



ZEAL AQUA LIMITED

ANNUAL REPORT 2016-2017

REGISTERED OFFICE

CIN: L05004GJ2009PLC056270
At Olpad GIDC, PL No. 4,5, Ta:Olpad, Surat-394540
Tel: +91-02621-220047
Email: zealaqua@gmail.com
Website: www.zealaqua.com

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Shantilal Ishwarbhai Patel
Chairman & Managing Director (Executive)
DIN :01362109

Mr. Pradipkumar Ratilal Navik
Whole Time Director (Executive)
DIN :01067716

Mr. Rohan Pradipkumar Navik
Whole Time Director (Executive)
DIN :02531248

Mr. Naginbhai Paragbhai Patel
Independent Director (Non-Executive)
DIN :01675923

Mr. Maheshbhai Nathubhai Mistry
Independent Director (Non-Executive)
DIN :07138442

Mrs. Roshan Melli Kadodwala
Independent Director (Non-Executive)
DIN :07138664

REGISTRAR & SHARE TRANSFER AGENT

M/s. Bigshare Services Pvt. Ltd.
Bharat Tin Works Building,
1st Floor, Opp. Vasant Oasis,
Next to Keys Hotel, Marol Maroshi Road,
Andheri-East, Mumbai-400059
Tel. : +91-022-62638294
Email: info@bigshareonline.com
Website: www.bigshareonline.com

ISIN: INE819S01017
BSE/SME SCRIP ID/CODE: ZEAL/539963

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CHIEF FINANCIAL OFFICER

Mr. Shailendrasingh Chatarsingh Patil

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Javanika N. Gandharva

STATUTORY AUDITORS

M/s. Pary & Co.
Chartered Accountants (FRN : 007288C)
9005, World Trade Centre,
Ring Road, Surat-395002
Ph: +91- 0261-3927221
Fax: +91-261-3927221
E-mail- paryco@gmail.com

BANKER TO THE COMPANY

Allahabad Bank

864, Alaknanda Apartment,
Athugar Street, Nanpura, Surat-395001
Ph. No.: +91-261-2461879, 2462348
Fax: +91-261-2461156
E mail - br.nanpura@allahabadbank.in

Bank of India

1st Floor, Near BSNL Office, Opp. Panjrapole,
Ghod Dod Road, Surat- 395007
Ph. No.: +91-261-2240012/14
Fax : +91-261-2240013
E mail- suratMCB.vadodara@bankofindia.co.in

Punjab National Bank

First Floor, Meghani Tower,
Station Road, Surat-395 002
Ph. No.: +91-261-2422421,2411037
Fax: +91-261-2422112
E mail- bo0439@pnb.co.in

Syndicate Bank

Ratan Kutir Building, 277, Salabatpura,
Main Branch, Surat-395003
E mail - br.7170@syndicatebank.co.in

BOOK CLOSURE

Date: 11/09/2017 to 15/09/2017
(both days inclusive)

9TH ANNUAL GENERAL MEETING

Date: 22nd September, 2017 **Time:** 11.30 A.M.
Vaue: Registered Office-At Olpad GIDC,
PL No. 4,5, Ta: Olpad, Surat- 394540



NOTICE

NOTICE is hereby given that the **Ninth** Annual General Meeting of the Members of **Zeal Aqua Limited** will be held on **Friday, the 22nd September, 2017** at **11.30 a.m.** at the Registered Office of the Company at **Olpad GIDC Pl No 4,5 TA Olpad Surat-394540** to transact the following businesses:-

ORDINARY BUSINESS

1. **Item No. 1 – Adoption of Financial Statements**

To receive, consider and adopt the Audited Financial Statements for the financial year ended on 31st March, 2017 including the Audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

“RESOLVED THAT the Balance Sheet and Profit and loss account for the year ended 31st March, 2017 along with the Director’s Report, be and are hereby considered, Adopt and Approved”

2. **Item No. 2 – Re-appointment of Director(s) retiring by rotation**

To appoint a Director in place of Mr. Rohan Pradipkumar Navik (DIN: 02531248), 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. Rohan Pradipkumar Navik (DIN: 02531248), an Executive Director, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

3. **Item No. 3 – Ratification of appointment of Statutory Auditors**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 & 142 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, including any modification, variation or re-enactment thereof, 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 2017-18 at such remuneration as may be determined by the Board of Directors of company.”

SPECIAL BUSINESS

4. **Item No. 4 – Appointment of Whole time Director**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:-

Regd. Office: Plot No. 4 / 5, Olpad G.I.D.C,
Taluka: Olpad, District: Surat 394 540, State: Gujarat, India, **t:**+91 -2621-220047
Factory: Block No. 347, Village Orma, Taluka :Olpad, District: Surat, State: Gujarat, India
Email: zealaqua@gmail.com, **Website:** www.zealaqua.com

“RESOLVED THAT in accordance with the provisions of Sections 152, 196, 197 and 203 read with other applicable provisions and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and upon the recommendation of Nomination and Remuneration committee and Board of directors Mr. Dhavalkumar Shantilal Patel(DIN:02961674), be and is hereby appointed as a Whole time Director of the company for a period of 5 Years with effect from 22nd September, 2017; liable to retire by rotation, at a remuneration of Rs. 2,00,000 Per month with other perquisites.

RESOLVED FURTHER THAT the Board of Directors and the Nomination and Remuneration Committee be and is hereby authorised to alter and vary the remuneration as it may deem fit, within the limits specified in Section 197 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT approval of the shareholders of the Company be and is hereby accorded for payment of managerial remuneration of all or any of the director in case of loss or inadequacy of profits to the extent of twice the amount of remuneration allowed in Table A of section II of Part II of Schedule V, without any further requirement of central government permission.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. Item No. 5 – Appointment of Independent Director

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:-**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Maneck Jimmy Patalwala (DIN:01269927) in respect of whom Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 years, not liable to retire by rotation.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. Item No. 6 – Taking of Loans and matters related thereto

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:-**

“RESOLVED THAT in supersession of the earlier resolution passed by the members of the Company at their meeting held on September 30, 2014 and pursuant to the provisions of Section 180 (1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, or re-enactments thereof) and pursuant to the provisions of the Articles of Association of the Company, approval of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow for and on behalf of the Company, from time to time, any sum or sums of monies, from any one or more of the Company’s bankers and/or from any one or more other banks, persons, firms, companies/body corporate, financial institutions, institutional investor(s) and/or any other entity/entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, advance, deposits, loans, or bill discounting, issue of debentures, commercial papers, long or short term loan(s), syndicated loans, either in rupees and/or such other foreign currencies as may be permitted by law from time to time, and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company’s assets, licenses and properties (whether movable or immovable, present or future) and all or any of the undertaking of the Company, stock-in-process or debts, for the purpose of the Company’s business, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, if any, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed, at any time, the aggregate of the Paid-up Capital of the Company and its Free Reserves, that is to say, reserves which are not set apart for any specific purposes, provided that the total amount up to which the monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed INR 150,00,00,000/- (Indian Rupees One Hundred and Fifty Crore Only).

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any person authorized by the Board from time to time in this regard be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, securities or otherwise as they may think fit.

RESOLVED FURTHER THAT Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

RESOLVED FURTHER THAT a certified true copy of the aforesaid resolution be forwarded to the concerned and they be requested to act thereon.”

**By order of the Board of Directors
For Zeal Aqua Limited**

Sd/-

Javanika N. Gandharva
Company Secretary

Date : 26th August, 2017
Place : Surat

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“MEETING/AGM”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. HOWEVER, A MEMBER HOLDING MORE THAN 10%, OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE VALID AND EFFECTIVE SHOULD BE LODGED / DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE OF THE COMPANY NOT LESS 48 (FORTY EIGHT) HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF 9TH ANNUAL GENERAL MEETING. BLANK PROXY FORM IS ANNEXED HERETO.
2. The Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013 in respect of the special business mentioned in above notice is annexed hereto. In terms of the provisions of Section 107 of the Companies Act, 2013, 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. The said resolutions will not be decided on a show of hands at the Annual General Meeting.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send certified copy of board resolution or other governing body authorizing their representatives to attend and vote on their behalf at the meeting.
4. 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.
5. Members/proxies/authorized representatives should bring their copy of the Annual Reports and Accounts along with Attendance Slip (duly completed) when attending the Meeting.
6. Members who hold shares in dematerialized form are requested to write their DP – ID and Client – ID Numbers and those who hold shares in Physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of Names will be entitled to vote.
8. The Shareholders are requested to direct change of address notifications and updates details to their respective Depository Participants(s).
9. Equity Shares of the Company are under compulsory demat trading by all Investor.
10. Brief resume of all Directors including those liable to retire by rotation and proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the Report on Corporate Governance forming part of the Annual Report.
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
12. **The Register of Beneficial Owners, Register of Members and Share Transfer Book of the Company shall remain closed from Monday, the 11th September, 2017 till Friday, the 15th September, 2017 (both days inclusive) for the purpose of 9th Annual General Meeting.**
13. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated 21st April, 2011 and 29th April, 2011 respectively) has undertaken a “Green Initiative in Corporate Governance” and allowed

companies to share documents with its shareholders through an electronic mode. A recent amendment to the Listing Agreement with Stock Exchanges permits companies to send soft copies of the Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative by registering / updating their email address for receiving electronic communication.

14. Members are requested to contact our Registrar and Transfer Agent for any query related to shares and other inquiry at following address:

M/s. Bigshare Services Private Limited

Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Next to Keys Hotel, Marol Maroshi Road, Andheri-East, Mumbai-400059

Tel. : +91-022-62638294, E-mail: info@bigshareonline.com, Website: www.bigshare.com

- Please Quote Folio No. / DP ID & CL ID for any communication for your shareholding.
- Bring the copy of Annual Report at the meeting.

15. In accordance with Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the Annual Report of the Company for the Financial Year 2016-17, including the Notice convening the 9th Annual General Meeting, has been emailed to the members whose email addresses are available with the depositories for communication purposes or are obtained directly from the members, as per Section 136 of the Companies Act, 2013, and Rule 11 of the Companies (Accounts) Rules, 2014. If any member wishes to get a duly printed copy of the Annual Report, the Company will send the same, free of cost, upon receipt of request from the member. Members who have not registered their email addresses so far are requested to register them for receiving all communication including Annual Report and other notices from the Company electronically.

16. The Annual Report of the Company will be available on the Company's website www.zealaqua.com, and on the website of respective Stock Exchange where the equity shares of the Company are listed, www.bseindia.com. As per Section 136(1), the physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at cs@zealaqua.com.

17. Any member desiring any clarification/explanation in respect of the information given in this annual report is requested to submit query to the company at least 10 days in advance before the meeting so as to enable the management to keep information ready.

18. The route map of the venue of the Annual General Meeting is appended to this Report. The prominent land mark near the venue is Hindustan Chemical Co.

19. The Annual Report 2016-17, the Notice of the 9th 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.

20. 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.

21. **Voting through electronic means (E-Voting)**

Section – A

- i. The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly the members may exercise their rights to vote on resolutions proposed to be passed at the 9th Annual General Meeting (AGM) by electronic means. The members may cast their votes using electronic system from a place other than the venue of the meeting (“remote e-voting”) through the remote electronic voting service facility arranged by Central Depository Services (India) Limited.
- ii. The facility for voting through ballot papers will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot process.

- iii. The 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.
- iv. If Members are opting for remote e-voting, they shall not vote by poll paper and vice versa. However, in case Members cast their vote both by poll paper and by remote e-voting, then voting done through remote e-voting shall prevail and voting done by poll paper will be treated as invalid.
- v. The Members whose names are recorded in the Register of Members or in the Register of Beneficial owners maintained by the Depositories as on the Cut-off date i.e. **15th September, 2017** only shall be entitled to avail the facility of remote e-voting as well as voting through the ballot process at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- vi. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. **15th September, 2017**, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the ballot process at the AGM by following the procedure mentioned in this part.
- vii. The Remote e-voting period will commence on **Tuesday, 19st September, 2017 at 9.30 a.m. and will end on Thursday, 21st September, 2017 at 5.00 p.m.** During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. **15th September, 2017**, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be automatically disabled for voting thereafter.
- viii. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- ix. The facility for voting through ballot process would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through ballot process. The members who have already cast their vote by remote e-voting prior to the meeting may also attend the Meeting, but shall not be entitled to cast their vote again.
- x. 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.
- xi. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. **15th September, 2017**.
- xii. The Company has appointed CS Ranjit Binod Kejriwal, Practicing Company Secretary (Membership No.: 6116; COP No: 5985), to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through ballot process at the AGM, in a fair and transparent manner.

Section – B

The procedure and instructions for members for remote e-voting (both for physical as well as demat holders) are, as follows:

Date and time of commencement of voting through electronic means: 19th September, 2017 at 9.30 hours. Date and time of end of voting through electronic means beyond which voting will not be allowed: 21th September, 2017 at 17.00 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,
Sagrampura, Ring Road,
Surat – 395002
Email : rbksurat@gmail.com
Ph: +91-261-2331123

The e-voting module shall be disabled for voting on 21th September, 2017 at 17.00 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 15th September, 2017 (cut-off date).

Shri Ranjit Kejriwal, CS, 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 e-voting platform 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.

Please enter the DOB or Dividend Bank Details in order to login.

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. 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.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the relevant EVSN- Zeal Aqua Limited on which you choose to vote.

- xii. 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.
- xiii. Click on the "Resolutions File Link" if you wish to view the entire Resolution.
- xiv. After selecting the resolution you have decided to vote on, click on 'SUBMIT". A confirmation box will be displayed.
- xv. If you wish to confirm your vote, click on "OK" else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii. 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
 - 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.

- A. The voting period begins on Tuesday, the 19th September, 2017 at 09.30 hours and ends on Thursday, the 21st September, 2017 at 17.00 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.
- B. 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
- C. 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, Sagrampura, Ring Road, Surat – 395002 so as to reach him on or before 21st September, 2017 at 17.00 hours. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.

**By order of the Board of Directors
For Zeal Aqua Limited**

Date : 26th August, 2017
Place : Surat

Sd/-
Javanika N. Gandharva
Company Secretary

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



ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS

ITEM NO. 4

The Nomination and Remuneration Committee, in its meeting held on August 26, 2017 recommended and the Board of Directors, in its meeting held on August 26, 2017, considered and approved the terms and conditions for appointment of Mr. Dhavalumar Shantilal Patel (DIN:02961674) as Whole Time Director of the company and the board also approved the remuneration payable to director at Rs. 24,00,000/- per annum, subject to the approval of the shareholders in the General Meeting.

Mr. Dhavalkumar Shantilal Patel is proposed to be appointed as a whole time Director to hold office and he shall be included in the total number of directors for retirement by rotation.

The Company has received notice from the member along with the deposit of requisite amount under section 160 of the Act, proposing Mr. Dhavalkumar Shantilal Patel as a candidate for the office of Director of the Company.

Mr. Dhavalkumar Shantilal Patel is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Brief resume of Mr. Dhavalkumar Shantilal Patel, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the Annexure of the Notice of 9th Annual General Meeting.

Keeping in view their vast expertise and knowledge, it will be in the interests of the Company that Mr. Dhavalkumar Shantilal Patel is appointed as a whole Time Director of the company. Mr. Dhavalkumar Shantilal Patel (DIN:02961674) is a Commerce Graduate and have experience of more than 2 years in the field of aquaculture and more than 2 years experience in the field of Fabrication. He is actively involved in the field of aquaculture, fabrication and other activities at processing plant. The terms and conditions of appointment as well as payment of remuneration was approved by the Board based on industry standards, responsibilities handled by the Whole time Director of the Company. Currently he is drawing salary of Rs. 25,000/- per month from the company.

Mr. Dhavalkumar Shantilal Patel is the son of Mr. Shantilal Ishwarbhai Patel and also has distant relation with other executive directors of the Company. All the executive directors are interested in the resolution set out at Item No. 4 being relative of appointee director.

Pursuant to the provisions of Section 197 read with the Schedule V of the Companies Act, 2013, the ceiling limit of managerial remuneration of managing director and whole time Directors, Board of Directors of a Company cannot, except with the consent of Members of the Company in the General Meeting by way of a special resolution, pay managerial remuneration more than INR 84,00,000/- (India Rupees Eighty Four Lacs Only) per annum when Effective capital of the company is more than 5 Crores but less than 100 Crores.

