



Notice of 8th Annual General Meeting

Notice is hereby given that the 8th Annual General Meeting of the Members of **ZEAL AQUA LIMITED** will be held on Monday, the **26th September, 2016 at 11.30 A.M.** at the Registered Office of the Company at Plot No 4-5 GIDC, Olpad, Dist. Surat-394540 to transact the following businesses:

ORDINARY RESOLUTION :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and Profit & Loss Account for the year ended on that date together with the report of the Board of Directors & Auditors' thereon.

"RESOLVED THAT the Balance Sheet and Profit and loss account for the year ended 31st March, 2016 along with the Director's Report, be and are hereby considered, Adopt and Approved"

2. To appoint a Director in place of Mr. Pradeep Ratilal Navik, (DIN: 01067716) an Executive Director, liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible seeks re-appointment in the Company.

"RESOLVED THAT pursuant to Sub-Section 6 of Section 152 of the Companies Act, 2013 and other relevant Sections of the said Act, if any, Mr. Pradeep Ratilal Navik (DIN: 01067716) an Executive Director, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

3. To ratify the appointment of Auditors and Authorize the Board of Directors to fix their remuneration.

"RESOLVED THAT pursuant to the provisions of Section 139 & 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under; M/s PARY & Co., having firm registration no. 007288C, Chartered Accountants who were appointed in the AGM held on 30.09.2014, as the Statutory Auditors of the company for a period of 5 years subject to annual ratification; be and are hereby ratified for the financial year 2016-17 at such remuneration as may be determined by the Board of Directors of company."

4. Any other Business with the permission of chair.

Date: 30/08/2016
Place: SURAT



For and on behalf of Board of Director
ZEAL AQUA LIMITED

Javanika N. Gandharva
Company Secretary



Notes

1. A member entitled to attend and vote at the annual general meeting (the “meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the company. The instrument appointing the proxy should, however be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.
2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e- voting are given in the notice under Note No. 21. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The instrument appointing the proxy, duly completed, must be deposited at the company’s registered office not less than 48 hours before the commencement of the meeting (on or before September 24, 2016, 11:30A.M. IST). A proxy form for the AGM is enclosed.
5. Relevant documents referred to in the above Notice are open for inspection at the Registered Office of the Company during the business hours on any working day (except Sunday and holidays) between 10.00 a.m. and 4.00 p.m. up to the date of the Annual General Meeting.
6. Members/Proxy holders/ Authorized representatives are requested to bring their copy of Annual Report and Attendance slip sent herewith, duly filled-in for attending the Annual General Meeting.
7. Members are requested to quote Folio number in all their correspondences.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. The Register of Contracts & arrangements in which director are interested, maintained under section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
10. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 20th September, 2016 till Sunday, 25th September, 2016 (both days inclusive).
11. The Shareholders are requested to direct change of address notifications and updates details to their respective Depository Participant(s).
12. Equity Shares of the Company are under compulsory demat trading by all Investor.
13. Pursuant to Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by Companies (Management and Administration) Amendment, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by CDSL. The facility available for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise the right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e- voting are annexed to the Notice.
14. The Annual Report 2015-16, the Notice of the 8th AGM and instructions for e-voting along with the Attendance Slip and Proxy form, are being sent by electronic mode to all the members whose email addresses are registered with the Company/ Depository Participant(s) , unless a member has requested for a physical copy of documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
15. Members may also note that the Notice of the 8th AGM and the Annual Report 2015-16 will be available on Company’s Website www.zealaqua.com.
16. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, in respect of the directors seeking appointment at the AGM, is furnished as annexure to the Notice.



17. The directors have furnished consent/ declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules there under.
18. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity capital of the Company as on September 20, 2016.
19. The voting period starts on Friday, 23rd September, 2016 on open of working hours (i.e 9:30 a.m) and ends on Sunday, 25th September, 2016 on close of working hours (i. e 6:00 p.m).
20. The e-voting Event Number, User ID and password along with the detailed instructions for e-voting are provided in the notice of e- voting, being sent along with the notice of AGM.
21. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication from the company electronically and quicker response to their Queries to RTA or company.
22. The Shareholder needs to furnish the printed Attendance slip along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license to enter the AGM hall.

