

Integrated Governance

ZAGGLE PREPAID OCEAN SERVICES LIMITED

General information about company

Scrip code	543985	
NSE Symbol	ZAGGLE	
MSEI Symbol	NOTLISTED	
ISIN	INE07K301024	
Date of start of financial year	01-04-2024	
Date of end of financial year	31-03-2025	
Reporting Quarter Type	Yearly	
Date of Quarter Ending	31-03-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	true	
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	true	
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	true	
Risk management committee	true	
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities	
Is SCORE ID Available ?	true	
SCORE Registration ID	comz00845	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		

Annexure I

Annexure I to be submitted by listed entity on quarterly basis																	
I. Composition of Board of Directors																	
Disclosure of notes on composition of board of directors explanatory																	
Whether the listed entity has a Regular Chairperson						true											
Whether Chairperson is related to MD or CEO						false	Disqualification of Directors under section 164 of the Companies Act, 2013										
Sr no.	Title(Mr/Ms)	Name of the Director	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) 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 this listed entity(Refer Regulation 17A of Listing Regulations)
1	Mr	Raj P Narayanam	Executive Director	Chairperson		false				Active	NA		30-04-2012	01-06-2023			1
2	Mr	Avinash Ramesh Godkhindi	Executive Director	Not Applicable	CEO-MD	false				Active	NA		07-05-2012	07-05-2024			1
3	Mr	Arun Vijaykumar Gupta	Non-Executive - Independent Director	Not Applicable		false				Active	No		04-10-2024	04-10-2024		5.28	2
4	Mr	Abhay Deshpande Raosaheb	Non-Executive - Independent Director	Not Applicable		false				Active	No		26-09-2022	26-09-2022		30.05	1
5	Mr	Aravamudan Krishna Kumar	Non-Executive - Independent Director	Not Applicable		false				Active	No		26-09-2022	26-09-2022		30.05	3
6	Mrs	Prerna Tandon	Non-Executive - Independent Director	Not Applicable		false				Active	No		26-09-2022	26-09-2022		30.05	1
7	Mr	Virat Sunil Diwanji	Non-Executive - Non Independent Director	Not Applicable		false				Active	No		04-10-2024				1

Annexure I

II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Abhay Deshpande Raosaheb	Non-Executive - Independent Director	Chairperson	29-09-2022		
2	Aravamudan Krishna Kumar	Non-Executive - Independent Director	Member	29-09-2022		
3	Raj P Narayanam	Executive Director	Member	29-09-2022		

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Aravamudan Krishna Kumar	Non-Executive - Independent Director	Chairperson	29-09-2022		
2	Abhay Deshpande Raosaheb	Non-Executive - Independent Director	Member	29-09-2022		
3	Arun Vijaykumar Gupta	Non-Executive - Independent Director	Member	29-09-2022		
4	Virat Sunil Diwanji	Non-Executive - Non Independent Director	Member	07-02-2025		

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Arun Vijaykumar Gupta	Non-Executive - Independent Director	Chairperson	29-09-2022		
2	Purna Tandon	Non-Executive - Independent Director	Member	29-09-2022		
3	Avinash Ramesh Godkhindi	Executive Director	Member	29-09-2022		

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Raj P Narayanam	Executive Director	Chairperson	19-11-2022		
2	Abhay Deshpande Raosaheb	Non-Executive - Independent Director	Member	19-11-2022		
3	Avinash Ramesh Godkhindi	Executive Director	Member	19-11-2022		

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Raj P Narayanam	Executive Director	Chairperson	29-09-2022		
2	Abhay Deshpande Raosaheb	Non-Executive - Independent Director	Member	29-09-2022		
3	Avinash Ramesh Godkhindi	Executive Director	Member	29-09-2022		

Annexure I

III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
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*
1	04-10-2024			true	6	6	3
2	30-10-2024	25		true	7	7	4
3	13-11-2024	13		true	7	7	4
4	07-02-2025	85		true	7	6	3
5	27-03-2025	47		true	7	6	3

Annexure I

IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
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)
1	Audit Committee	30-10-2024				true	3	3	2	0
2	Audit Committee	13-11-2024				true	3	3	2	0
3	Audit Committee	07-02-2025	85			true	3	3	2	0
4	Nomination and remuneration committee	04-10-2024				true	3	3	2	0
5	Nomination and remuneration committee	30-10-2024	25			true	3	3	3	0
6	Nomination and remuneration committee	04-02-2025	96			true	3	3	3	0
7	Risk Management Committee	07-02-2025	2			true	3	3	1	0
8	Corporate Social Responsibility Committee	07-02-2025				true	3	3	1	0

Annexure I

V. 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	true
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable 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.	true
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.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

Annexure I

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

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	false
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