However in view of the appointment of Mr. Dhavalkumar Shantilal Patel as a whole time director of the company and to fix his remuneration of INR 24,00,000/- (India rupees Twenty Four Lacs Only) per annum, the Company may require to increase its ceiling limits of managerial remuneration of the company.

Managerial remuneration of managing Director and whole time directors of the company is as per the following terms:

Sr. No.	Name	Designation	Remuneration
1	Shantilal Ishwarbhai Patel	Managing Director	24 lacs per annum
2.	Pradipkumar Ratilal Navik	Whole time Director	24 lacs per annum
3.	Rohan Pradipkumar Navik	Whole time Director	24 lacs per annum
	Total remuneration		72 lacs per annum

Considering the quantum of present managerial remuneration of INR 72,00,000/- (Indian Rupees Seventy two Lacs Only) per annum already drawn by present directors and after approval of proposed remuneration of Mr. Dhavalkumar Shantilal Patel, total remuneration of managerial personnel will exceed the limit of INR 84,00,000/- (Indian Rupees Eighty Four Lacs Only) per annum, it is therefore proposed that the existing

ceiling limits of INR 84,00,000/- (Indian Rupees Eighty Four Lacs Only) be increased to INR 1,68,00,000/- (Indian Rupees One Crore and Sixty Eight Lacs Only).

The Board recommends the Resolution set out at Item no. 4 of the Notice for approval of the Members. This Explanatory Statement may also be regarded as a disclosure under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ITEM NO. 5

Based on the Recommendation of Nomination and Remuneration Committee, appointed Maneck Jimmy Patalwala (DIN:01269927) is proposed to be appointed as a Director of the Company.

Mr. Maneck Jimmy Patalwala is proposed to be appointed as an Independent Director to hold office for a term of 5 years, not liable to retire by rotation.

The Company has received notice from the member along with the deposit of requisite amount under section 160 of the Act, proposing Mr. Maneck Jimmy Patalwala as a candidate for the office of Director of the Company.

Mr. Maneck Jimmy Patalwala is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Section 149 of the Act inter alia stipulates the criteria of independence before appointing any Independent Director in its Board. As per the said section 149 of the Act, an independent director can hold office for a term up to five consecutive years on the Board of the Company and he shall not be included in the total number of directors for retirement by rotation.

The Company has also received declaration from Mr. Maneck Jimmy Patalwalathat he meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and rules made thereunder.

In the opinion of the Board, Mr. Maneck Jimmy Patalwala fulfill the conditions for appointment as Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Maneck Jimmy Patalwala is independent of the management.

Brief resume of Mr. Maneck Jimmy Patalwala, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the Annexure of the Notice of 9th Annual General Meeting.

Keeping in view their vast expertise and knowledge, it will be in the interests of the Company that Mr. Maneck Jimmy Patalwala is appointed as an Independent Director.

Except Mr. Maneck Jimmy Patalwala, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5. The Board recommends the Resolution set out at Item no. 5 of the Notice for approval of the Members. This Explanatory Statement may also be regarded as a disclosure under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ITEM NO. 6

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 the Board of Directors of a Company cannot, except with the consent of Members of the Company in the General Meeting by way of a special resolution, borrow any sum or sums of money from time to time for the purposes of business of the Company, if the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) exceeds the aggregate of the Paid-up Capital of the Company and its Free Reserves, that is to say, reserves not set apart for any specific purpose.

Members of the Company had on September 30, 2014 authorized Board of Directors to borrow long term or medium term loans from Banks, Financial Institutions, any other lenders or debenture trustees for an amount not exceeding INR 100,00,00,000/- (Indian Rupees One Hundred Crore Only). However in view of the business expansion, the Company may require, from time to time, additional banking facilities to meet the funding requirements of the Company. Considering the quantum of present borrowing already sanctioned by the Bank and proposed sum intended to be borrowed by Company at a future date, it is therefore proposed that

the existing borrowing limits of INR 100,00,00,000/- (Indian Rupees One Hundred Crore Only) be increased to INR 150,00,00,000/- (Indian Rupees One Hundred and Fifty Crore Only).

At present your company is having credit facilities from Syndicate Bank, Bank of India, Punjab National Bank and Allahabad Bank. Your board also propose to shift or enhance some of the existing limits with new bankers like Axis bank and/or Standard Chartered Bank.

The Special resolution as set out in Item no. 6 of this Notice is accordingly recommended for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

**By order of the Board of Directors
For Zeal Aqua Limited**

Date : 26th August, 2017
Place : Surat

Sd/-
Javanika N. Gandharva
Company Secretary

ANNEXURE TO NOTICE

Details of Directors seeking Appointment / Re-appointment

[Pursuant to the Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Sr. No.	Name of Director	Date of Birth	Date of appointment	Qualification	Nature of Expertise	Name of Public Companies in which he/she holds Directorship	Name of Committees of Public Companies of which he/she holds Membership / Chairmanship*	No. of Shares held
1	Mr. Rohan Pradipkumar Navik (DIN:02531248) (Re-appointed who is liable to retire by rotation)	03.12.1986	06.06.2011	Master of International Business.	He has more than 7 years experience in the field of Aquaculture	NIL	NIL	48,160
2	Mr. Dhavalkumar Shantilal Patel (DIN:02961674) (To be Appointed as a whole time Director)	27.06.1991	N.A.	B.com.	He has more than 4 years experience in Aquaculture business and in business of Fabrication.	NIL	N.A.	16,000
3	Mr. Maneck Jimmy Patalwala (DIN:01269927) (To be Appointed as an Independent Director)	10.03.1963	N.A.	Masters degree in business management	He has more than 25 years of experience in the field of engineering polymers, industrial valve and industrial gases.	NIL	N.A.	NIL

* Represent Chairmanship/membership of Two Committees viz. Audit Committee and Stakeholders' Relationship Committee as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. List of Companies in which Mr. Rohan Pradipkumar Navik holds directorship as on 31st March, 2017:

S.No.	Name of the Company	Nature of Interest	Shareholding	Date on which interest arose/changed
1.	Zeal Aqua Limited	Wholetime Director	48160	06/06/2011
2.	Rati Aqua Private Limited	Director	103400	18/06/2010
3.	Mahesh Aqua Farm Private Limited	Director	0	05/04/2013
4.	Agave Tradecome- LLP	Designated Partner	0.09%	16/03/2015
5.	BRIGHT COMMOTRADE LLP	Designated Partner	9.26%	17/07/2015

Mr. Pradipkumar Ratilal Navik is the Father of Mr. Rohan Pradipkumar 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.

2. List of Companies in which Mr. Dhavalkumar Shantilal Patel holds directorship:

S.No.	Name of the Company	Nature of Interest	Shareholding	Date on which interest arose/changed
1.	Susan Aqua Private Limited	Director	5000	14/05/2010
2.	Mahesh Aqua Farm Private Limited	Director	0	05/04/2013
3.	Bright Commotrade- LLP	Designated Partner	9.26%	17/07/2015
4.	Agave Tradecome LLP	Nominee of Body Corp. Partner	99.80	17/05/2016

Mr. Shantilal Ishwarbhai Patel is the father of Mr. Dhavalkumar Shantilal Patel, 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.

3. List of Companies in which Mr. Maneck Jimmy Patalwala holds directorship :

S.No.	Name of the Company	Nature of Interest	Shareholding	Date on which interest arose/changed
1.	Valves and Pumps Engineering Company Private Limited	Director	375	01/04/1996
2.	SAND M Consultancy Services Private Limited	Director	0	17/09/1986
3.	Flouropolymer Processor	Partner	10%	01/07/1984
4.	Eastern Engineering Company	Partner	20%	2014-15

Mr. Maneck Jimmy Patalwala is being appointed as an Independent Director of the company and he fulfills the criteria of Independence.

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

**For and on behalf of the Board of Directors
For Zeal Aqua Limited**

Sd/-

**Date: 26th August, 2017
Place: Surat**

**Javanika N. Gandharva
Company Secretary**



DIRECTORS' REPORT

To,
The Members of
Zeal Aqua Limited

Your Directors have pleasure in presenting their 9th Annual Report on the business and operations of the Company along with the Audited Financial Statements of your Company for the financial year ended on 31st March, 2017.

1. FINANCIAL HIGHLIGHTS

The Company's financial performance for the year ended on 31st March, 2017 is summarized below:

<u>FINANCIAL RESULTS AND APPROPRIATIONS :</u>	Year Ended	Year Ended
	31.03.2017	31.03.2016
	(₹ in Lacs)	(₹ in Lacs)
Gross Income from Operations	1,74,55,43,379	1,21,28,58,809
Other Income	4,328,645	23,81,856
Total Revenue	1,74,98,72,024	1,21,52,40,665
Profit before Interest, Depreciation and Taxes (EBIDTA)	2,74,75,693	1,93,96,817
Less :		
Interest	-	-
Extra-ordinary items	-	-
Depreciation	-	-
Profit Before Tax (PBT)	2,74,75,693	1,93,96,817
Less :Taxation	97,27,126	3,01,994
Net Profit after Tax (PAT)	1,77,48,567	1,90,94,823
Balance brought forward from Previous Year	11,16,31,773	9,25,36,950
Profit/(Loss) for the year		
Adjusting relating to Fixed Assets		
Balance carried to Balance Sheet	12,93,80,340	11,16,31,773

The Company discloses financial results on half yearly basis of which results are subjected to limited review and publishes audited financial results on an annual basis. The Financial Statements as stated above are also available on the Company's website www.zealaqua.com.

2. FINANCIAL PERFORMANCE

During the year, Your Company recorded total revenue of 17498.72 Lacs during the current financial year as compared to total revenue of 12152.40 Lacs in financial year 2015-16 and Profit before Tax for the year 2016-17 stood at 274.75 Lacs as compared to Profit before tax of 193.96 Lacs in financial year 2015-16. Profit after Tax for the current year stood at 177.48 Lacs as Compared to Profit after Tax of 190.94 Lacs. A detailed analysis on the Company's performance is included in the "Management's Discussion and Analysis" Report, which forms part of this Report.

Regd. Office: Plot No. 4 / 5, Olpad G.I.D.C,
 Taluka: Olpad, District: Surat 394 540, State: Gujarat, India, **t: +91 -2621-220047**
Factory: Block No. 347, Village Orma, Taluka :Olpad, District: Surat, State: Gujarat, India
Email: zealaqua@gmail.com, **Website:** www.zealaqua.com

3. DIVIDEND

Keeping in mind the overall performance and outlook for your Company, your Board of Directors are not declaring dividends as the company require funds for its upcoming project. Your Directors do not recommend any dividend for the year ended 31st March, 2017.

4. TRANSFER TO RESERVES

Company has not transferred any amount from profit to general reserve.

5. UNCLAIMED DIVIDEND

There is no balance lying in unpaid dividend account.

6. EXTRACT OF ANNUAL RETURN

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act, 2013 read with Rule 12 of Companies (Management and Administration) Rules, 2014 the Extract of the Annual Return as at 31st March, 2017 in Form MGT-9 is annexed to this Report as *Annexure I*.

7. CORPORATE GOVERNANCE

As per the Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 the Report of the Corporate Governance and the Certificate of the Auditors of the Company in respect of compliance thereof are appended hereto and forming part of this report; is given in *Annexure II*. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance is attached in the report on Corporate Governance.

8. DIRECTORS

The members of the Board of Directors of the Company are of proven competence and integrity. Besides having financial literacy, experience, leadership qualities and the ability to think strategically, the Directors have a significant degree of commitment to the Company and devote adequate time for the meetings, preparation and attendance.

The Policy of the Company on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of section 178, is available on the Company's website www.zealaqua.com.

Your directors propose the appointment of Mr. Dhavalkumar Shantilal Patel and Mr. Maneck Jimmy Patalwala, at the ensuing annual general meeting.

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Rohan Pradipkumar Navik, Director of your Company retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment, subject to the approval of the Members of the Company.

The Company has received declarations from all the independent directors of the Company that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has devised a Board Evaluation Framework for performance evaluation of Independent Directors, Board, Non- Independent Directors and Chairman of the Company. Pursuant to this framework, a process of evaluation was followed by the Board for its own performance and that of its committees and individual directors.

The Board recommends the appointment/re-appointment of above directors for your approval.

Board Independence

'Independence' of Directors means as defined in Regulation 16(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149(6) of the Companies Act, 2013. Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, the following Non-Executive Directors are Independent:

- a) Mr. Naginbhai Paragbhai Patel
- b) Mr. Maheshbhai Nathubhai Mistry
- c) Mrs. Roshan Melli Kadodwala

Committees of the Board

There are currently four Committees of the Board, as under:

- 1) Audit Committee
- 2) Nomination and Remuneration Committee
- 3) Stakeholders' Relationship Committee
- 4) CSR Committee

Details of all the Committees, along with their charters, composition and meetings held during the year, are provided in the Report on Corporate Governance, a part of this Annual Report.

Number of Meetings of the Board

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy, apart from other Board business. The Board / Committee Meetings are pre-scheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to the Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions through circulation, as permitted by law, which are confirmed in the subsequent Board meeting.

The notice of Board meeting is given well in advance to all the Directors. Usually, meetings of the Board are held in Surat. The Agenda of the Board / Committee meetings is circulated at least a week prior to the date of the meeting. The Agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

The Board met fifteen times in financial year 2016-17 viz., on 4th April, 2016, 2nd May, 2016, 24th May, 2016, 21st June, 2016, 22nd June, 2016, 1st July, 2016, 4th July, 2016, 26th July, 2016, 16th August, 2016, 30th August, 2016, 1st October, 2016, 12th November, 2016, 13th December, 2016, 17th January, 2017 and 17th February, 2017. The maximum interval between any two meetings did not exceed 120 days.

Annual Evaluation by the Board

During the year, the Board has carried out the annual evaluation of its own performance as well as the evaluation of the working of its Committees and individual Directors, including Chairman of the Board. This exercise was carried out through a structured questionnaire prepared separately for Board, Committee and individual Directors.

The questionnaire for Board evaluation was prepared taking into consideration various aspects of the Board's functioning such as understanding of Board members of their roles and responsibilities, time devoted by the Board to Company's long-term strategic issues, quality and transparency of Board discussions, quality, quantity and timeliness of the information flow between Board members and management, Board's effectiveness in disseminating information to shareholders and in representing shareholder interests, Board information on industry trends and regulatory developments and discharge of fiduciary duties by the Board.

The Board acknowledged certain key improvement areas emerging through this exercise and action plans to address these are in progress. The performance evaluation of the Non Independent Directors including Chairman was carried out by the Independent Directors at a separate meeting of the Independent Directors on 17th February, 2017. The Nomination and Remuneration Committee has further carried out evaluation of all Directors including Independent Directors. The report of performance evaluation so arrived at was then noted and discussed by the Nomination and Remuneration Committee and the Board in their respective meetings.

9. KEY MANAGERIAL PERSONNEL

The following persons have been designated as Key Managerial Personnel of the Company pursuant to Section 2(51) and Section 203 of the Act, read with the Rules framed there under.

1. Mr. Shantilal Ishwarbhai Patel - Managing Director
2. Mr. Pradipkumar Ratilal Navik - Whole Time Director
3. Mr. Rohan Pradipkumar Navik - Whole Time Director
4. Mr. Shailendrasingh Chatarsingh Patil - Chief Financial Officer
5. Mr. Javanika Narendrakumar Gandharva - Company Secretary & Compliance Officer

10. ENERGY CONSERVATION MEASURES, TECHNOLOGY ABSORPTION AND R & D EFFORTS AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information relating to Conservation of Energy, Technology Absorption and Foreign Earning and Outgo, as required under Section 134(3)(m) of the Companies Act, 2013 read together with Rule 8(3) of the Companies (Accounts) Rules, 2014 forms part of this Report as *Annexure III*.

11. PARTICULARS OF EMPLOYEES AND OTHER ADDITIONAL INFORMATION

The information required under Section 197(12) of the Companies Act, 2013 and rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in *Annexure IV* to this report and form part of this Report.

12. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of the business and on an arm's length basis. Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2, is attached and forms part of this Directors' Report as *Annexure V*.