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS

In compliance with section 108 of the Companies Act 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 substituted by Companies (Management and Administration) Amendment, 2015 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e- voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 8th Annual General Meeting to be held on Monday, the 26th day of September 2016 at 11.30 AM IST. The Company has engaged the services of CDSL as the authorized agency to provide the e-voting facility. The Notice is displayed on the Company's website, www.zealaqua.com. as per instructions below.

In order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in respect of the resolution as set out in this Notice, a postal ballot Form is annexed. A member desiring to exercise vote by postal ballot shall complete the enclosed Ballot Form with assent (for) or dissent (against) and send it to Shri Ranjit Kejriwal FCS, Company Secretary, 1, Aastha, 2/906, Hira Modi Sheri, Opp. Gujarat Samachar Press, Sagrapura, Ring Road, Surat – 395002 so as to reach him on or before 25th September, 2016 at 18.00 hours. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received. Kindly note that members can opt for only one mode of voting i.e. either by postal ballot or through e-voting. If members are opting for e-voting then do not vote by postal ballot or vice versa.

However, in case of Members casting their vote both by postal ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.

Instructions to Members for e-voting are as under:

Date and time of commencement of voting through electronic means: Friday, 23rd September, 2016 at 9.30 hours.

Date and time of end of voting through electronic means beyond which voting will not be allowed: Sunday, 25th September, 2016 at 18.00 hours

Details of Website: www.evotingindia.com.

Details of persons to be contacted for issues relating to e-voting:

**Ranjit Kejriwal,
Practicing Company Secretary**

1, Aastha, 2/906, Hira Modi Sheri,

Opp. Gujarat Samachar Press,

Sagrapura, Ring Road, Surat – 395002

Email ; rbksurat@gmail.com

Ph: +91-261-2331123



The e-voting module shall be disabled for voting on **25th September, 2016 at 18.00 hours**. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The voting right of shareholders shall be in proportion to their share in the paid up equity share capital of the company as on **20th September, 2016**. (cut-off date).

Shri Ranjit Kejriwal, FCS, Practising Company Secretary has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairperson of the Company. The results shall be declared at / after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website within two (2) days of conclusion of the AGM of the Company and communicated to the Stock Exchange.

In case of members receiving e-mail:

- i. Log on to the e-voting website: www.evotingindia.com.
- ii. Click on "Shareholders" tab
- iii. Now, select, "ZEAL AQUA LIMITED" from the drop down menu and click on "SUBMIT"
- iv. Now Enter your User ID (For CDSL: 16 digits beneficiary ID; For NSDL: 8 Characters DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Image Verification Code as displayed and Click on Login).
- v. If you are holding shares in Demat form and had logged on to www.evotingindia.co.in and casted your vote earlier for any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:
- vii.

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company /Depository participant are requested to use the sequence number provided at the attendance slip enclosed herewith in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company's records for the said demat account or folio. If the details are not recorded with the depository or Company please enter the member ID/ folio number in the Dividend Bank details field.

- viii. Please enter the DOB or Dividend Bank Details in order to login.
- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then reach directly the "Zeal Aqua Limited" screens. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the relevant EVSN- Zeal Aqua Limited on which you choose to vote.
- xiii. In the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolutions and option NO implies that you dissent to the Resolution.
- xiv. Click on the "Resolutions File Link" if you wish to view the entire Resolution.
- xv. After selecting the resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed.
- xvi. If you wish to confirm your vote, click on "OK" else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xviii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xix. If Demat account holder has forgotten the changed password then Enter the User ID and Image verification Code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than individuals, HUF, NRI, etc) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.



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8th Annual General Meeting

Zeal Aqua Limited
Annual Report 2015-16

- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

Please follow all steps from Sl. No. i to Sl. No. xvi above to cast vote.

- The voting period begins on Friday, the 23rd September, 2016 at 09.30 hours and ends on Sunday, the 25th September, 2016 at 18.00 hours. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com
- In case of members desiring to exercise vote by Postal Ballot:

A member desiring to exercise vote by postal ballot shall complete the enclosed Ballot Form with assent (for) or dissent (against) and send it to Shri Ranjit Kejriwal, Company Secretary, 1, Aastha, 2/906, Hira Modi Sheri, Opp. Gujarat Samachar Press, Sagrapura, Ring Road, Surat – 395002 so as to reach him on or before 25th September, 2016 at 18.00 hours. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.

