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General information about company

Scrip code	543985
NSE Symbol	ZAGGLE
MSEI Symbol	NOTLISTED
ISIN	INE07K301024
Name of the entity	ZAGGLE PREPAID OCEAN SERVICES LIMITED
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Enter the quarter
ended date only

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Annexure 1

Annexure 1 to be submitted by listed entity on quarterly basis

1. Composition of Board of Directors

Disclosure of roles on composition of board of directors (applicable)		Not Applicable																								
Whether the listed entity has a Regular Chairperson				Yes																						
Whether Chairperson is related to MD or CEO				No																						
				Disqualification of Directors under section 166 of the Companies Act, 2013																						
Sr	Title (Mr / Ms)	Name of the Director	PAN	DOB	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Refer Reg. 173A of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including the listed entity (Refer Regulation 173A of Listing Regulations)	No of independent Directorship in listed entities	Number of memberships in Audit Committee/ Shareholder Grievance Redressal Committee/ Stakeholder Grievance Redressal Committee (including the listed entity) (Refer Regulation 362) of Listing Regulations)	No of post of Chairperson in Audit Committee/ Stakeholder Grievance Redressal Committee (including the listed entity) (Refer Regulation 362) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Raj P. Bakergupta	ACW764426	20/10/2022	Executive Director	Chairman		31-08-1970	No				Active	NA		30-08-2022		01-06-2021		1	0	1	0			
2	Mr	Arunach Ramnath Gundiminti	AEF520461	05/02/79	Executive Director	Non-Executive	CEO-ADP	14-06-1978	No				Active	NA		07-05-2022		07-05-2021		1	0	1	0			
3	Mr	Arav Vaidyanath Gupta	AKG734728	05/11/24	Non-Executive-Independent	Non-Executive		26-06-1973	No				Active	NA		26-09-2022		26-09-2022		1	0	1	0			
4	Mr	Arjun Dhanraj Kumar	AKG516126	26/07/24	Non-Executive-Independent	Non-Executive		14-08-1975	No				Active	NA		26-09-2022		26-09-2022	18-09	1	0	1	0			
5	Mr	Arjunashankar Krishna Kumar	AKG594224	09/01/79	Non-Executive-Independent	Non-Executive		24-11-1982	No				Active	NA		26-09-2022		26-09-2022	18-09	1	0	1	0			
6	Ms	Prerna Tandon	AAE773638	29/02/2022	Non-Executive-Independent	Non-Executive		21-02-1995	No				Active	NA		26-09-2022		26-09-2022	18-09	1	0	1	0			

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Add Notes

For the quarter kindly note the following points:
 1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filed for every Committee.
 2. Date of Appointment can be till the 15th September 30, 2022.
 3. Date of Cessation must be for the current quarter only, i.e. July 1,2022 to September 30,2022

Note: Please enter DIN after entering DIN. Name of Committee members and Category 1 of Directors shall be populated automatically.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson							
Yes							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00427314	Abhay Deshpande Rameshbabu	Non-Executive, Independent Director	Chairperson	29-09-2022		
2	00871792	Arunachal Krishna Kumar	Non-Executive, Independent Director	Member	29-09-2022		
3	00410032	Raj P Narayanan	Executive Director	Member	29-09-2022		
4							
5							
6							
7							
8							
9							
10							

Note: Please enter DIN after entering DIN. Name of Committee members and Category 1 of Directors shall be populated automatically.

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson							
Yes							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00871792	Arunachal Krishna Kumar	Non-Executive, Independent Director	Chairperson	29-09-2022		
2	00427314	Abhay Deshpande Rameshbabu	Non-Executive, Independent Director	Member	29-09-2022		
3	00131229	Arun Vijaykumar Gupta	Non-Executive, Non Independent Director	Member	29-09-2022		
4							
5							
6							
7							
8							
9							
10							

Note: Please enter DIN after entering DIN. Name of Committee members and Category 1 of Directors shall be populated automatically.

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson							
Yes							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00131228	Arun Vijaykumar Gupta	Non-Executive, Non Independent Director	Chairperson	29-09-2022		
2	00602432	Prerna Tandon	Non-Executive, Independent Director	Member	29-09-2022		
3	00250791	Arunachal Krishna Kumar	Executive Director	Member	29-09-2022		
4							
5							
6							
7							
8							
9							
10							

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson							
Yes							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00410032	Raj P Narayanan	Executive Director	Chairperson	19-11-2022		
2	00427314	Abhay Deshpande Rameshbabu	Non-Executive, Independent Director	Member	19-11-2022		
3	00250791	Arunachal Krishna Kumar	Executive Director	Member	19-11-2022		
4							
5							
6							
7							
8							
9							
10							

Note: Please enter DIN after entering DIN. Name of Committee members and Category 1 of Directors shall be populated automatically.