13. AUDITORS

Statutory Auditors

M/s. Pary y& Co., Chartered Accountants, Surat (Firm Registration No. 007288C), the Auditors of the Company, hold office until the conclusion of the 10th Annual General Meeting, subject to the ratification of appointment by the members of the Company, at Annual General Meeting.

The Company has received letter from them to the effect that their appointment, if ratified, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified from appointment.

The Board recommends the ratification of their appointment from the conclusion of this Annual General Meeting up to the conclusion of next Annual General Meeting of the Company.

The report of the Auditors is self-explanatory and does not contain any qualification, reservation or adverse remark and does not call for any comment as per section 134 of the Companies Act, 2013. The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review.

Internal Auditor

M/s. GRR & Co., Chartered Accountants, Surat has been internal Auditor of the Company for the Financial Year 2016-17. Internal Auditors are appointed by the Board of Directors of the Company on yearly basis, based on the recommendation of the Audit Committee. The Internal Auditor reports their findings on the internal Audit of the Company to the Audit Committee on a quarterly basis. The Scope of Internal audit is approved by the Audit Committee.

The Company has appointed M/s. GRR & Co., Chartered Accountants, Surat as an Internal Auditor for the Financial Year 2017-18 in the Board meeting held on 10th June, 2017, after obtaining his willingness and eligibility letter for appointment as Internal Auditor of the Company.

Secretarial Auditor

In accordance with the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company had appointed Mr. Ranjit Binod Kejriwal, Practicing Company Secretary (Membership No. FCS: 6116; CP No: 5985), to undertake the Secretarial Audit of the Company for the Financial Year 2016-17. The Secretarial Audit Report for the Financial Year 2016-17 is annexed to this Report as *Annexure VI*.

14. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As per the Regulation 34 of SEBI (Listing Obligations And Disclosure Requirements), Regulations 2015, the Management Discussion and Analysis of the financial condition and results of consolidated operations of the Company under review, is annexed and forms an integral part of the Directors' Report, is given in *Annexure VII*.

15. CEO & CFO CERTIFICATION

Pursuant to Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Certificate from Mr. Shailendrasingh Chatarsingh Patil, Chief Financial Officer of the Company, for the year ended 31st March, 2017 is attached herewith which forms part of Corporate Governance Report.

16. DIRECTORS' RESPONSIBILITY STATEMENT

As stipulated in Section 134(3)(c) read with sub-section (5) of the Companies Act, 2013, Directors subscribe to the "Directors' Responsibility Statement" and confirm that:

- a) In preparation of Annual Accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the annual accounts for the year ended 31st March, 2017 on going concern basis.
- e) The Directors have laid down the internal financial controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

17. SUBSIDIARY, JOINT-VENTURE AND ASSOCIATES COMPANIES

The Company does not have any subsidiary.

18. PUBLIC DEPOSIT

The company has not accepted deposits from the public during the financial year under review within the meaning of Section 73 of the Act of the Companies Act 2013, read with Companies (Acceptance of Deposits) Rules, 2014.

19. LISTING AT STOCK EXCHANGE

The Equity Shares of the Company continue to be listed on the BSE Limited (Bombay Stock Exchange SME Platform). The Annual Listing Fee for the current year has been paid to the BSE Limited.

20. SIGNING OF THE FINANCIAL STATEMENTS

This is to inform you that the Company has approved and authenticated its Audited Financial Results for the year ended 31st March, 2017 in the Board meeting duly held on 30th May, 2017, which is well within the statutory time limits as prescribed in the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

21. DISCLOSURES

Share Capital

The Paid up Equity Share Capital as at 31stMarch, 2017 stood at 420.22/- Lacs. During the year under review, the Company has proposed issue of Equity Share Capital to Person other than Promoter /Promoter Group of the Company on preferential basis, Board recommended the same for approval of the Members in ensuing 9th Annual General Meeting.

Meetings of Board of Directors and Committees

The Details of All meeting of Board of Directors and Committee meeting had taken place during the year and their details along with their attendance, is given in **Table 2 of Annexure II.**

Composition of Audit Committee

The Board has constituted the Audit committee which comprises of one Executive director and two Non-Executive Directors and Chairman is Independent Director. The details of the composition of the audit committee is described in Corporate Governance Report.

In Conformity with the requirements of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013, as applicable, the strength of the Board as also of the Audit Committee is adequate.

Material Changes and Commitment affecting Financial Position of the Company

There are no material changes and commitments, affecting the financial position of the Company which has occurred between the end of financial year of the Company i.e. 31stMarch, 2017 and upto the date of signing of the Director's Report.

Change in Nature of Company Business

The Company is engaged in aquaculture industry, especially prawn farming and trading of Seed, Feed and Medicines required for Shrimp Farming. During the year there is no change in the nature of Company's Business. The company has set up Shrimp Processing Unit and commercial production of the Shrimp Processing Unit is yet to be started.

Corporate Social Responsibility (CSR)

The disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 are applicable to the Company. The Disclosure shall be in **Annexure VIII.**

Vigil Mechanism & Whistle Blower Policy

Your Company has established a mechanism called Vigil Mechanism/Whistle Blower Policy for the directors and employees to report to the appropriate authorities off unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy and provides safeguards against victimization of employees who avail the mechanism. The policy permits all the employees to report their concerns directly to the Chairman of the Audit Committee of the Company.

The Vigil Mechanism/Whistle Blower Policy as approved by the Board is uploaded on the Company's website. The web link is <http://www.zealaqua.com/policy.php>

Policy on Related Party Transactions

The Board of the Company has adopted the Policy and procedure with regard to Related Party Transactions. The policy envisages the procedure governing the materiality of Related Party Transactions and dealing with Related Party transactions required to be followed by Company to ensure compliance with the Law and Regulation. The said Policy is available on the website of the Company.

Particulars of Loan given, Investments made, Guarantee given and Security Provided

The company has not given any loans or guarantees or investments under section 186 (4) of Companies Act, 2013.

Risk Management Policy and Internal Control Adequacy

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures. The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and certified by Statutory as well as Internal Auditors. Significant audit observations and follow up actions thereon are reported to the Audit Committee. For ensuring independence of audits, the Internal Auditors report directly to the Audit Committee. Both Internal and Statutory Auditors have exclusive executive sessions with the Audit Committee on a regular basis. In addition, during the year, the Management performed a review of key financial controls, at entity as well as operating levels.

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives which has been enhanced during this year. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Audit Committee and the Board of Directors of the Company. These have also been reported and discussed in detail in the Management's Discussion and Analysis Report, annexed to this report.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the Internal, Statutory and Secretarial Auditors and external consultants and the reviews performed by Management and the relevant Board committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2016-17.

Statement on risk management

During the financial year under review a statement on risk management including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company as per the provisions of Section 134(3) (n) of Companies Act, 2013; has been annexed in **Annexure IX**.

Prevention of Sexual Harassment of Women at Workplace

Your company adopted policy of "Prevention of Sexual Harassment of Women at Workplace". There were no incidences of sexual harassment reported during the year under review, in terms of the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder.

Prevention of Insider Trading

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

Insurance

All the properties and the insurable interest of the company including building, plants and machinery and stocks wherever necessary and to the extent required have been adequately insured.

Research & Development

The Company believes that technological obsolescence is a reality. Only progressive research and development will help us to measure up to future challenges and opportunities. We invest in and encourage continuous innovation. During the year under review, expenditure on research and development is not significant in relation to the nature size of operations of your Company.

Disclosure Regarding Utilization of IPO Funds:

The details regarding the funds utilized by the company from proceeds of IPO upto 31.03.2017 is attached herewith as **Annexure X**

Appreciation

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment and express their sincere thanks and appreciation to all the employees for their continued contribution, support and co-operation to the operations and performance of the company.

ACKNOWLEDGEMENTS

Your Directors would like to express their sincere appreciation of the co-operation and assistance received from Shareholders, Bankers, regulatory bodies and other business constituents during the year under review.

Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff, resulting in successful performance of the Company during the year.

**By order of the Board of Directors
For, Zeal Aqua Limited**

Date : 26th August, 2017
Place : Surat

**Sd/-
Shantilal Ishwarbhai Patel
Managing Director & Chairman
(DIN: 01362109)**

**Sd/-
Pradipkumar Ratilal Navik
Whole Time Director
(DIN: 01067716)**

“Annexure – I”

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March 2017

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:-

- i) CIN : L05004GJ2009PLC056270
- ii) Registration Date : 06/03/2009
- iii) Name of the Company : Zeal Aqua Limited
- iv) Category / Sub-Category of the Company : Public Company/Company having share capital
- v) Address of the registered office and contact details : At Olpad GIDC Pl No. 4,5, Ta Olpad
Surat - 394540 Gujarat
- vi) Whether listed company : YES
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : **Bigshare Services Private Limited**
Bharat Tin Works Building,
1st Floor, Opp. Vasant Oasis,
Next to Keys Hotel, Marol Maroshi Road,
Andheri-East, Mumbai-400059
Ph: +91-022-62638294
Email: ipo@bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / Services	NIC Code of the Products/Services	% to total turnover of the company
1	Fishing, Operation Of Fish Hatcheries And Fish Farms; Service Activities Incidental To Fishing	05	100.00%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name & Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of Shares Held	Applicable Section
1	NONE				

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning				No. of Shares held at the end				% Change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
A. Promoters									
1. Indian:									
a. Individual/HUF	1838880	0	1838880	59.95	1838880	0	1838880	43.76	-16.19
b. Central Govt.	0	0	0	0	0	0	0	0	0
c. State Govt.	0	0	0	0	0	0	0	0	0
d. Body Corporate	1036160	0	1036160	33.78	1036160	0	1036160	24.66	-9.12
e. Banks/ FI	0	0	0	0	0	0	0	0	0
f. Any other (Specify)	0	0	0	0	0	0	0	0	0
i) Directors Relatives	0	0	0	0	0	0	0	0	0

ii) Group Companies	0	0	0	0	0	0	0	0	0
iii) Trusts	0	0	0	0	0	0	0	0	0
Total of (1)	2875040	0	2875040	93.74	2875040	0	2875040	68.42	-25.32
2. Foreign									
a. NRI Individual	0	0	0	0	0	0	0	0	0
b. Other Individual	0	0	0	0	0	0	0	0	0
c. Body Corporate	0	0	0	0	0	0	0	0	0
d. Banks/ FI	0	0	0	0	0	0	0	0	0
e. Any other	0	0	0	0	0	0	0	0	0
Total of (2)	0	0	0	0	0	0	0	0	0
Total A (1+2)	2875040	0	2875040	93.74	2875040	0	2875040	68.42	-25.32
B. Public Shareholding									
1. Institutions									
a. Mutual Funds	0	0	0	0	0	0	0	0	0
b. Banks/ FI	0	0	0	0	0	0	0	0	0
c. Central Govt.	0	0	0	0	0	0	0	0	0
d. State Govt.	0	0	0	0	0	0	0	0	0
e. Venture Capital Funds	0	0	0	0	0	0	0	0	0
f. Insurance Companies	0	0	0	0	0	0	0	0	0
g. FIIs	0	0	0	0	0	0	0	0	0
h. Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i. Others (Market Maker)	0	0	0	0	0	0	0	0	0
Total of (1)	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a. Body Corporate					293000	0	293000	6.97	6.97
i. Indian	0	0	0	0	0	0	0	0	0
ii. Overseas	0	0	0	0	0	0	0	0	0
b. Individual									
i. Individual shareholders holding nominal share capital upto Rs. 1 lakh	160	0	160	0.01	458087	0	458087	10.90	10.90
ii. Individual shareholders holding nominal share capital in excess of Rs 1 lakh	192000	0	192000	6.26	563000	0	563000	13.40	13.4
c. Others (Clearing Member)	0	0	0	0	13073	0	13073	00.31	00.31
Total of (2)	192160	0	192160	6.26	1327160	0	1327160	31.58	25.32
Total B (1+2)	192160	0	192160	6.26	1327160	0	1327160	31.58	25.32
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Total A+B+C	3067200	0	3067200	100	4202200	0	4202200	100	0

ii) Shareholding of Promoters

Sr. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares	% of Shares Pledged / encumbered to total shares	
1.	Pradipkumar Ratilal Navik	415520	13.55	0	415520	09.89	0	3.66
2.	Shantilal Ishwarbhai	447840	14.60	0	447840	10.66	0	3.94

	Patel							
3.	Rashmibahen S Patel	415680	13.55	0	415680	9.89	0	3.66
4.	Susan Pradip Navik	415680	13.55	0	415680	9.89	0	3.66
5.	Rohan Pradipkumar Navik	48160	1.57	0	48160	1.15	0	0.42
6.	DhavalKumar Shantilal Patel	16000	0.52	0	16000	0.38	0	0.14
7.	Navik Aqua Private Limited	80000	2.61	0	80000	1.90	0	0.71
8.	Rati Aqua Private Limited	128960	4.20	0	128960	3.07	0	1.13
9.	Gold Pink Aquaculture Private Limited	80000	2.61	0	80000	1.90	0	0.71
10.	Susan Aqua Private Limited	80000	2.61	0	80000	1.90	0	0.71
11	Agave Tradecom LLP	667200	21.75	0	667200	15.88	0	5.87
12	Kimi R Navik	32000	1.04	0	32000	0.76	0	0.28
13	Mary Moses	48000	1.56	0	48000	1.14	0	0.42
	Total	2875040	93.74%		2875040	68.42%	0	25.32

iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares	No. of Shares	% of total Shares
	At the Beginning of the year	2875040	93.74%		
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-		
	At the end of the year	2875040	68.42%		

Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year			Cumulative Shareholding during the year		
		No. of Shares		% of total Shares	No. of Shares		% of total Shares
1.	MILIND HARIBHAI POTE						
	At the Beginning of the year	0		0 %	0		0%
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date	Shares	Reason	Shares	Cumulative	
		4.7.2016	177000	Allotment	177000	177000	
		Total	177000				