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.zagggle.in
2	Terms and conditions of appointment of independent directors	Yes		www.zagggle.in
3	Composition of various committees of board of directors	Yes		www.zagggle.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.zagggle.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.zagggle.in
6	Criteria of making payments to non-executive directors	Yes		www.zagggle.in
7	Policy on dealing with related party transactions	Yes		www.zagggle.in
8	Policy for determining "material" subsidiaries	Yes		www.zagggle.in
9	Details of familiarization programmes imparted to independent directors	Yes		www.zagggle.in
10	Email address for grievance redressal and other relevant details	Yes		www.zagggle.in
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.zagggle.in
12	Financial results	Yes		www.zagggle.in
13	Shareholding pattern	Yes		www.zagggle.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		
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		www.zagggle.in
16	New name and the old name of the listed entity	Yes		www.zagggle.in
17	Advertisements as per regulation 47 (1)	Yes		www.zagggle.in
18	Credit rating or revision in credit rating obtained	Yes		www.zagggle.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.zagggle.in
21	Materiality Policy as per Regulation 30 (4)	Yes		www.zagggle.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.zagggle.in
23	Disclosures under regulation 30(8)	Yes		www.zagggle.in
24	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes		www.zagggle.in
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		www.zagggle.in
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		www.zagggle.in
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		www.zagggle.in
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		www.zagggle.in
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]			

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)	NA	
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)	Yes	
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)		
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)	NA	
Any other information to be provided				

Annexure II

1	Name of signatory	HARI PRIYA
2	Designation	Company Secretary and Compliance Officer

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		

Annexure II

1	Name of signatory	HARI PRIYA
2	Designation	Company Secretary and Compliance Officer

Signatory Details

Name of signatory	HARI PRIYA
Designation of person	Company Secretary and Compliance Officer
Place	HYDERABAD
Date	30-04-2025

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies					Textual Information(1)
Sr.No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
1	MOBILEWARE TECHNOLOGIES PRIVATE LIMITED	25-03-2025	0.00	38.34	38.34

Text Block

Textual Information(1)	38.34% is post issue and fully diluted basis.
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Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr.No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	Joint Commissioner, Rangareddy, Telangana	The Company has received the summary of order dated February 3, 2025 in relation to the assessment proceedings conducted for the financial year 2017-18: a. Order imposing a penalty under CGST Act, 2017 amounting to Rs 42,30,635/- and b. Order imposing a penalty under SGST Act, 2017 amounting to Rs. 42,30,635/-	03-02-2025	Assessment proceedings conducted for claiming of excess Input Tax Credit for the financial year 2017-18	The Company does not reasonably expect the said Orders to have any material financial impact on the Company.
2	Additional Commissioner, Rangareddy, Telangana	The Company has received the summary of order dated February 25, 2025 imposing a penalty amounting to Rs 2,59,32,290/- under IGST Act, 2017 in relation to the assessment proceedings conducted for the financial year 2017-18	25-02-2025	Assessment proceedings conducted for overriding commission for the financial year 2017-18	The Company does not reasonably expect the said Orders to have any material financial impact on the Company.

Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr.No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	Commissioner of Central Tax, Directorate General of GST Intelligence - Hyderabad Zonal Unit	13-11-2019	The Company has filed an appeal against the demand notice before the Honorable Customs, Excise and Service tax Appellate Tribunal (CESTAT).	The Company has filed an appeal against the demand notice before the Honorable Customs, Excise and Service tax Appellate Tribunal (CESTAT).
2	Income Tax Department, Ministry of Finance, Government of India	29-03-2024	The Company has filed an appeal against the demand notice before the Honorable Commissioner of Income Tax (Appeal).	The Company has filed an appeal against the demand notice before the Honorable Commissioner of Income Tax (Appeal).
3	Joint Commissioner of CGST & Central Excise, Thane, Maharashtra	03-02-2025	The Company has received the summary of order dated February 3, 2025 from the Joint Commissioner, Rangareddy, Telangana in relation to the assessment proceedings conducted for the financial year 2017-18: a. Order imposing a penalty under CGST Act, 2017 amounting to Rs 42,30,635/- and b. Order imposing a penalty under SGST Act, 2017 amounting to Rs. 42,30,635/- Based on the Company's assessment, appeals will be filed and the Company is hopeful of a favorable outcome at an appellate level and does not reasonably expect the said Orders to have any material financial impact on the Company.	The Company has filed an appeal against the demand notice before the Commissioner (Appeals), Mumbai.
4	Additional Commissioner of CGST & Central Excise, Palghar, Bandra (E), Maharashtra	25-02-2025	The matter is currently pending.	The Company has received the summary of order dated February 25, 2025 imposing a penalty amounting to Rs 2,59,32,290/- under IGST Act, 2017 from Additional Commissioner, Rangareddy, Telangana in relation to the assessment proceedings conducted for the financial year 2017-18. The Company has filed an appeal against the demand notice before the Commissioner (Appeals-III), Mumbai.