Show Cause Notice /Warning, etc.

(c) During the year under review no appointment/ re-appointment/ resignation of statutory auditor of the Company had occurred. The Company has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

Date: 29/05/2023
Place: Surat



Signature: 
 Name of PCS: Ranjit Binod Kejriwal
 FCS No.: 6116
 C P No.: 5985
 UDIN:F006116E000414801
 PR: 12004GJ424500

This report is to be read with our letter dated 29th May, 2023 which is annexed and forms an integral part of this report.



RANJIT KEJRIWAL

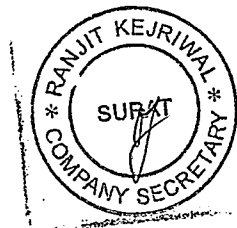
Company Secretaries & Registered Valuer (SFA)

To,
The Board of Directors
ZEAL AQUA LIMITED
(CIN: L05004GJ2009PLC056270)
Block No. 347 Vill. Orma, Ta: Olpad
Surat 394540, Gujarat

Our report dated 29/05/2023 is to be read along with this letter:

1. Compliance with the provisions of SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 and the SEBI regulations and Circulars is the responsibility of the management of the Company. My responsibility is to express an opinion on these compliances based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the compliance of SEBI LODR, SEBI regulations and SEBI Circulars. The verification was done on test basis to ensure that correct facts are reflected in the compliance records. I believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of SEBI LODR and other SEBI regulations on test basis.
6. The Annual Secretarial Compliance Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 29/05/2023
Place: Surat



Signature:

Name of PCS: Ranjit Binod Kejriwal
FCS No.: 6116
C P No.: 5985
UDIN:F006116E000414801
PR: 12004GJ424500

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