	At the end of the year	177000			4.21%	177000		4.21%
2.	INTERACTIVE FINANCIAL SERVICES LIMITED							
	At the Beginning of the year	0			0%	0		0%
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date	Shares	Reason		Shares	Cumulative	
		22.7.2016	10474	Transfer		10474	10474	
		29.7.2016	37000	Transfer		37000	47474	
		05.8.2016	1365	Transfer		1365	48839	
		12.8.2016	50016	Transfer		50016	98855	
		19.8.2016	8636	Transfer		8636	107491	
		26.8.2016	509	Transfer		509	108000	
		24.2.2017	(4000)	Transfer		(4000)	104000	
		03.3.2017	(4000)	Transfer		(4000)	100000	
		10.3.2017	(18000)	Transfer		(18000)	82000	
	Total	82000						
	At the end of the year	82000			1.95%	82000		1.95%
3.	NNM SECURITIES PRIVATE LIMITED							
	At the Beginning of the year	0			0%	0		0%
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date	Shares	Reason		Shares	Cumulative	
		15.7.2016	19000	Transfer		19000	19000	
		22.7.2016	17000	Transfer		17000	36000	
		29.7.2016	3000	Transfer		3000	39000	
		05.8.2016	5000	Transfer		5000	44000	
		12.8.2016	2000	Transfer		2000	46000	
		19.8.2016	2000	Transfer		2000	48000	
		26.8.2016	2000	Transfer		2000	50000	
		02.9.2016	(4000)	Transfer		(4000)	46000	
		09.9.2016	1000	Transfer		1000	47000	
		16.9.2016	(9000)	Transfer		(9000)	38000	
		14.10.2016	3000	Transfer		3000	41000	
		11.11.2016	2000	Transfer		2000	43000	
		02.12.2016	(2000)	Transfer		(2000)	41000	
		24.02.2017	1000	Transfer		1000	42000	
		10.03.2017	(41000)	Transfer		(41000)	1000	
	31.03.2017	66000	Transfer	66000	67000			
	Total	67000						
	At the end of the year	67000			1.59%	67000		1.59%
4.	SUNCARE TRADERS LIMITED							
	At the Beginning of the year	0			0%	0		0%
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date	Shares	Reason		Shares	Cumulative	
		15.7.2016	11698	Transfer		11698	11698	
		22.7.2016	19000	Transfer		19000	30698	
		29.7.2016	(2157)	Transfer		(2157)	28541	
		05.8.2016	14459	Transfer		14459	43000	
		Total	43000					
	At the end of the year	43000			1.02%	43000		1.02%
5.	NNM SECURITIES							
	At the Beginning of the year	0			0%	0		0%
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer /	Date	Shares	Reason		Shares	Cumulative	
		04.7.2016	79000	Allotment		79000	79000	
		15.7.2016	(1000)	Transfer		(1000)	78000	
		7.10.2016	5000	Transfer		5000	83000	
		14.10.2016	(24000)	Transfer		(24000)	59000	
		21.10.2016	(1000)	Transfer		(1000)	58000	
		11.11.2016	(3000)	Transfer		(3000)	55000	

bonus/ sweat equity etc):	25.11.2016	1000	Transfer		1000	56000	
	16.12.2016	(1000)	Transfer		(1000)	55000	
	30.12.2016	1000	Transfer		1000	56000	
	13.01.2017	(15000)	Transfer		(15000)	41000	
	20.01.2017	(2000)	Transfer		(2000)	39000	
	27.01.2017	3000	Transfer		3000	42000	
	03.02.2017	4000	Transfer		4000	46000	
	17.02.2017	(2000)	Transfer		(2000)	44000	
	24.02.2017	(1000)	Transfer		(1000)	43000	
	03.03.2017	(2000)	Transfer		(2000)	41000	
	10.03.2017	41000	Transfer		41000	82000	
	31.03.2017	(46000)	Transfer		(46000)	36000	
	Total	36000					
At the end of the year	36000			0.86%	36000		0.86%
6. KUSUM KANORIA							
At the Beginning of the year	0			0%	0		0%
Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date	Shares	Reason		Shares	Cumulative	
	15.7.2016	26000	Transfer		26000	26000	
	Total	26000					
At the end of the year	26000			0.62%	26000		0.62%
7. LOVSON EXPORTS LIMITED							
At the Beginning of the year	0			0%	0		0%
Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date	Shares	Reason		Shares	Cumulative	
	22.7.2016	19000	Transfer		19000	19000	
	29.7.2016	7000	Transfer		7000	26000	
	Total	26000					
At the end of the year	26000			0.62%	26000		0.62%
8. CUPID TRADES & FINANCE LIMITED							
At the Beginning of the year	0			0%	0		0%
Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date	Shares	Reason		Shares	Cumulative	
	4.7.2016	26000	Allotment		26000	26000	
	Total	26000					
At the end of the year	26000			0.62%	26000		0.62%
9. PADMA KANORIA							
At the Beginning of the year	0			0%	0		0%
Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date	Shares	Reason		Shares	Cumulative	
	15.7.2016	11000	Transfer		11000	11000	
	16.9.2016	10000	Transfer		10000	21000	
	Total	21000					
At the end of the year	21000			0.50%	21000		0.50%

10.	MAYUR RAJENDRABHAI PARIKH					
	At the Beginning of the year	0	0%	0	0%	
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date	Shares	Reason	Shares	Cumulative
		16.9.2016	3751	Transfer	3751	3751
		26.9.2016	19249	Transfer	19249	23000
		24.3.2017	(5000)	Transfer	(5000)	18000
		Total	18000			
	At the end of the year	18000	0.43%	18000	0.43%	
11.	PREMKUMAR R PANDEY					
	At the Beginning of the year	0	0%	0	0%	
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date	Shares	Reason	Shares	Cumulative
		04.7.2016	15000	Allotment	15000	15000
		15.7.2016	1000	Transfer	1000	16000
		Total	16000			
		At the end of the year	16000	0.38%	16000	0.38%
12.	RAMESHBHAI U KHALASI					
	At the Beginning of the year	16000	0.38%	16000	0.38%	
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL		NIL		
	At the end of the year	16000	0.38%	16000	0.38%	
13.	RANJANABEN MUKESHBHAI KHALASI					
	At the Beginning of the year	16000	0.38%	16000	0.38%	
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL		NIL		
	At the end of the year	16000	0.38%	16000	0.38%	
14.	PRAVINBHAI KANTIBHAI KHALASI					
	At the Beginning of the year	16000	0.38%	16000	0.38%	
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer /	NIL		NIL		

	bonus/ sweat equity etc):				
	At the end of the year	16000	0.38%	16000	0.38%
15.	JAYANTIBHAI CHHANIYABHAI KHALASI				
	At the Beginning of the year	16000	0.38%	16000	0.38%
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL		NIL	
	At the end of the year	16000	0.38%	16000	0.38%
16.	USHABEN AMTHABHAI KHALASI				
	At the Beginning of the year	16000	0.38%	16000	0.38%
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL		NIL	
	At the end of the year	16000	0.38%	16000	0.38%
17.	AMTHABHAI LALABHAI KHALASI				
	At the Beginning of the year	16000	0.38%	16000	0.38%
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL		NIL	
	At the end of the year	16000	0.38%	16000	0.38%
18.	CHAMPAKBHAI RAMABHAI KHALASI				
	At the Beginning of the year	16000	0.38%	16000	0.38%
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL		NIL	
	At the end of the year	16000	0.38%	16000	0.38%
19.	DINESHBHAI D KHALASI				
	At the Beginning of the year	16000	0.38%	16000	0.38%
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons	NIL		NIL	

	for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year	16000	0.38%	16000	0.38%
20.	MINABEN RAJESHBHAI KHALASI				
	At the Beginning of the year	16000	0.38%	16000	0.38%
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL		NIL	
	At the end of the year	16000	0.38%	16000	0.38%
21.	UTTAMBHAI ISHWARBHAI KHALASI				
	At the Beginning of the year	16000	0.38%	16000	0.38%
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL		NIL	
	At the end of the year	16000	0.38%	16000	0.38%
22.	MUKESHBHAI AMTHABHAI KHALASI				
	At the Beginning of the year	16000	0.38%	16000	0.38%
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL		NIL	
	At the end of the year	16000	0.38%	16000	0.38%
23.	UTTAMBHAI RAMABHAI KHALASI				
	At the Beginning of the year	16000	0.38%	16000	0.38%
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL		NIL	
	At the end of the year	16000	0.38%	16000	0.38%

v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year	Cumulative Shareholding during the year
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		No. of Shares	% of total Shares	No. of Shares	% of total Shares
1	PRADIPKUMAR RATILAL NAVIK				
	At the Beginning of the year	415520	13.55%	415520	13.55%
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL		NIL	
	At the end of the year	415520	9.89%	415520	9.89%
2	SHANTILAL ISHWARBHAIPATEL				
	At the Beginning of the year	447840	14.60%	447840	14.60%
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL		NIL	
	At the end of the year	447840	10.66%	447840	10.66%
3	ROHAN PRADIPKUMAR NAVIK				
	At the Beginning of the year	48160	1.57%	48160	1.57%
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL		NIL	
	At the end of the year	48160	1.15%	48160	1.15%

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning				
i) Principal Amount	321288452	63253207	-	384541659
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total	321288452	63253207	-	384541659
Change in Indebtedness during the year				
• Addition	60404148	49682986	-	110087134
• Reduction			-	
Indebtedness at the end	381692600	112936193		494628793
i) Principal Amount			-	
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total	381692600	112936193		494628793

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

S.No.	Particulars of Remuneration	Name of Managing Director/Whole Time Director/ Manager			Total Amount
		Pradipkumar Ratilal Navik	Shantilal Ishwarbhai Patel	Rohan Pradipkumar Navik	
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	24,00,000	24,00,000	24,00,000	72,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-			-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-			-
2	Stock Option	-			-
3	Sweat Equity	-			-
4	Commission -	-			-
	-as % of Profit	-			-
	-Others, Specify	-			-
5	Others, please specify	24,00,000	24,00,000	24,00,000	72,00,000
	Total (A)	24,00,000	24,00,000	24,00,000	72,00,000
	Ceiling as per the Act	84 lakhs p.a			

A. Remuneration to Managing director, Whole-time Directors and/ or Manager:

Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
1	Independent Director				
	a. Fees for attending board/ committee meeting	NIL			NIL
	b. Commission				
	c. Others, please specify				
	Total (1)				
2	Other Non-Executive Directors				
	a. Fees for attending board/ committee meeting	NIL			NIL
	b. Commission				
	c. Others, please specify				
	Total (2)				
	Total (B) = (1+2)				
	Total Managerial Remuneration	NIL			NIL
	Overall Ceiling as per the Act	84 Lakhs p.a			84 Lakhs p.a

B. Remuneration To Key Managerial Personnel Other Than Md / Manager / Wtd :

Sr.No	Particulars	Key Managerial Personnel		
		Shailendrasingh Chattarsingh Patil (CFO)	Javanika Narendrakumar Gandharva (CS)	Total
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,99,104	2,40,000	6,39,104
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission -	-	-	-
	as % of Profit	-	-	-
	Others, Specify	-	-	-
5	Others, please specify	-	-	-
	Total	3,99,104	2,40,000	6,39,104
	Ceiling as per the Act	84 Lakhs p.a		84 Lakhs p.a

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Breif Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ Court]	Appeal made, if any (give details)
A. COMPANY					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		
B. DIRECTOR					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		

CORPORATE GOVERNANCE REPORT

Report on Corporate Governance pursuant to Schedule V (C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) and forming Part of the Directors’ Report for the year ended 31st March, 2017. The Company has complied with the corporate governance requirements specified in regulation 17 to 27 and regulation 46 of the Listing Regulations.

1. COMPANY’S PHILOSOPHY ON CODE OF GOVERNANCE

The Company’s philosophy on Corporate Governance is to strive to do the right things, we explore innovative ideas and thinking with positive outlook. We stand and deliver our promises by adhering to highest standard of business ethics. We believe integrity is the foundation of our individual and corporate actions drives our organization to make it vibrant. Our organization is based on trust between the different element of our organization with honesty and credibility. In its endeavor to achieve the higher standards of governance by adopting the best emerging practices, the Company not only adheres to the prescribed corporate governance practices in terms of the regulatory requirements but is also committed to sound corporate governance principles and practices.

2. BOARD OF DIRECTORS

The Board of Directors of the Company (Board) has optimum combination of Executive and Independent Directors comprising three Executive Non Independent Directors and three Non Executive Independent Directors. The Directors are eminently qualified and experienced in business, finance and corporate management.

None of the Directors hold directorship in more than 20 public limited companies nor is a member of more than 10 committees or chairman of more than 5 committees across all the public limited companies in which they are Directors.

The table below provides the composition of the Board, their attendance at Board meetings & AGM and number of directorship, chairmanship/membership of companies:

(Table 1)

Name of the Director & Designation & Age	Category & Nature of employment	Date of Appointment	No. of Directorship held in other companies in India	No. of committees of which Member(M)/ Chairman (C)	Board meeting attended	Attendance at the last AGM	No. of Shares held & % holding (of the Company) (As on 31st March,2017)
Mr. Shantilal Ishwarbhai Patel Chairman&Managing Director 60 Years	Executive Promoter Director	06/03/2009	3	1	15	Yes	447840 (10.66%)
Mr. Pradipkumar Ratilal Navik Whole Time Director 55 Years	Executive Promoter Director	06/03/2009	2	NIL	15	Yes	415520 (09.89%)
Mr. Rohan Pradipkumar Navik Whole Time Director 30 Years	Executive Director	06/06/2011	2	NIL	15	Yes	48160 (01.15%)

Mr. Naginbhai Paragbhai Patel 64 Years	Non-Executive Independent Director	25/03/2015	1	2	13	Yes	---
Mr. Maheshbhai Nathubhai Mistry 67 Years	Non-Executive Independent Director	25/03/2015	NIL	2	13	Yes	---
Mrs. Roshan Melli Kadodwala 60 Years	Non-Executive Independent Director	25/03/2015	NIL	1	13	Yes	---

Notes:

- (1) Disclosure of Chairmanship & Membership includes membership of Audit and Stakeholder Relationship Committees in other Public Limited Companies only.
- (2) Other directorships include alternate directorship, directorship of Private Limited Companies, Section 8 Companies of the Companies Act, 2013 and Foreign Companies.
- (3) None of the Directors of Board is a member of more than ten Committees and no Director is Chairman of more than five committees across all the Public companies in which they are Director. The necessary disclosures regarding Committee positions have been made by all the Directors.
- (4) None of the Independent Director of the Company is holding position of Independent Director in more than 7 Listed Company. Further, none of the Director of the Company serving as a Whole-Time Director in any Listed Company and is holding position of Independent Director in more than 3 Listed Company.
- (5) None of the Non-executive Directors has any pecuniary relationship. Non-executive Directors have no transaction with the Company. The details of sitting fees, commission and remuneration paid to each director appear later under the disclosure relating to Remuneration to Directors.

Details of the Directors seeking appointment/re-appointment in forthcoming Annual General Meeting

The information as required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to appointment/reappointment of Directors of the Company are given in the Annexure of the Notice of the Annual General Meeting.

Board Meetings

The meetings of Board of Directors were held at the Registered Office of the Company. The functions performed by the Board include review of Minutes of Audit Committee Meetings and other Committees of the Board, adoption of financial results of the Company and review of Company's Operation & Performance. The Board meets at least once a quarter to review the quarterly performance and financial results of the Company. The maximum interval between any two meetings did not exceed 120 days. The agenda papers along with notes and other supporting were circulated in advance of the Board Meeting with sufficient information as required.

The Board met fifteen (15) times during the financial year 2016-17 on the following dates:

(Table 2)

Sr. No.	Date of Meeting	Board Strength	No. of Directors present
1.	4 th April, 2016	6	6
2.	2 nd May, 2016	6	3
3.	24 th May, 2016	6	3
4.	21 st June, 2016	6	6
5.	22 nd June, 2016	6	6
6.	1 st July, 2016	6	6
7.	4 th July, 2016	6	6
8.	26 th July, 2016	6	6
9.	16 th August, 016	6	6
10.	30 th August, 2016	6	6
11.	1 st October, 2016	6	6

12.	12 th November, 2016	6	6
13.	13 th December, 2016	6	6
14.	17 th January, 2017	6	6
15.	17 th February, 2017	6	6

Meeting of Independent Directors

The Company's independent directors meet at least once in a financial year without the presence of executive directors and management personnel to review the performance of Non-Independent Directors and Board as whole.

The Company has devised the Policy on Familiarization Programme for Independent Director and the same is available on the website of the Company www.zealaqua.com.

During the financial year 2016-17, One (1) meeting of the Independent Directors was held on following date:

17.02.2017

Attendance of the Directors at the Independent Directors Meetings held during the financial year is as under:

Name of Directors	Categories	No. of Meeting Attended
Mr. Naginbhai Paragbhai Patel	Chairman	1
Mr. Maheshbhai Nathubhai Mistry	Member	1
Mrs. Roshan Melli Kadodwala	Member	1

Committees of the Board

Directors including the Chairman provide guidance on policy matters as well as in the monitoring actions of operating management.

In conformity to the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Companies Act, 2013, the composition of these committees of Board are constituted.

3. AUDIT COMMITTEE OF BOARD

In Conformity with the requirements of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013, as applicable, the strength of the Board as also of the Audit Committee is adequate.

Broad Terms of Reference of the Audit Committee

The Audit Committee of Zeal Aqua Limited consists of two Independent Directors and one Executive Director of the Company. All the Directors have good understanding of Finance, Accounts and Law. The Audit Committee also advises the Management on the areas where internal control system can be improved.

The Compliance Officer of the Company acts as the Secretary to the Audit committee.

The terms of reference of Audit Committee of the Company are in accordance with Section 177 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 *inter-alia*, include the following:

The role of the audit committee shall include the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:

- i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - ii. Changes, if any, in accounting policies and practices and reasons for the same;
 - iii. Major accounting entries involving estimates based on the exercise of judgment by management;
 - iv. Significant adjustments made in the financial statements arising out of audit findings;
 - v. Compliance with listing and other legal requirements relating to financial statements;
 - vi. Disclosure of any related party transactions;
 - vii. Qualifications in the draft audit report.
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval.
 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, right issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/Draft Prospectus/ Prospectus /notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
 7. Review and monitor the auditor's independence, performance and effectiveness of audit process.
 8. Approval or any subsequent modification of transactions of the company with related parties;
 9. Scrutiny of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of the company, wherever it is necessary;
 11. Evaluation of internal financial controls and risk management systems;
 12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 14. Discussion with internal auditors any significant findings and follow up there on.
 15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
 16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
 18. To oversee and review the functioning of the vigil mechanism which shall provide for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases.
 19. Call for comments of the auditors about internal control systems, scope of audit including the observations of the auditor and review of the financial statements before submission to the Board;
 20. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
 21. To investigate any other matters referred to by the Board of Directors;
 22. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee shall mandatorily review the following information:

- a. Management discussion and analysis of financial information and results of operations;
- b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
- c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d. Internal audit reports relating to internal control weaknesses; and
- e. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.