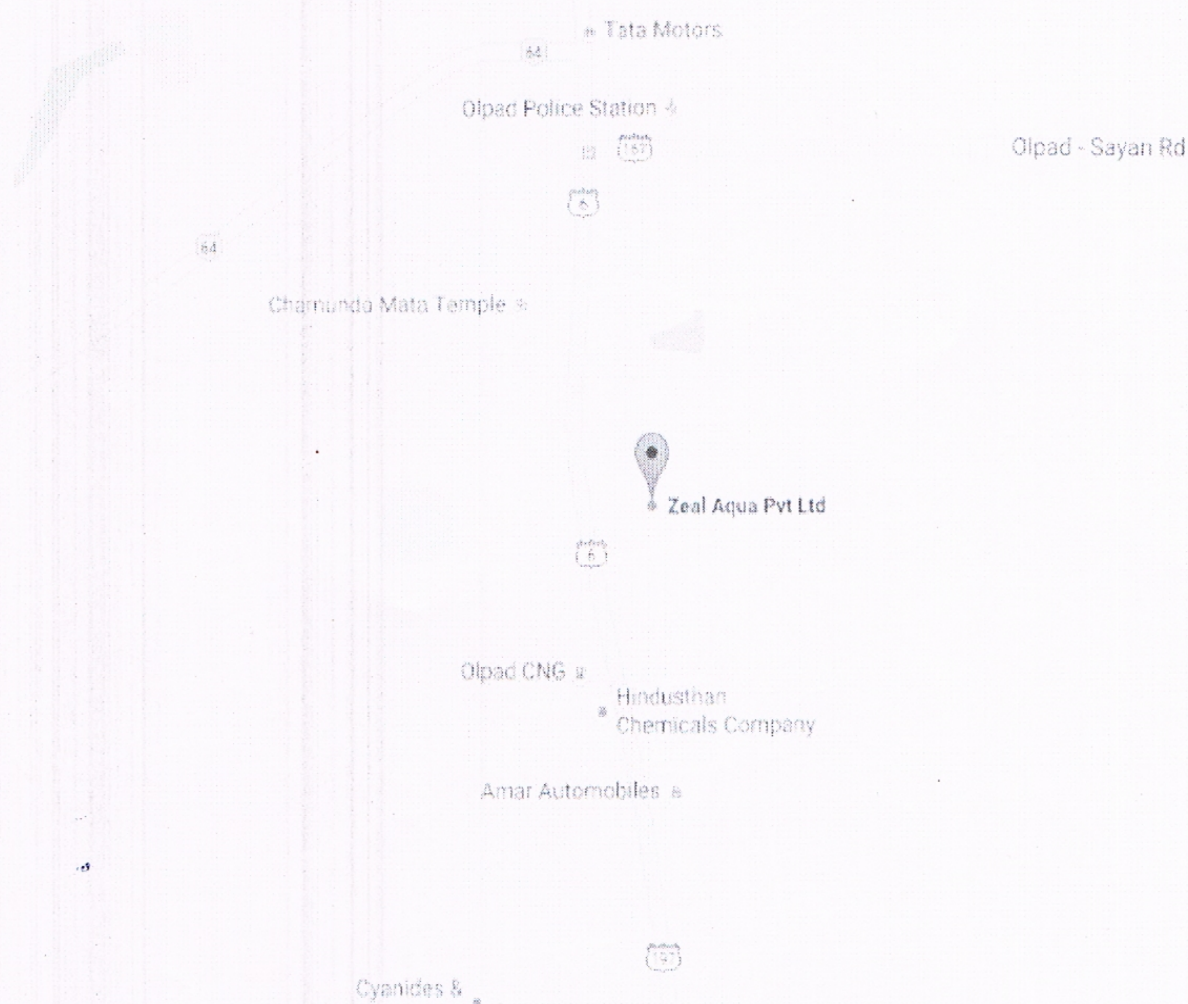
For and on behalf of the Board of Directors



J. N. Gandharva
Javanika N. Gandharva
Company Secretary

Date: 30th August, 2016
Place: Surat

Note: The Map of Venue of AGM is given below :





ANNEXURE TO NOTICE:

Details of Director liable to retire by Rotation:

Mr. Pradeep Ratilal Navik (DIN:01067716), is to be re- appointed as Director, who is liable to retire by rotation and as per the Regulation 36(3) of SEBI (Listing Obligations And Disclosure Requirements), Regulations 2015 his details are as under:

