

<b>General information about company</b>	
Scrip Code*	539963
NSE Symbol*	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE819S01025
Name of the listed entity	ZEAL AQUA LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Date of Reporting to Exchange	26-06-2023
Whether any observations reported by the Secretarial Auditor	Yes
The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.	Yes
In previous, Any actions taken against the listed entity/its promoters/directors/its material subsidiaries either by SEBI or by stock exchanges (including under the Standard operating procedures issued by SEBI through various circulars).	No
Is there any observation made in the previous report	Yes
Name of the Certifying Firm	RANJIT BINOD KEJRIWAL
Name of the practicing Company Secretary issuing the report	RANJIT BINOD KEJRIWAL
Membership Type	FCS
ACS/FCS No.	6116
UDIN	F006116E000414801
CP No.	5985
Place of PCS	SURAT
PCS Report Date	29-05-2023

<b>Regulations</b>			
Sr No	Regulation	Applicability during the period under review (Yes/No)	Any Observation (Yes/No)
1	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Yes	Yes
2	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018	No	No
3	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	Yes	No
4	Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018	No	No
5	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014	No	No
6	Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008	No	No
7	Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013	No	No
8	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015	Yes	No

Current Report													
Sr No	Compliance requirement (regulations/circulars/guidelines including specific clauses)	Regulation Name/ SEBI Circular number	Regulation Number/ circular dated	Deviations	Action taken by	Name of Other Regulatory Body	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/ Warning, etc.)	Details of other action taken	Details of violation	Fine Amount	Observations/remarks of the practising Company Secretary, if any	Management Response	Remarks
1	Regulation 24A SEBI (Listing Obligation and Disclosure Requirements) Reg 2015 and SEBI Circular No. CIR/CFD/CM D1/27/2019 dated February 8, 2019	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 24A SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015	Company has filed revised Annual Secretarial Compliance Report for the F.Y. 2021-2022 after due date i.e. 01/06/2022	Other Regulatory Body	No Regulatory body has taken action	Other	NA	UDIN in the Annual Secretarial Compliance Report for the F.Y. 2021-22 was erroneously left out to be mentioned		The company filed Annual Secretarial Compliance Report for the F.Y. 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 Report after mentioning UDIN	

**Previous Report**

Sr No	Compliance requirement (regulations/circulars/ guidelines including specific clauses)	Regulation Name/ SEBI Circular number*	Regulation Number/ circular dated	Deviations	Actions taken by	Name of Other Regulatory Body	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/ Warning, etc.)	Details of other action taken	Details of violation	Fine Amount
1	SEBI Circular No. SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018 regarding fund raising by issuance of Debt Securities by Large Entities.	SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018	SEBI Circular No. SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018 regarding fund raising by issuance of Debt Securities by Large Entities.	Error occurred in the amount of the company's outstanding borrowing	Other Regulatory Body	No Regulatory body has taken action	Other	NA	Error occurred in the amount of the company's outstanding borrowing	

<b>Affirmation</b>			
Sr No	Regulation	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1	Secretarial Standards: 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	
2	<b>Adoption and timely updation of the Policies</b>		
(a)	All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities	Yes	
(b)	All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes	
3	<b>Maintenance and disclosures on Website</b>		
(a)	The Listed entity is maintaining a functional website	Yes	
(b)	Timely dissemination of the documents/ information under a separate section on the website	Yes	
(c)	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	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
5	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA	The company does not have any subsidiary.
6	Preservation of Documents: 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	Yes	
7	Performance Evaluation: 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	Yes	
8	<b>Related Party Transactions</b>		
(a)	The listed entity has obtained prior approval of Audit Committee for all Related party transactions	Yes	
(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	NA	All related party transaction were done with prior approval of audit committee.
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 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	Actions taken by SEBI or Stock Exchange(s), if any: No Actions 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	Yes	