Composition and attendance at Meetings:

The Chairman of the Audit Committee is Mr. Naginbhai Paragbhai Patel.

Name of Directors	Categories	Nature of Directorship
Mr. Naginbhai Paragbhai Patel	Chairman	Independent Director
Mr. Maheshbhai Nathubhai Mistry	Member	Independent Director
Mr. Shantilal Ishwarbhai Patel	Member	Executive Director

During the financial year 2016-17, Five (5) meetings of Audit Committee were held on following dates:

24.05.2016, 26.07.2016, 30.08.2016, 12.11.2016, 17.02.2017

Attendance of the Directors at the Audit Committee Meetings held during the financial year is as under:

Name of Directors	Categories	No. of Meeting Attended
Mr. Naginbhai Paragbhai Patel	Chairman	5
Mr. Maheshbhai Nathubhai Mistry	Member	5
Mr. Shantilal Ishwarbhai Patel	Member	5

4. NOMINATION AND REMUNERATION COMMITTEE

Your Company constituted a Nomination & Remuneration Committee to look into the matters pertaining to remuneration of executive and non executive directors.

The Board of Directors (“the Board”) of **Zeal Aqua Limited (“the Company”)** reviewed the charter of Nomination & Remuneration Committee” approved at the Board Meeting held on August 30, 2016. The detailed Nomination & Remuneration Policy is uploaded on the website of the Company. The web link is <http://www.zealaqua.com/policy.aspx>

Further in terms of Regulation 19(4) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 the Committee is required to formulate a criteria for evaluation of performance of Independent Directors and the Board of Directors. The criteria is available on the link <http://www.zealaqua.com/policy.php>

Broad Terms of Reference of the Nomination & Remuneration Committee

The terms of reference of Nomination & Remuneration Committee of the Company are in accordance with Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, The Nomination & Remuneration Committee, *inter-alia*:

- (1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- (2) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (3) devising a policy on diversity of board of directors;
- (4) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.

- (5) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

Composition of the Nomination & Remuneration Committee and attendance at Meetings:

The composition of Nomination & Remuneration Committee has been as under;

Name of Directors	Categories	Nature of Directorship
Mr. Naginbhai Paragbhai Patel	Chairman	Independent Director
Mr. Maheshbhai Nathubhai Mistry	Member	Independent Director
Mrs. Roshan Melli Kadodwala	Member	Independent Woman Director

During the financial year 2016-17, Five (5) meetings of the Nomination & Remuneration Committee were held on following dates:

24.05.2016. 26.07.2016. 30.08.2016. 12.11.2016. 17.02.2017

Attendance of the Directors at the Nomination & Remuneration Committee Meetings held during the financial year is as under:

Name of Directors	Categories	No. of Meeting Attended
Mr. Naginbhai Paragbhai Patel	Chairman	5
Mr. Maheshbhai Nathubhai Mistry	Member	5
Mrs. Roshan Melli Kadodwala	Member	5

REMUNERATION OF DIRECTORS

During the financial year under review the company paid below mentioned remuneration or sitting fees to directors of the Company. The Remuneration paid is in commensuration to the efforts, expertise and time devoted by the director(s).

Name of Directors	Category	Remuneration (In Rs. Lakhs)
Mr. Shantilal Ishwarbhai Patel	Managing Director	24.00
Mr. Pradipkumar Ratilal Navik	Whole Time Director	24.00
Mr. Rohan Pradipkumar Navik	Whole Time Director	24.00

Sitting Fees

No Sitting Fees was paid to Non -Executive Directors for attending the Board Meetings.

Remuneration Policy

The Company has adopted and implemented the Nomination and Remuneration Policy devised in accordance with Section 178(3) and (4) of the Companies Act, 2013 which is available on the website of the Company www.zealaqua.com.

The remuneration payable to Directors, Key Managerial Personnel and Senior Management Person will involve a balance between fixed and incentive pay reflecting short term and long term performance objectives appropriate to the working of the Company and support in the achievement of Corporate Goals.

5. STAKEHOLDERS, SHAREHOLDERS'/ INVESTOR'S GRIEVANCES COMMITTEE

Your Company has constituted a shareholder / investors grievance committee ("Stakeholders, Shareholders / Investors Grievance Committee") to redress the complaints of the shareholders.

The Stakeholders, Shareholder/Investors Grievance Committee shall oversee all matters pertaining to investors of our Company. Mr. Maheshbhai Nathubhai Mistry (Non Executive Independent Director) is heading the Committee.

Composition of the Stakeholders, Shareholders/Investors Grievance Committee and attendance at Meetings:

The composition of Stakeholders, Shareholders/Investors Grievance Committee has been as under;

Name of Directors	Categories	Nature of Directorship
Mr. Maheshbhai Nathubhai Mistry	Chairman	Independent Director
Mr. Naginbhai Paragbhai Patel	Member	Independent Director
Mrs. Roshan Melli Kadodwala	Member	Independent Woman Director

During the financial year 2016-17, Five (5) meetings of Stakeholders, Shareholders'/ Investors Grievance Committee were held on following dates:

24.05.2016, 26.07.2016, 30.08.2016, 12.11.2016, 17.02.2017

Attendance of the Directors at the Stakeholders, Shareholders'/ Investors Grievance Committee Meetings held during the financial year is as under:

Name of Directors	Categories	No. of Meeting Attended
Mr. Maheshbhai Nathubhai Mistry	Chairman	5
Mr. Naginbhai Paragbhai Patel	Member	5
Mrs. Roshan Melli Kadodwala	Member	5

Name & Designation and address of the Compliance Officer

Ms. Javanika Narendrakumar Gandharva – Company Secretary
Zeal Aqua Limited

At Olpad GIDC Pl No. 4,5, Ta Olpad
Surat - 394540 Gujarat

Pursuant to the Regulation 13(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015; the details regarding investor's complaints are as follows:

Status of Complaints pending, received, disposed and unresolved:

Number of Shareholders' Complaints Pending at the end of the year	Nil
Number of Shareholders' Complaints received during the year	Nil
Number of Shareholders' Complaints disposed during the year	Nil
Number of Shareholders' Complaints remain unresolved during the year	Nil

6. CSR COMMITTEE

Your Company has constituted a Corporate Social Responsibility committee ("CSR Committee"). The Committee is primarily responsible for formulating and recommending to the Board of Directors a Corporate Social Responsibility (CSR) Policy and monitoring the same from time to time, amount of expenditure to be incurred on the activities pertaining to CSR and monitoring CSR activities.

Composition of the Corporate Social Responsibility committee ("CSR Committee") and attendance at Meetings:

The composition of CSR Committee has been as under;

Name of Directors	Categories	Nature of Directorship
Mr. Pradipkumar Ratilal Navik	Chairman	Executive Director
Mr. Shantilal Ishwarbhai Patel	Member	Executive Director
Mrs. Naginbhai Paragbhai Patel	Member	Independent Director

During the financial year 2016-17, One (1) meetings of Corporate Social Responsibility committee ("CSR Committee") was held on following date:

17.02.2017

Attendance of the Directors at the Corporate Social Responsibility committee Meetings held during the financial year is as under:

Name of Directors	Categories	No. of Meeting Attended
Mr. Pradipkumar Ratilal Navik	Chairman	1
Mr. Shantilal Ishwarbhai Patel	Member	1
Mrs. Naginbhai Paragbhai Patel	Member	1

CSR Policy

The company's policy disseminated at www.zealaqua.com

As per Section 135(5) Companies Act, 2013, an amount of 2 percent of the average net profits of the company made during the three immediately preceding financial years which works out to Rs. 15,14,085, including unspent amount of Rs. 7,65,740 of previous year is to be spent towards Corporate Social Responsibility Activities. The detailed Report on the CSR Activities is annexed at Annexure VIII.

7. GENERAL BODY MEETINGS

The details of Annual General Meetings held during the last three years are as follows:

Years	Day, Date and Time	Venue
2013-14	Tuesday, 30 th September, 2014 at 11.00 A.M.	At Olpad GIDC PI No. 4,5, Ta Olpad Surat - 394540 Gujarat
2014-15	Wednesday, 30 th September, 2015 at 10.00 A.M.	At Olpad GIDC PI No. 4,5, Ta Olpad Surat - 394540 Gujarat
2015-16	Monday, 26 th September, 2016 at 11:30 A.M.	At Olpad GIDC PI No. 4,5, Ta Olpad Surat - 394540 Gujarat

The details of Resolution(s) which were passed in the last three Annual General Meetings ("AGM") of the Company along with details of Postal Ballot & voting pattern are as follows:

AGM Date	Resolution	Ordinary / Special	Favor		Against	
			Ballot	E- Votes	Ballot	E-Votes
30 th September, 2014	Adoption of Annual Accounts, Auditor's Report and Directors Report:	Ordinary	All the resolutions were passed unanimously, no ballot or E-voting process has been done		All the resolutions were passed unanimously, no ballot or E-voting process has been done	
	Appointment of Auditors	Ordinary				
	Related Party Transaction	Special				
	Granting of Loans and Investment	Special				
	Taking of Loans and matter related	Special				
Appointment of Employees	Special					
30 th September, 2015	Adoption of Annual Accounts, Auditor's Report and Directors Report	Ordinary				
	Appointment of Auditors	Ordinary				
26 th September, 2016	Adoption of Annual Accounts, Auditor's Report and Directors Report	Ordinary	1471520	597520	0	0
	Re-appointment of Director liable to retire by rotation	Ordinary				
	Appointment of Auditors	Ordinary				

Name and address of scrutinizer or the person who conducted the postal ballot exercise:

Mr. Ranjit Binod Kejriwal
Practicing Company Secretary,
1, Aastha, 2/906, Hira Modi Sheri,
Opp. Gujarat Samachar Press,
Sagrampura, Ring Road,
Surat – 395002
Email : rbksurat@gmail.com
Ph: +91-261-2331123

8. Extraordinary General Meeting (EGM)

There was one (1) Extraordinary General Meeting was held during the year 2016-17 is as under:

Years	Day, Date and Time	Venue
2016-17	Tuesday, 24 th May, 2016 at 01:30 P.M.	At Olpad GIDC PI No. 4,5, Ta Olpad Surat - 394540 Gujarat

The details of Resolution(s) which was passed in the Extraordinary General Meetings (“EGM”) of the Company along with details of Postal Ballot & voting pattern are as follows:

AGM Date	Resolution	Ordinary/ Special	Favor		Against	
			Ballot	E- Votes	Ballot	E-Votes
24 th May, 2016	Further Issue of Shares	Special	All the resolutions were pass unanimously, no ballot or E-voting process has been done		All the resolutions were pass unanimously, no ballot or E-voting process has been done	

Postal Ballot

The Company has passed resolutions through postal ballot during the year 2016-17 in 8th Annual General Meeting of the company held as on 26th September, 2016. The resolutions proposed for the ensuing Annual General Meeting need to be passed either through Postal Ballot or through e-voting at the option of shareholders.

9. MEANS OF COMMUNICATION

During the year, half-yearly and annual financial results of the Company were submitted to the stock exchanges immediately after the conclusion of the Board meetings.

The results were also sent to the Stock Exchange for general information and for putting on their website. The notice of the AGM was sent to the shareholders well in advance of the AGM. The gist of the notice is also published in newspapers. The Company regularly puts latest information and financial data on the website of the Company www.zealaqua.com.

10. GENERAL SHAREHOLDERS' INFORMATION

Annual General Meeting

1	Date, Time and Venue	Friday, 22 nd September, 2017 at 11.30 A.M. at the Registered Office of the Company at Olpad GIDC PL No. 4 5., Ta Olpad Surat-394540
2	Financial Year	The Financial year of the Company is From April 1 to March 31 of the following year.
3	Date of Book Closure	September 11, 2017 to September 15, 2017 (both days inclusive)

The Members / Proxies who intend to attend the meeting are requested to bring the Attendance slip sent herewith duly filed in to the meeting. The instrument appointing the proxy, in order to be effective, should be duly stamped, completed and signed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

Financial Calendar

Financial Reporting for the half year ended 30 th September, 2016	:	Within 45 days from end of half year
Financial Reporting for the half year/year ended 31 st March, 2017	:	Within 60 days from end of half year/year

Listing on Stock Exchange

The Equity Shares of the Company as on the date are listed on the SME Platform of BSE Limited. The Company confirms that it has paid Annual Listing Fee for the Financial Year 2016-17 to the BSE Limited.

Stock Code of the Company

ISIN	:	INE819S01017
Scrip Name	:	ZEAL
Security Code	:	539963
Type of Shares	:	Equity Shares
No. of paid up shares	:	4202200

Name of the Stock Exchange

BSE Limited

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001

Tel. : 022-22721233/4, Fax : 022-22721919

Market Price Data (As obtained from BSE Website)

Month & Year	High Price	Low Price	Volume* (No. of shares)
July, 2016	138.00	128.00	3,18,000
August, 2016	150.75	128.00	52,000
September, 2016	175.50	130.00	92,000
October, 2016	196.00	171.00	92,000
November, 2016	212.00	195.00	14,000
December, 2016	240.00	210.05	49,000
January, 2017	393.10	236.00	95,000
February, 2017	307.00	276.00	88,000
March, 2017	395.50	300.00	2,92,000

*Total No. of shares traded in the month.

Registrar and Share Transfer Agent

Bigshare Services Private Limited

Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis Apartments, (Next to keys Hotel), Marol Maroshi Road, Andheri (E), Mumbai- 400059

Tel. :+91-022-62638200, E-mail: info@bigshareonline.com

Share Transfer System

The Company's shares are compulsorily traded in dematerialized mode. The dematerialized shares are transferable through the depository system. The power of share transfer has been delegated to the designated officials of Registrar & Transfer Agent of the Company, **Bigshare Services Private Limited**. The Registrar & Transfer Agent processes the share transfers within a period of fifteen days from the date of receipt of the transfer documents.

The Company has obtained half yearly certificates from Company Secretary in Practice for compliance of share transfer formalities as per the requirement of Clause 47(c) of the Listing Agreement and Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has also carried out Quarterly Secretarial Audit for the reconciliation of Share Capital as required under SEBI circular no. 16 dated 31st December, 2002.

Investor Helpdesk

Shareholders/Investors can also send their queries through e-mail to the Company at cs@zealaqua.com. This designated e-mail has also been displayed on the Company's website www.zealaqua.com under the section Investor contact.

Compliance Officer

Ms. Javanika Narendrakumar Gandharva (*Company Secretary & Compliance Officer*)

Distribution of Shareholding (as on 31st March, 2017)

a. On the basis of Shares held

Range (No. of Shares)	No. of Shareholders	% of Shareholders	Total Share amount in the range	% of Shares
1 to 5000	2	1.0363	s 2330	0.0055
5001 to 10000	55	28.4974	550000	1.3088
10001 to 20000	11	5.6995	220000	0.5235
20001 to 30000	15	7.7720	450000	1.0709
30001 to 40000	18	9.3264	719270	1.7117
40001 to 50000	24	12.4352	1200000	2.8556
50001 to 100000	22	11.3990	1570000	3.7361
100001 to 500000	34	17.6166	6741600	16.0430
500001 to 1000000	5	2.5907	3890000	9.2571
1000001 to 5000000	6	3.1088	20006800	47.6103
5000001 to 10000000	1	0.5181	6672000	15.8774
TOTAL	193	100.00	42022000	100.00

b. On the basis of Category

Sr. No.	Description	No. of members		No. of shares	
		Nos.	%	Nos.	%
A	Promoters Holding				
	Directors & Relatives	8	04.15	1838880	43.76
	Bodies Corporate	5	02.59	1036160	24.66
B	Non Promoter Holding				
	<u>Institutions</u>				
	Mutual Funds				
	<u>Non-Institutions</u>				
	Resident Individual	167	86.53	1021087	24.30
	HUF				
	Foreign Individuals or NRI	-	-	-	-
Bodies Corporate	11	05.70	293000	06.97	
Any other (clearing member)	2	01.03	13073	00.31	
	Total:	193	100.00	4202200	100.00

PAN requirement for Transfer of Shares in Physical Form

The Securities & Exchange Board of India (SEBI) has mandated the submission Permanent Account Number (PAN) for securities market transactions & off market/private transactions involving Transfer of Shares in Physical Form of Listed Companies. Therefore it shall be mandatory for the transferee(s) to furnish a copy of the PAN Card to the Company/Registrar & Share Transfer Agents for Registration of such transfers. Members/Investors are therefore requested to make note of the same & submit their PAN Card copy to the Company/ Registrar & Share Transfer Agents.