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Yes							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00410032	Raj P Narayanan	Executive Director	Chairperson	29-09-2022		
2	00427314	Abhay Deshpande Rameshbabu	Non-Executive, Independent Director	Member	29-09-2022		
3	00250791	Arunachal Krishna Kumar	Executive Director	Member	29-09-2022		
4							
5							
6							
7							
8							
9							
10							

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						

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Disclosure of notes on meeting of board of directors explanatory

[Add Notes](#)

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
	Add Delete						
1	11-10-2023			Yes	6	4	2
2	07-11-2023	26		Yes	6	6	3
3	06-02-2024	90		Yes	6	6	3
4	27-03-2024	49		Yes	6	6	3

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* to be filled in only for the current quarter meetings

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Add Notes										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
Add Delete										
1	Audit Committee	11-10-2023				Yes	3	3	2	0
2	Audit Committee	07-11-2023	26			Yes	3	3	2	0
3	Audit Committee	06-02-2024	90			Yes	3	3	2	0
4	Audit Committee	27-03-2024	49			Yes	3	3	2	0
5	Nomination and remuneration committee	07-11-2023				Yes	3	3	2	0
6	Nomination and remuneration committee	06-02-2024	90			Yes	3	3	2	0
7	Nomination and remuneration committee	27-03-2024	49			Yes	3	3	2	0
8	Corporate Social Responsibility Committee	07-11-2023				Yes	3	3	1	0
9	Risk Management Committee	06-02-2024	90			Yes	3	3	1	0

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* to be filled in only for the current quarter meetings

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Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Other details of cyber security incidence or breaches or loss of data event		Add Notes
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

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Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

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Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes

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Sr	Subject	Compliance status
1	Name of signatory	Hari Priya
2	Designation	Company Secretary and Compliance Officer

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Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.zaggle.in
2	Terms and conditions of appointment of independent directors	Yes		www.zaggle.in
3	Composition of various committees of board of directors	Yes		www.zaggle.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.zaggle.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.zaggle.in
6	Criteria of making payments to non-executive directors	Yes		www.zaggle.in
7	Policy on dealing with related party transactions	Yes		www.zaggle.in
8	Policy for determining 'material' subsidiaries	Yes		www.zaggle.in
9	Details of familiarization programmes imparted to independent directors	Yes		www.zaggle.in
10	Email address for grievance redressal and other relevant details	Yes		www.zaggle.in
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.zaggle.in
12	Financial results	Yes		www.zaggle.in
13	Shareholding pattern	Yes		www.zaggle.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	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	Yes		www.zaggle.in
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		www.zaggle.in
16	New name and the old name of the listed entity	Yes		www.zaggle.in
17	Advertisements as per regulation 47 (1)	Yes		www.zaggle.in
18	Credit rating or revision in credit rating obtained	Yes		www.zaggle.in
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Secretarial Compliance Report	Yes		www.zaggle.in
21	Materiality Policy as per Regulation 30 (4)	Yes		www.zaggle.in
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		www.zaggle.in
23	Disclosures under regulation 30(8)	Yes		www.zaggle.in
24	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes		www.zaggle.in
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		www.zaggle.in
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		www.zaggle.in
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		www.zaggle.in
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		www.zaggle.in
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		Add Notes	

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Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes	
Any other information to be provided			Add Notes	

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Annexure II

1	Name of signatory	Hari priya
2	Designation	Company Secretary and Compliance Officer

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Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
Any other information to be provided		Add Notes

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Annexure II

1	Name of signatory	Hari priya
2	Designation	Company Secretary and Compliance Officer

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Additional Half yearly Disclosure			
Applicability of disclosure	Not Applicable		
Reason for Non Applicability	Add Notes		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below		The Figure should be mentioned in Actual INR only	
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(D) Additional Information			Add Notes
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to			Add Notes
Name			
Designation			
Place			
Date			

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Signatory Details

Name of signatory	Hari Priya
Designation of person	Company Secretary and Compliance Officer
Place	Hyderabad
Date	19-04-2024

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