Name of Director	Mr. Pradeep Ratilal Navik
DIN	01067716
Date of Birth	15/08/1961
Expertise in specific functional areas	Finance
List of Companies in which directorship is held as on 31 st March, 2016	As attached below
Chairman / Member of the Committee of other Company	NIL

List of Companies in which Mr. Pradeep Ratilal Navik holds directorship as on 31st March, 2016:

S.No.	Name of the Company	Nature of Interest	Shareholding	Date on which interest arose/changed
1.	Zeal Aqua Limited	Whole Time Director	415520	06/03/2009
2.	Rati Aqua Private Limited	Director	103300	18/06/2010
3.	Jacob Foods Private Limited	Director	5000	01/11/2011

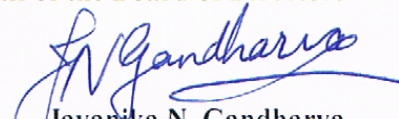
Mr. Rohan Navik is the son of Mr. Pradeep Navik, hence they are being relative within the meaning of section 2(77) of the Companies Act, 2013 and are concerned or interested in this resolution.

The Board of Directors recommends the proposed resolution for acceptance by member.

For and on behalf of the Board of Directors

Date: 30th August, 2016
Place: Surat




Javanika N. Gandharva
Company Secretary

Zeal Aqua Limited

Regd Office: At Olpad, GIDC, Plot No. 4,5, Taluka: Olpad, Surat – 394 540.
Web:- www.zealacqua.com , Email:- zealacqua@gmail.com , Contact No.:- 02621-220547
CIN: L05004GJ2009PLC05627

Attendance Slip

Record of Attendance at the 8th ANNUAL GENERAL MEETING held on Monday, 26th September, 2016 at 11:30 am at registered office of the company at Olpad, GIDC, Plot No. 4,5, Taluka:Olpad, Surat -394 540.

Please complete this attendance slip and Handover at the Entrance of the meeting Venue.

TO BE USED ONLY WHEN THE FIRST NAMED SHAREHOLDER ATTENDS

PLEASE GIVE NAME OF THE FIRST NAMED SHARE HOLDER

NAME OF THE SHAREHOLDER OR PROXY OR REPRESENTATIVE ATTENDING THE MEETING

Mr./Mrs./Ms.

(In Capitals)

Members' Folio No. Signature.....

(in case the shares are held in Demat Mode)

DP ID.....

Client ID.....

Mr./Mrs./Ms.....

.....Members' Folio No..... No. of Shares
Held.....

Dated: , 2016

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L05004GJ2009PLC056270

Name of the company: ZEAL AQUA LIMITED

Registered office: Olpad, GIDC, Plot No. 4,5, Taluka: Olpad, Surat -394 540

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature:
or failing him

2. Name:
Address:
E-mail Id:
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at theAnnual general meeting/ Extraordinary general meeting of the company, to be held on the day of..... at..... a.m. / p.m. at.....(place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

- 1.....
2.....
3.....

Affix a
Re. 1
Revenue
Stamp

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.

POSTAL BALLOT FORM

1. Name(s) of Member(s) :
(Including joint holders, if any)
2. Registered address of the :
Sole/first named Member
3. Registered folio No./ :
DP ID No./Client ID No.*
(*Applicable to investors holding
Shares in dematerialized form)
4. Number of Shares held :
5. I/We hereby exercise my/our vote in respect of the Resolution to be passed through Postal Ballot for the Business stated in the Postal Ballot Notice and Explanatory Statement annexed thereto by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Item	Nature of Resolution	No. of shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)	(ABSTAIN)
1	Adoption of Accounts	Ordinary				
2	App. of Director Mr. Pradeep Navik liable to retire by rotation	Ordinary				
3	Ratification of App. of Auditors	Ordinary				

Place:

Date:

.....
(Member)

ELECTRONIC VOTING PARTICULAR

EVSN (E VOTING SEQUENCE NUMBER)	USER ID	PASSWORD/PIN
Refer Instructions		

e-Voting shall remain open till Friday, 23rd September, 2016 till the close of working hours of 25th September, 2016 (i.e. 18:00 hours).

Note: Please read the instructions printed carefully before exercising your vote.