Change in Shareholders Details

In case you are holding your shares in dematerialized form (e.g. in electronic mode), communication regarding change in address, bank account details, change in nomination, dematerialization of your share certificates or other inquiries should be addressed to your DP where you have opened your Demat Account, quoting your client ID number. In case of physical holding of shares, any communication for change of any details should be addressed to Registrar & Share Transfer Agent of the Company, Bigshare Services Private Limited, as per address mentioned above.

Nomination Facility

It is in the interest of the shareholders to appoint nominee for their investments in the Company. Those members, who are holding shares in physical mode and have not appointed nominee or want to change the nomination, are requested to send us nomination form duly filed in and signed by all the joint holders.

Outstanding GDRS/ADRS/Warrants/Any Other Convertible Instruments

The Company does not have any outstanding instruments of the captioned type.

Proceeds from Public Issue / Rights Issue / Preferential Issue / Warrant Conversion

During the year, the Company has issued 11,35,000 equity shares of Rs. 10/- each with security premium of Rs. 120/- each as on 4th July, 2016 and the shares of the company listed on BSE SME since 07.07.2016

Details of Dividend

The Company has not declared dividend in the past.

Details of Unpaid Dividend

Since, the Company has not paid any dividend, in past years and so there is no unpaid dividend amount.

Address for Correspondence**Zeal Aqua Limited**

At Olpad GIDC PL No. 4, 5, Ta Olpad Surat-394540

Tel. : +91 2621-220047

Fax : +91 2621-220047

E-mail : cs@zealaqua.com

Website : www.zealaqua.com

CIN : L05004GJ2009PLC056270

11. OTHER DISCLOSURES

Related Party Transaction

The Company has no materially significant related party transactions with related parties during the financial year which were in conflict with the interest of the Company. All Related Party Transactions during the year have been disclosed vide Annexure C of notes on financial statement as per the requirement of “Accounting Standards -18 - Related Party Disclosure issued by Institute of Chartered Accountants of India (ICAI)”.

All the transactions entered into with Related Parties as defined under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year were in the Ordinary Course of business and on arms length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. Prior approval of the Audit Committee is obtained for all Related Party Transactions.

The Board has approved a policy for related party transactions which is available on the website of the Company www.zealaqua.com.

Details of non-compliance by the Company

There were no instances of non-compliance or penalties, imposed on the Company by the Stock Exchange or any other statutory authority, on any matter related to Capital Markets, during the year.

Disclosure of accounting treatment in preparation of Financial Statement

In preparation of the financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India (ICAI). The significant accounting policies which are consistently applied have been set out in the Notes to the Accounts.

Whistle Blower Policy

The Company has implemented a Whistle Blower Policy covering the employees. The Policy enables the employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the Company’s code of Conduct. Employees can lodge their Complaints through anonymous e-mails besides usual means of communications like written complaints. During the year under review, no employee was denied access to the Audit Committee. The Whistle Blower Policy as approved by the Board is available on the website of the Company www.zealaqua.com.

Risk Management

The Company has to frame a formal Risk Management Framework for risk assessment and risk minimization to ensure smooth operation and effective management control. The Audit Committee has to review the adequacy of the risk management framework of the Company, the key risks associated with the business and to measure the steps to minimize the same

Code of Conduct for prevention of Insider Trading

The Company has adopted the Code of Conduct for regulating, monitoring and reporting of Trading by Insiders in accordance with the requirement of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Companies Act, 2013.

SEBI Complaints Redress System (SCORES)

SEBI administers a centralized web-based complaints redress system (SCORES). It enables investors to lodge and follow up complaints and track the status of redressal online on the website www.scores.gov.in. It also enables the market intermediaries and listed companies to receive the complaints from investors against them, redress such complaints and report complaints redressed. All the activities starting from lodging of a complaint till its disposal are carried online in an automated environment and the status of every complaint can be viewed online at any time. The Company has registered itself on SCORES and endeavors to resolve all investor complaints received through SCORES or otherwise within 15 days of the receipt of the complaint. During the year, no investor complaints received by the Company through SCORES.

The Board

The chairperson of the company is an Executive Director.

Separate posts of chairperson and chief Executive Officer

The company has its managing director as a chairman. But all efforts are made to ensure that all the members of the board are given adequate opportunity to put their views and participate in the proceeding(s) of meeting.

Compliance Certificate from the Auditors

As required by Schedule V (E) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Auditors' certificate on Corporate Governance is annexed to this report.

Adoption of mandatory requirements

The Company has complied with all mandatory requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

Compliance with Code of Conduct

In Compliance with Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, The Board Members and Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended 31st March, 2017.

DECLARATION

All the Members of the Board of Directors of the Company and Senior Management Personnel have affirmed compliance with the Code of Conduct for the financial year ended 31st March, 2017 as applicable to them as laid down in Companies Act, 2013 with the code of conduct of Board of directors and senior management.

**By order of the Board of Directors
For Zeal Aqua Limited**

**Date: 26th August, 2017
Place: Surat**

Sd/-
**Shantilal Ishwarbhai Patel
Managing Director & Chairman
(DIN: 01362109)**

PARY AND CO.
Chartered Accountants

9005, World Trade Center, Ring Road, Surat-395002
Email :paryco@gmail.com, Tel: 0261-3927221

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

(Pursuant to Schedule V (E) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members of
Zeal Aqua Limited.

We have examined the compliance of the conditions of Corporate Governance by Zeal Aqua Limited (The Company) CIN:L05004GJ2009PLC056270; for the year ended 31st March 2017 as stipulated in Regulation 27(2) of SEBI (Listing Obligation And Disclosure Requirements), Regulations 2015 of the said Company with Bombay Stock Exchange Ltd.

The compliance of the conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Shareholders/Investors Grievances Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with the management has conducted the affairs of the Company.

For PARY AND CO.
Chartered Accountants
(FRN :007288C)

PLACE: SURAT
DATE: 26th August, 2017

Sd/-
CA Akash Rajnikant Gaglani
Partner
M. No. 114255

CERTIFICATION BY THE CHIEF FINANCIAL OFFICER ON FINANCIAL STATEMENTS OF THE COMPANY

I, Shailendrasingh Chatarsingh Patil, Chief Financial Officer of Zeal Aqua Limited, certify that:

- (a) I/We have reviewed the financial statements and the Cash Flow Statement for the year and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) There are, to the best our knowledge the belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) I/ We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee:
 - (i) There has not been any significant change in internal control over financial reporting during the year under reference ;
 - (ii) There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements ; and
 - (iii) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the company's internal control system over financial reporting.

By order of Board of Directors

Date: 30th May, 2017
Place: Surat

Sd/-
Shailendrasingh Chatarsingh Patil
Chief Financial Officer

“ANNEXURE III”

ENERGY CONSERVATION MEASURES, TECHNOLOGY ABSORPTION AND R & D EFFORTS AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

[Disclosure under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 (3) of Companies (Accounts) Rules, 2014]

A Conservation of Energy			NIL
(i) the steps taken or impact on conservation of energy			
(ii) the steps taken by the company for utilising alternate sources of energy			
(iii) the capital investment on energy conservation equipment			
B Technology absorption			NIL
(i) the efforts made towards technology absorption			
(ii) the benefits derived like product improvement, cost reduction, product development or import substitution			
(iii) in case of imported technology (imported during last three years reckoned from the beginning of the financial year)			
The details of technology			
a imported			
b the year of import			
c whether the technology been fully absorbed			
d if not fully absorbed areas where absorption has not taken place& reasons thereof			
(iv) the expenditure incurred on research & development.			
C Foreign Exchange			
Details of Earning in Foreign Exchange			
		<u>Current Year</u>	<u>Previous Year</u>
Export of goods calculated on FOB basis			
Interest and dividend			
Royalty			
Know- how			
Professional & consultation fees			
Other income			
Total Earning in Foreign Exchange		NIL	NIL
Details of Expenditure in Foreign Exchange			
Import of goods calculated on CIF basis			
(i)raw material			
(ii)component and spare parts			
(iii)capital goods		82,576,000	NIL
Expenditure on account of			
(i) Royalty			
(ii) Know- how			
Professional & consultation fees			
Interest			
Other matters			
Dividend paid			
Total Expenditure in foreign exchange		82,576,000	NIL

“ANNEXURE IV”

Particulars of Employees

Disclosure under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A. Particulars of Employee in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- a) **The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2016-17, ratio of the remuneration of the employees of the Company for the financial year 2016-17 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:**

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for F.Y. 2016-17 (in rupees)	% increase in Remuneration in the F.Y. 2016-17	Ratio of Remuneration of each Director/to median remuneration of employees
1.	Shantilal Ishwarbhai Patel Executive Director & Chairman	24,00,000	NIL	N.A.
2.	Pradipkumar Ratilal Navik Executive Director	24,00,000	NIL	N.A.
3.	Rohan Pradipkumar Navik Executive Director	24,00,000	NIL	N.A.
4.	Naginbhai Paragbhai Patel Non-Executive Director	N.A.	N.A.	N.A.
5.	Maheshbhai Nathubhai Mistry Non- Executive Director	N.A.	N.A.	N.A.
6.	Roshan Melli Kadodwala Non- Executive Director	N.A.	N.A.	N.A.
7.	Shailendra Chatarsingh Patil Chief Financial Officer	3,99,104	NIL	
8.	Javanika Narendrakumar Gandharva* Company Secretary	2,40,000	NIL	

* Appointed w.e.f. 4th April, 2016.

- b) **The median remuneration of employees of the Company during the Financial Year 2016-17 is Rs. 17,479/-**
- c) **The percentage increase in the median remuneration of employees in the Financial year 2016-17: 13.46%**
- d) **The number of permanent employees on the rolls of the Company as on 31st March, 2017:**
Twenty Two (22) Employees (excluding KMP)
- e) **The explanation on the relationship between average increase in remuneration and Company performance:**

The percentage increase in the median employee remuneration of the Company in the Financial Year 2016-17 is 13.46%. During the year, the Company has reported Net Profit after tax amounting 177.49 lacs as against Net profit after tax amounting 190.95 lacs in the previous year.
- f) **Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:**

Name	Designation	Remuneration (in `)	% Change in Remuneration	Profit/ (Loss) After Tax (in Rs.)	Change in Profit/ (Loss) after Tax
Mr. Shantilal Ishwarbhai Patel	Managing Director	24,00,000	--	177.49lacs	The Company reported profit amounting 190.94 lacs during the F.Y. 2015-16.
Mr. Pradipkumar Ratilal Navik	Whole Time Director	24,00,000	--		
Mr. Rohan Pradipkumar Navik	Whole Time Director	24,00,000	--		
Mr. Shailendrasingh Chatarsingh Patil	Chief Financial Officer	3,99,104	--		
Ms. Javnika Narendrakumar Gandharva*	Company Secretary	2,40,000	--		

* Appointed w. e. f. 4th April, 2016.

g) Variation in the Market Capitalization of the Company, P/E Ratio and Price of the Shares:

Sr. No.	Particulars	As on 31 st March, 2017	As on 31 st March, 2016
1.	Market Capitalization	16073.42Lacs	N.A.
2.	P/E Ratio	90.64	N.A.
3.	Market Price of Equity Shares at i. BSE	382.50	N.A.

h) Average percentile increase in the Salaries of the Employees and Managerial Remuneration:

Sr. No.	Particulars	Percentile Increase / (Decrease)
1.	Salaries of the Employees other than Managerial Remuneration	NIL
2.	Managerial Remuneration	--

i) The ratio of Remuneration of the highest paid Director to that of the employees who are not directors but receive remuneration in excess of the highest paid Director during the year.

There is no such employee in the Company.

j) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

B. Particulars of Employee in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

There is no employee in the Company employed throughout the financial year with salary above 60 lacs per annum or employed part of the financial year with average salary above 5 lacs per month. Further, there is no employee employed throughout Financial year or part thereof, was in receipt of remuneration of in aggregate is in excess of that drawn by the Managing Director or Whole time Director or Manager and holds by himself or along with his spouse and dependent children, not less than Two percent (2%) of the Equity Shares of the Company.



“Annexure V”

Form No. AOC-2

Particulars of Contracts/arrangements made with related parties

(Pursuant to clause (h) of sub-section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

Forms for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

Details of contracts or arrangements transactions not at arm’s length basis

There were no contracts or arrangements or transactions entered in to during the year ended on 31stMarch, 2017, which were not at arm’s length basis.

Details of material contracts or arrangement or transactions at arm’s length basis

There were no material contracts or arrangements or transactions entered in to during the year ended on 31stMarch, 2017, which were at arm’s length basis.

Sr. No.	Particulars	Details
1.	Name(s) of the related party and nature of relationship	N.A.
2.	Nature of contracts/arrangements/transactions	N.A.
3.	Duration of the contracts / arrangements/transactions	N.A.
4.	Salient terms of the contracts or arrangements or transactions including the value, if any	N.A.
5.	Date(s) of approval by the Board	N.A.
6.	Amount paid as advances, if any :	--

By order of the Board of Directors
For Zeal Aqua Limited

Date : 26th August, 2017
Place : Surat

Sd/-
Shantilal Ishwarbhai Patel
Managing Director & Chairman
DIN: 01362109

Regd. Office: Plot No. 4 / 5, Olpad G.I.D.C,
Taluka: Olpad, District: Surat 394 540, State: Gujarat, India, **t:+91 -2621-220047**
Factory: Block No. 347, Village Orma, Taluka :Olpad, District: Surat, State: Gujarat, India
Email: zealaqua@gmail.com, **Website:**www.zealaqua.com

**Form No. MR-3
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31.03.2017

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Zeal Aqua Limited
(Formerly Known as Zeal Aqua Private Limited)
(CIN: L05004GJ2009PLC056270)
At Olpad GIDC Pl No. 4,5,
Ta Olpad Surat - 394540

I/We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Zeal Aqua Limited**, (hereinafter called the “company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my/our verification of the **M/s. Zeal Aqua Limited**, books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March, 2017** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. Zeal Aqua Limited** for the financial year ended on **31st March, 2017** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) to the extent applicable during the year:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992(upto 14th May, 2015) and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,2015 (effective 15th May, 2015);
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- vi. Other Laws Specifically Applicable to Company:
 - a. Income Tax Act, 1961
 - b. VAT Act and other Indirect Taxes
 - c. Labour Laws

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards with regard to the Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with BSE-SME Stock Exchange of India and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During The year under review, the company has complied with the provisions of the act, rules, regulations and guidelines mentioned above.

I further report that, based on the information provided by the company, its officers and authorised representative during the conduct of the audit, and also on the review of reports by CS/CFO of the company, in my opinion, adequate systems and processes and control mechanism exist in the company to monitor and ensure compliance with applicable general laws.

I further report, that the compliance by the company of applicable financial laws, like direct and indirect tax laws, Pollution control, CRZ laws and Labour laws has not been reviewed in this audit since the same have been subject to review by statutory financial audit and other designated professionals.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. As per the minutes of the meetings duly recorded and signed by the chairman, the decisions of the board were unanimous and no dissenting views have been recorded.

I/we further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I report further that, during the audit period, there were no specific events/actions in pursuance of the aforesaid laws, rules, regulations, etc. having a major bearing on the company's affairs.

