

**ZEAL AQUA LIMITED**  
**L05004GJ2009PLC056270**



Date: 30/05/2019

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

**Sub: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2019**

***Ref.: SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019***

Script ID/ Code : **ZEAL/ 539963**

Dear Sir/Madam,

In compliance with SEBI Circular No. CIR/CFD/CMD1/27/2019 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, 2019, issued by Mr. Ranjit 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



**Javanika N. Gandharva**  
**Company Secretary & Compliance Officer**

Place: Surat



Date :

**Secretarial compliance report of M/s ZEAL AQUA LIMITED**  
**For the year ended 31.03.2019**

The Board of Directors  
ZEAL AQUA LIMITED  
AT OLPAD, GIDC PL NO. 4, 5,  
TA OLPAD, SURAT-394540

**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 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.

An audit 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 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 fillings/ submissions made by the listed entity to the stock exchanges,
- Website of the listed entity,
- Any other document/filling, as maybe relevant, which has been relied upon to make this certification.

For the year ended **31.03.2019** ("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;
- SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **the regulation is not applicable during the Financial Year 2018-19**
- (e) SEBI (Share Based Employee Benefits) Regulations, 2014; **the regulation is not applicable during the Financial Year 2018-19**
- (f) SEBI (Issue and Listing of Debt Securities) Regulations, 2008; **the regulation is not applicable during the Financial Year 2018-19**
- (g) SEBI (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013; **the regulation is not applicable during the Financial Year 2018-19**
- (h) SEBI (Prohibition of Insider Trading) Regulations, 2015  
and circulars/guidelines issued thereunder;

And based on the above examination, I /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
1.	30 (6) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with schedule III	Outcome of Board meeting for Financial result 30.05.2018 was Intimated after 30 Minutes	Board meeting was held on 30.05.2018 for approving Financial Result for the year ended on 31.03.2018 Close on 06.15PM and out come was filed on 06.54 PM
2.	33(3)(a) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Format of half yearly results for period ended 30.09.2018 was not matching with prescribed rules and regulations.	Updated result in required format was filed on 17.11.2018. And the deviation was complied.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circular/guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/its promoter/directors/material subsidiaries either by SEBI or by stock exchange (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 E.g. fines, warning letter, debarment, etc.	Observations/Remarks of the Practicing Company Secretary, if any.
NIL	NIL	NIL	NIL	NIL

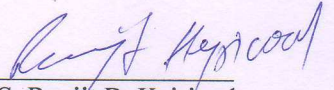


(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2019	Action taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NIL	NIL	NIL	NIL	NIL

Place: Surat  
Date: 30.05.2019



Signature:   
Name of PCS: Ranjit B. Kejriwal  
FCS No.: 6116  
C P No.: 5985