Sd/-

Place: SURAT
Date: 26th August, 2017

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



MANAGEMENT DISCUSSION AND ANALYSIS

In terms of Regulation 34 of SEBI (Listing Obligations And Disclosure Requirements), Regulations, 2015 the Management Discussion and Analysis Report (MDAR) is structured as follows:

- Industry structure and developments
- Opportunities & Threats
- Segment-wise or product-wise performance
- Outlook
- Risk and Concerns
- Internal Control System
- Financial and operational performance
- Material Development in Human Resources

Some Statements in this discussion may be forward looking. Future performance may however differ from those stated in the management discussion and analysis on account of various factors such as changes in Government regulations, tax regimes, impact of competition, etc.

MARKET TREND & ECONOMY

Aquaculture continues to be the fastest growing animal food-producing Industry Aquaculture also known as aqua farming of aquatic organisms including fish, molluscs, shrimps/prawns and aquatic plants. Farming implies some form of intervention in the rearing process to enhance production, such as regular stocking, feeding, protection from predators, etc. Farming also implies individual or corporate ownership of the stock being cultivated. For statistical purposes, aquatic organisms which are harvested by an individual or corporate body which has owned them throughout their rearing period contribute to aquaculture while aquatic organisms which are exploitable by public as a common property resource, with or without appropriate licences, are the harvest of fisheries.

World Aquaculture production in 2012 was 90.43 million tonnes including 66.63 million tonnes of food fish, 23.78 million tonnes of aquatic algae (mostly marine macro algae/ seaweeds), and 22.4 thousand tonnes of non food products (pearls & shells etc.) On global average, aquaculture supplied 9.41 of food fish per person for consumption in 2012. However, Production distribution is extremely uneven across the globe and on all continents owing to the imbalance development.

Global fish production has grown steadily in the last five decades, with food fish supply increasing at an average annual rate of 3.2 percent, outpacing world population growth at 1.6 percent. World per capita apparent fish consumption increased from an average of 9.9 kg in the 1960's to 19.2 kg in 2012. This impressive development has been driven by a combination of population growth, rising incomes and urbanization, and facilitated by the strong expansion of Aquaculture production and more efficient distribution channels. China has been responsible for most of the growth in fish availability, owing to the dramatic expansion in its fish production, particularly from aquaculture. Its per capita apparent fish consumption also increased an average annual rate of 6.0 percent in the period 1990-2010 to about 35.1 kg in 2010. Annual per capita fish supply in the rest of the world was about 15.4 kg in 2010(11.4 kg in the 1960's and 13.5 kg in the 1990's).

OPPORTUNITIES & THREATS

Opportunities:

- ✓ Introduction of schemes of Government to allot coastal lands for aquaculture purposes to promote this industry and generate a source of revenue.
- ✓ The demand for sea food is increasing all over the world, Particularly Indian sea food exports. One of the reasons, being seafood is considered as healthier as compare to other forms of meat. India is gifted with long coast line ideally suited for development of seafood industry.
- ✓ The shrimp harvested from the own ponds and also from satellite farming will be brought to processing unit for further processing so as to sale it to the clients for the end use and thus it will improve the top line of our business.
- ✓ The Processing unit is located at a distance of about 15 kms. From the city of Surat on State Highway connecting Olpad- Sarsa, at village- orma, which is an upcoming Industrial area on the Outskirts of Surat City due to which our Company enjoys the good connectivity with different parts of the states. The site also has connectivity to National Highway No. 8 which is also part of the upcoming Delhi-Mumbai Industrial Corridor (DMIC).

Regd. Office: Plot No. 4 / 5, Olpad G.I.D.C,

Taluka: Olpad, District: Surat 394 540, State: Gujarat, India, t:+91 -2621-220047

Factory: Block No. 347, Village Orma, Taluka :Olpad, District: Surat, State: Gujarat, India

Email: zealaqua@gmail.com, **Website:** www.zealaqua.com

Threats:

- ✓ The Company plans to export the shrimp from the proposed processing unit. Thus, they will be exposed to the risk from foreign exchange fluctuations to the extent its export.
- ✓ The Aqua culture activity is dependent on climate conditions prevailing during season which is unpredictable. Natural Calamities like floods, cyclones, during the culture season can have serious impact on the prospects of successful culture.

SEGMENT WISE OR PRODUCT WISE PERFORMANCE

Your company has only one segment during the financial year 2016-15. The company was engaged in Shrimp Farming with allied activities. The performances are reflected in the balance sheet.

OVERVIEW & OUTLOOK

Shrimp Farming and processing is in a very infant stage in India as compared to other nations. The demand for shrimps has shown upward trend in international markets. Domestic markets also have shown an increase in demand. This year due to good rains your company believes that the production must be good as compared to previous year. But the huge production may also impact the selling prices of the product.

RISK AND CONCERNS

Shrimp Farming like any other farming activity, is dependent on nature. Although all possible efforts are taken to mitigate the adverse effects of nature, but we do not have full control on it. Our product being a live product is also prone to various type of disease and so on. Seasonal production, low number of process house and perishable nature of product are always a matter of concern.

INTERNAL CONTROL SYSTEM

The Company has in place an adequate system of internal control commensurate with its size and nature of its business. These have been designed to provide reasonable assurance that all assets are safeguarded and protected against loss from unauthorized use or disposition and that all transactions are authorized, recorded and reported correctly and the business operations are conducted as per the prescribed policies and procedures of the Company. The Audit committee and the management have reviewed the adequacy of the internal control systems and suitable steps are taken to improve the same.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The financial year 2016-17 was well for the company. The company continues the business of shrimp farming and trading activities of seed, feed and medicines during the financial year. Your Company has recorded total revenue of Rs. 1,74,98,72,024/-, Net Profit after tax for the Financial Year is Rs. 1,77,48,567/- and recorded an EBIDITA of Rs. 2,74,75,693/- as standalone basis for the financial year under consideration.

HUMAN RESOURCES DEVELOPMENT AND INDUSTRIAL RELATIONS

Your Company firmly believes that its human resources are the key enablers for the growth of the Company and important asset. Hence, the success of the Company is closely aligned to the goals of the human resources of the Company. Taking into this account, your Company continued to Invest in developing its human capital and establishing its brand on the market to attract and retain the best talent.

Employee relations during the period under review continued to be healthy, cordial and harmonious at all levels and your Company is committed to maintain good relations with the employees.

CAUTIONARY STATEMENT

The report may contain certain statements that the Company believes are, or may be considered to be "forward looking statements" that describe our objectives, plans or goals. All these forward looking statements are subject to certain risks and uncertainties, including but not limited to, government action, economic development and risks inherent in the Company's growth strategy and other factors that could cause the actual results to differ materially from those contemplated by the relevant forward looking statements.

For Zeal Aqua Limited

Date: 26th August, 2017
Place: Surat

Sd/-
Shantilal Ishwarbhai Patel
Managing Director & Chairman
(DIN: 01362109)

“ANNEXURE VIII”

Corporate Social Responsibility (CSR) [Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. A brief outline of the Company’s CSR policy, including overview of projects or programs proposes to be undertaken:

Zeal Aqua Limited is committed to conduct business in a socially, economically and environmentally responsible and sustainable manner, which enables the creation and distribution of wealth for the betterment of all its stakeholders, internal as well as external, through the implementation and integration of ethical systems and sustainable management practices. For this, company had laid a balanced emphasis on all aspects of corporate social responsibility and sustainability with regard to its internal operations, activities and processes, as well as undertake initiatives and projects to facilitate capacity building, empowerment of communities, inclusive socioeconomic growth, environment protection, promotion of green and energy efficient technologies and upliftment of the marginalized and underprivileged sections of the society.

The CSR provisions of the Companies Act 2013, Schedule VII, or the CSR rules are inviolable.

The CSR Committee so constituted formulated Policy on Corporate Social Responsibility (CSR Policy) as on 17.02.2017 and the Board of Directors of the Company ('Board') has approved the same as per recommendation of CSR Committee. Web link: <http://www.zealacqua.com/policy.php>

2. The Composition of the CSR Committee:-

Name	Designation	Nature of Directorship
Mr. PradipkumarRatilal Navik	Chairman	Executive Director
Mr. Shantilal Ishwarbhai Patel	Member	Executive Director
Mr. Naginbhai Paragbhai Patel	Member	Independent Director

3. Average net profit of the Company for last three financial year:-37,417,281/-

4. Prescribed CSR expenditure (2% of the amount as above):- 7,48,345/-

5. Details of CSR spent during the financial year 2016-17:-

(a) Total amount spent during the year:- NIL

(b) Amount unspent:- 15,14,085/-

(c) Manner in which the amount spent during the financial year is detailed below:-

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	CSR projects or activity identified	Sector in which the project is covered	Projects of programs (1)Local area or other (2) specify the state and district where projects or programs was undertaken	Amount outlay (Budget) project or program wise	Amount spent on the projects or programs Sub – heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure up to the reporting period	Amount spent: Direct or through implementing agency
(1)	Contribution for rural area development of Cremation Ground	Schedule VII, Item-X, (Rural Development Projects)	Contribution for development of Cremation Ground in Dandi Village	26,29,026	NIL	26,29,026	N.A.

6. Reason for not spent CSR amount: The project has been started of late in financial year 2016-17 and the payment will be done in financial year 2017-18. So budgeted amount was not spent up to 31.03.2017.
7. Responsibility Statement:
Pursuant to the provisions of section 135 of the Companies Act, 2013 read with Companies Rules, (Corporate Social Responsibility Policy) Rules, 2014, Mr. Shantilal Ishwarbhai Patel, Chairman & Managing Director & Mr. Pradipkumar Ratilal Navik, Chairman of CSR Committee, do confirm that the implementation and monitoring of CSR Policy, is in compliance with the CSR objectives and policy of the Company.

For **ZEAL AQUA LIMITED**

Sd/-
Managing Director
Shantilal Ishwarbhai Patel
(01362109)

Sd/-
Chairman of CSR Committee
Pradipkumar Ratilal Navik
(01067716)



ZEAL AQUA LIMITED
CIN No: L05004GJ2009PLC056270

“ANNEXURE IX”

STATEMENT ON RISK MANAGEMENT

Aquaculture is an industry of great diversity. We at **Zeal Aqua Limited** seek to minimize the adverse impacts of all kinds of risks, thus enabling the company to leverage market opportunities effectively and enhance long term competitive advantage. Consequently any attempt to produce a simple framework for the identification of the most common risks is not easy, even within genera of animal or plant species. Our Risk Management Framework involves identification, analyses, evaluation, treatment, mitigation and monitoring all kinds of risks like Production, market related and pure risks.

Production risks are the principal concern in the daily routine of the farmer, as the production process is his sole responsibility. There are many and varied risks in the production process which can reduce profitability, compared with those which may occur in the subsequent processes of marketing and consumption. Production risks can be conveniently categorized into (i) operational, (ii) technological, (iii) financial, and (iv) social risks.

Market Related risk to product quality can often be avoided through processing cooperatives. These are invariably geared to large institutional markets, such as the catfish industry in the United States, and the processors apply stringent quality control methods to the benefit of all producers.

Pure risks describe a group of risks common to life and business in general, and are not specific to the aquaculture industry. Their occurrences are not selective, but the consequences of some of them have a priori relevance to the aquaculture industry compared with many other industries

Pure Risk can be conveniently categorized into (i) Physical risk of nature, (ii) Social and political risk, and (iii) Liability.

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Email: zealaqua@gmail.com, **Website:** www.zealaqua.com

“ANNEXURE X”

UTILISATION OF IPO PROCEEDS

PARY AND CO.

Chartered Accountants

9005, World Trade Center, Ring Road, Surat-395002

Email :paryco@gmail.com, Tel: 0261-3927221

TO WHOM IT MAY CONCERN

We have examined the books of Zeal Aqua Limited (The Company) CIN:L05004GJ2009PLC056270; for the period upto 31st March 2017 in regards to the utilisations of IPO proceeds of Rs. 1475.50 Lakhs received by issuing of shares at BSE-SME exchange is as Under:

Particulars	Amount (In Rs. Lakhs)	Amount (In Rs. Lakhs)
Net Proceeds from IPO (A)		1475.50
Funds actually Utilised upto 31.03.2017 towards;		
1. Issue Expenses [out of above; Rs. 10.10 Lacs forms reimbursement of earlier expenses towards public issue]	40.72	
2. Setting up Shrimp Processing Unit and Individually quick Frozen (IQF) Shrimp products	1311.58	
3. General Corporate Purposes [Working Capital Purpose]	123.20	
(B)		1475.50
Funds Lying Unutilized (A-B)		NIL

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has utilised the amounts as detailed above.

**For PARY AND CO.
Chartered Accountants
(FRN : 007288C)**

PLACE: SURAT
DATE: 30.05.2017

Sd/-
**CA Akash Rajnikant Gaglani
Partner
M. No. 114255**

INDEPENDENT AUDITORS' REPORT

To,
The Members of
Zeal Aqua Limited

1. Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **Zeal Aqua Limited** (“the **Company**”), which comprise the balance sheet as at 31st March, 2017, the statement of profit and loss, the cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

2. Management’s Responsibility for the Standalone Financial Statements

The Company’s Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and Cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. Auditor’s Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the standards on auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company’s preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company’s Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

4. Auditor's Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:-

- i. In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2017;
- ii. In the case of the Statement Profit and Loss Account, of the profit for the year ended on that date; and
- iii. In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

5. Report on Other Legal and Regulatory Requirements

- A. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the **Annexure-A** a statement on the matters specified in paragraphs 3 and 4 of the Order.
- B. As required by Section 143(3) of the Act, we report that:
 - 1) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - 2) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - 3) The balance sheet, the statement of profit and loss, and the cash flow statement dealt with by this report are in agreement with the books of account.
 - 4) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - 5) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - 6) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - 7) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 26 to the financial statements;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For PARY AND CO.
Chartered Accountants
(FRN : 007288C)

Sd/-
CA AkashRajnikantGaglani
Partner
M. No. 114255

PLACE: SURAT
DATE: 30.05.2017

ANNEXURE-A TO THE AUDITORS REPORT

(Referred to in paragraph A under "Report on other legal and regulatory requirements of our report of even date)

As required by the companies (Auditor's Report) order, 2016 and according to the information and explanations given to us during the course of audit and on the basis of such checks as were considered appropriate, we report that :

1. In respect of Fixed Assets :

- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets on the basis of available information.
- (b) As explanation provided to us, all the fixed assets have been physically verified by the management in a phased periodical intervals, which in our opinion is reasonable having regard to the size of company and nature of its asset. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us, we report that The title deeds/lease deeds in respect of all the immovable properties of land which are freehold and disclosed as fixed assets in the financial statements and buildings are held in the name of the company as at balance sheet date.

2. In respect of its Inventories :

As informed and explained to us, Physical verification of inventories have been conducted at reasonable intervals by the management; which in our opinion is reasonable having regard to the size of company and nature of its asset. No material discrepancies were noticed on such verification.

3. In respect of Loans and Advances granted during the year:

The company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties mentioned under the register maintained under section 189 of the Companies Act, 2013. Consequently, the requirement of clause (iii)(a) to clause (iii)(c) of paragraph 3 of the Order is not applicable to the company.

4. Loans, Investments and gurantees:

In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, in respect of investments, loans, guarantees or securities outstanding at the year end.

5. According to information and explanations given to us, the Company has not accepted any deposit nor has any unclaimed deposit within the meaning of the provisions of sections 73 to 76 or any other relevant provision of the act and rules framed thereunder. Hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable to the company.

6. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

7. In respect of Statutory Dues :

- (a) According to the records of the company, undisputed statutory dues including provident fund, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues have been regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues, were outstanding as at the last day of the financial year concerned for a period of more than six months from the date they became payable.
- (b) According to information and explanation given to us, dues of income tax, sales tax, service tax, custom duty and excise duty which have not been deposited on account of any disputes are as hereunder:

Year	Authority	Amount (in Lakhs)	Forum where dispute is pending
2010-11	Asst. Comm. Of Comm. Tax	Rs. 774.99 Lakhs	Appealed
2011-12	Asst. Comm. Of Comm. Tax	Rs. 406.98 Lakhs	Appealed
2011-12	Commissioner of IT (Appeals)	Rs. 176.79 Lakhs	Appealed

8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
9. Based upon the audit procedures performed and the information and explanations given by the management, the money raised by way of initial public offer or further public offer and term Loans were applied for the purpose for which those are raised, except for unutilised portion of proceeds of public issue to the tune of Rs. 1,33,30,701; which are parked in current account with Syndicate Bank on Balance Sheet Date for utilising it for intended use in next year.
10. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and the information and explanations given to us by the management, no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
11. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
12. In our opinion, the Company is not a nidhi company. Accordingly, provisions of paragraph 3(xii) of the Order are not applicable to the Company.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. The audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.
16. To the best of our knowledge, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For PARY AND CO.
Chartered Accountants
(FRN : 007288C)

PLACE: SURAT
DATE: 30.05.2017

Sd/-
CA Akash Rajnikant Gaglani
Partner
M. No. 114255

ANNEXURE-B TO THE AUDITORS REPORT

(Referred to in paragraph B(6) under "Report on other legal and regulatory requirements of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **ZEAL AQUA LIMITED("the Company")** as of **March 31, 2017** in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1)Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over

financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For PARY AND CO.
Chartered Accountants
(FRN : 007288C)

PLACE: SURAT
DATE: 30.05.2017

Sd/-
CA Akash Rajnikant Gaglani
Partner
M. No. 114255

ZEAL AQUA LIMITED				
Plot No. 4,5, AT Olpad GIDC, Surat, Gujarat - 394540				
BALANCE SHEET AS AT 31 st March, 2017				
Particulars	Note	31.03.2017	31.03.2016	
Equity and Liabilities				
1 Shareholder's Fund :				
a Share Capital	1	4,20,22,000	3,06,72,000	
b Reserve & Surplus	2	32,54,63,792	17,80,79,624	
c Money received against share warrants		-	-	
		36,74,85,792		20,87,51,624
2 Share Application Money Pending Allotment		-		-
3 Non Current Liabilities				
a Long Term Borrowings	3	19,30,95,530	6,69,72,881	
b Deferred Tax Liabilities (Net)	4	(40,07,703)	(20,34,829)	
c Other Long Term Liabilities	5	12,36,187	8,48,712	
d Long Term Provisions		-	-	
		19,03,24,013		6,57,86,764
4 Current Liabilities				
a Short-Term Borrowings	6	30,04,15,694	31,35,94,574	
b Trade Payables	7	9,82,28,041	4,34,37,357	
c Other Current Liabilities	8	38,37,959	35,16,847	
d Short-Term Provisions	9	1,65,48,504	98,44,198	
		41,90,30,198		37,03,92,976
Total		97,68,40,004		64,49,31,365
Assets				
1 Non Current Assets				
a Fixed Assets	10			
(i) Tangible Assets		12,86,45,678	13,45,85,248	
(ii) Intangible Assets		-	-	
(iii) Capital Work in Progress		38,30,91,346	11,83,85,213	
(iv) Intangible Assets under development		-	-	
b Non-Current Investments	11	10,29,257	10,29,257	
c Deferred Tax Assets (net)		-	-	
d Long Term Loans and Advances	12	83,21,800	32,61,420	
e Other Non-Current Assets		-	-	
		52,10,88,081		25,72,61,138
2 Current Assets				
a Current Investments		-	-	
b Inventories	14	1,91,11,858	2,11,88,641	
c Trade Receivables	15	31,85,52,638	27,03,15,839	
d Cash & Cash Equivalents	16	6,61,00,260	3,67,96,792	
e Short-Term Loans and Advances	17	4,22,57,287	5,31,65,043	
f Other Current Assets	13	97,29,880	62,03,913	
		45,57,51,923		38,76,70,227
Total		97,68,40,004		64,49,31,365
Note 26 : Significant Accounting Policies		In Terms Of Our Attached Report Of Even Date		
Note 1 to 26 : Forms Integral Part of Accounts				
For ZEAL AQUA LIMITED		FOR PARY AND CO.		
Sd/-		CHARTERED ACCOUNTANTS		
JAVNIKA GANDHARVA		FRN : 007288C		
Company Secretary				
Sd/-	Sd/-	Sd/-	Sd/-	
PRADIPKUMAR R. NAVIK	SHANTILAL I. PATEL	Sd/-	AKASH RAJNIKANT GAGLANI	
Director	Director	SHAILENDRASINGH PATIL		PARTNER
(DIN:01067716)	(DIN:01362109)	C.F.O.		MEM. NO. : 114255
Date : 30/05/2017		9005, WORLD TRADE CENTRE,		
Place : Surat		UDHNA DARWAJA, RING ROAD SURAT-395002.		

ZEAL AQUA LIMITED				
Plot No. 4,5, AT Olpad GIDC, Surat, Gujarat - 394540				
STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2017				
PARTICULARS		NOTE	31.03.2017	31.03.2016
Continuing Operation				
1 Income				
a	Revenue From Operations	18	1,74,55,43,379	1,21,28,58,809
b	Other Income	19	43,28,645	23,81,856
TOTAL REVENUE (a+b)			1,74,98,72,024	1,21,52,40,665
2 Expenses				
a	Cost of Material	20	1,53,24,19,312	1,01,62,66,700
b	Changes in Inventories	21	20,76,783	(1,33,19,312)
c	Employee Benefit Expense	22	1,75,25,128	1,32,48,863
d	Finance Costs	23	4,48,94,249	4,60,95,326
e	Depreciation and Amortisation	10	2,44,97,110	2,75,71,124
f	Other Expenses	24	10,08,99,806	10,59,81,147
g	Prior Period Items	25	83,944	-
TOTAL EXPENSES(a+b+c+d+e+f)			1,72,23,96,330	1,19,58,43,848
3 Profit Before Exceptional and Extraordinary Items and Tax			2,74,75,693	1,93,96,817
4 Exceptional Items			-	-
5 Profit Before Extraordinary Items and Tax (3-4)			2,74,75,693	1,93,96,817
6 Extraordinary Items			-	-
7 Profit Before Tax (5-6)			2,74,75,693	1,93,96,817
8 Tax expense:				
a	Current Tax		1,17,00,000	26,79,000
b	Deferred Tax		(19,72,874)	(23,77,006)
9 Profit/(Loss) From Continuing Operations			1,77,48,567	1,90,94,823
DISCONTINUING OPERATIONS				
10 Profit/(Loss) From Discontinuing Operations			-	-
11 Tax Expense Of Discounting Operations			-	-
12 Profit/(Loss) From Discontinuing Operations (10-11)			-	-
13 Profit/(Loss) For the Period (9+12)			1,77,48,567	1,90,94,823
14 Earning Per Equity Share:				
a	Basic		4.22	6.23
b	Diluted		4.22	6.23
Note 26 : Significant Accounting Policies			In Terms Of Our Attached Report Of Even Date	
Note 1 to 26 : Forms Integral Part of Accounts				
For ZEAL AQUA LIMITED		Sd/-	FOR PARY AND CO.	
		JAVNIKA GANDHARVA	CHARTERED ACCOUNTANTS	
		Company Secretary	FRN : 007288C	
		Sd/-		
		SHAIENDRASINGH PATIL		
Sd/-	Sd/-	C.F.O.	Sd/-	
PRADIPKUMAR R. NAVIK	SHANTILAL I. PATEL		AKASH RAJNIKANT GAGLANI	
Director	Director		PARTNER	
(DIN:01067716)	(DIN:01362109)		MEM. NO. : 114255	
Date : 30/05/2017			9005, WORLD TRADE CENTRE,	
Place : Surat			UDHNA DARWAJA, RING ROAD SURAT-395002.	

ZEAL AQUA LIMITED				
Plot No. 4,5, AT Olpad GIDC, Surat, Gujarat - 394540				
CONSOLIDATED CASH FLOW STATEMENT AS AT 31st March, 2017				
Particulars		31.03.2017		31.03.2016
[1] Cash Flow From Operating Activities				
Profit before Tax as per Profit & Loss Account		2,74,75,693		1,93,96,816
Adjustments for:				
Add : Expenses Not Requiring Cash (Non - Cash Expenses) :				
Depreciation	2,45,77,459		2,77,34,833	
Gratuity	3,87,475	2,49,64,934	2,39,151	2,79,73,984
Add : Expenses/(Incomes) related to Non - Operating Activities:				
Interest Expense	4,11,44,707		4,39,20,586	
Other Finance Cost	37,49,542		7,19,121	
Interest Subsidy Income	(20,54,532)		-	
Interest Income on Fixed Deposit	(22,74,113)	4,05,65,604	(23,81,856)	4,22,57,851
<i>Cash Flow From Operations Before Changes in Working Capital(I+II)</i>		9,30,06,231		8,96,28,651
(Increase)/Decrease in Current Assets:				
Current Investments	-		-	
Inventories	20,76,783		(1,33,19,312)	
Trade Receivables	(4,82,36,799)		(5,06,04,308)	
Other Current Assets	(35,25,967)		(47,03,913)	
Short-Term Loans and Advances	1,09,07,756	(3,87,78,227)	(45,86,074)	(7,32,13,607)
Increase/(Decrease) in Current Liabilities:				
Short-Term Borrowings	(1,31,78,881)		(2,97,24,793)	
Trade Payables	5,47,90,684		2,12,59,225	
Other Current Liabilities	3,21,112		(55,22,959)	
Short-Term Provisions	67,04,306	4,86,37,222	(59,26,275)	(1,99,14,802)
<i>Cash Flow From Operations after Changes in Working Capital(III+IV+V)</i>		10,28,65,225		(34,99,758)
Other Adjustments				
Provision of Income tax	1,17,00,000		26,79,000	
Excess Provision of IT of Earlier Years	65,64,399	1,82,64,399	44,02,149	70,81,149
Net Cash Generated From Operating activities(VI-VII)	(A)	8,46,00,826		(1,05,80,907)
[2] Cash Flows from Investing Activities				
Purchase of Fixed Assets	(1,86,37,889)		(2,47,21,347)	
Investment in Work-In -Progress	(26,47,06,135)		(5,03,95,921)	
Investment In FD	-		-	
Investment in GEB Deposit	(50,09,880)		(3,50,921)	
Investment in Telephone Deposit	(500)		-	
Investment in Gujarat Aqua Feed Dealers Association	(50,000)		(1,00,000)	
Sale of Asset	-	(28,84,04,404)	3,61,680	(7,52,06,509)
Net Cash Generated From Investing activities	(B)	(28,84,04,404)		(7,52,06,509)
[3] Cash Flow From Financing activities				
Proceeds from issuing shares with premium	14,75,50,000		-	
Proceeds from/(Repayment of) loans From Directors	(3,00,000)		53,95,626	
Repayment loans and advances From F. I.	-		(17,23,724)	
Proceeds form loans and advances From Others	4,99,82,986		2,12,16,635	
Proceeds from/(Repayment of) Term Loan from Bank	7,64,39,662		(27,95,386)	
Long Term loans and advances/Deposits Given	-		-	
Finance Cost	(4,48,94,249)		(4,46,39,707)	
Interest Subsidy Income	20,54,532		-	
Interest Income on Fixed Deposit	22,74,113	23,31,07,045	23,81,856	(2,01,64,700)
Net Cash Generated From Financing activities	(C)	23,31,07,045		(2,01,64,700)
[4] Net Increase/(Decrease in cash)	(A+B+C)	2,93,03,467		(10,59,52,116)
Opening Balance of Cash and Cash Equivalents		3,67,96,792		14,27,48,906
Round Off		2		-
[5] Closing Balance of Cash and Cash Equivalents(VIII+IX)		6,61,00,260		3,67,96,790
In Terms Of Our Attached Report Of Even Date				
For ZEAL AQUA LIMITED			FOR PARY AND CO.	
		Sd/-		CHARTERED ACCOUNTANTS
		JAVANIKA GANDHARVA		FRN : 007288C
		Company Secretary		
Sd/-	Sd/-	Sd/-		Sd/-
PRADEEP R. NAVIK	SHANTILAL I. PATEL	SHAIENDRASINGH PATIL		AKASH RAJNIKANT GAGLANI
Director	Director	C.F.O.		PARTNER
Date : 25/05/2017				MEM. NO. : 114255
Place : Surat				9005, WORLD TRADE CENTRE,
				UDHNA DARWAJA, RING ROAD SURAT-395002.

ZEAL AQUA LIMITED				
Notes to financial statements for the year ended March 31st 2017				
Particulars		31.03.2017		31.03.2016
Note 1 : Share Capital:				
Authorised :				
50,00,000 Equity Shares of Rs. 10/- each		5,00,00,000		5,00,00,000
(Previous year 50,00,000 Equity Shares of Rs 10/- each with voting rights)				
Issued, Subscribed & Paid up :				
42,02,200 Equity Shares of Rs. 10/- each		4,20,22,000		3,06,72,000
(Previous Year 30,67,200 Equity Shares of Rs.10 each with voting rights)				
Total		4,20,22,000		3,06,72,000
No.of shares		42,02,200		30,67,200
The Details of Shareholders holding more than 5% shares				
Pradipkumar Ratilal Navik	9.89%	4,15,520	13.55%	4,15,520
Shantilal Ishwarbhai Navik	10.66%	4,47,840	14.60%	4,47,840
Rashmiben S. Patel	9.89%	4,15,680	13.55%	4,15,680
Suzanben P. Navik	9.89%	4,15,680	13.55%	4,15,680
Agave Tradecom LLP	15.88%	6,67,200	21.75%	6,67,200
Total	56.21%	23,61,920	77.01%	23,61,920
The Reconciliation Of the Number of Shares Outstanding is as Below				
Equity Shares at the Beginning Of the Year		30,67,200		30,67,200
Addition / (Deletion)		11,35,000		-
Equity Shares at the Closing Of the Year		42,02,200		30,67,200
Note 2 : Reserves & Surplus:				
Securities Premium Account				
Balance B/F of Premium-	7,08,50,000		7,08,50,000	
Add - Premium on shares issued during the	13,62,00,000		-	
Less - Utilised during the year	-	20,70,50,000	-	7,08,50,000
Profit & Loss Account				
Balance B/f of Previous Year	10,72,29,624		9,25,36,950	
Add: Profit Of Current Year	1,77,48,567		1,90,94,823	
Add: Excess/(Less) Provision of IT	(65,64,399)		(44,02,149)	
Less: Appropriations	-	11,84,13,792	-	10,72,29,624
Total	-	32,54,63,792		17,80,79,624
Note 3 : Long Term Borrowings				
Unsecured				
Loans & Advances From Directors	65,43,388		68,43,388	
Loans & Advances From Financial Instituti	-		-	
Loans & Advances From Others	10,63,92,805	11,29,36,193	5,64,09,819	6,32,53,207
Secured				
Term Loans From Banks	8,01,59,336	8,01,59,336	37,19,674	37,19,674
Total		19,30,95,530		6,69,72,881

(b) Nature of Security and terms of repayment for secured borrowings :										
		Nature of Security	Terms of Repayment							
		Allahabad Bank - Cash Credit (UNIT I)								
		Cash Credit limit from Allahabad Bank amounting to Rs. 18,00,00,000; as primarily secured by a way of first <i>pari passu</i> charge over entire stocks, book-debts and all other current assets of company; both present and future with other consortium members.	Tenure: 1 Year, Repayable on Demand							
		Bank of India - Cash Credit (UNIT I)								
		Cash Credit limit from Bank of India amounting to Rs. 20,00,00,000; as primarily secured by a way of first <i>pari passu</i> charge over entire stocks, book-debts and all other current assets of company; both present and future with	Tenure: 1 Year, Repayable on Demand							
		Punjab National Bank- Cash Credit (UNIT I)								
		Cash Credit limit from Punjab National Bank amounting to Rs. 12,00,00,000; as primarily secured by a way of first <i>pari passu</i> charge over entire current assets of company; both present and future including stock of raw materials, stock of finished goods, receivables, stores, spares,	Tenure: 1 Year, Repayable on Demand							
		Allahabad Bank - Cash Credit (UNIT II)								
		Cash Credit limit from Allahabad Bank amounting to Rs. 5,00,00,000; as primarily secured by a way of first <i>pari passu</i> charge over entire current assets of company; both present and future	Tenure: 1 Year, Repayable on Demand							
		Allahabad Bank - Term Loan (UNIT II)								
		Terms loan from Allahabad Bank amounting to Rs. 6,00,00,000 (sub limit: FLC/LOU/ Buyer Credit is Rs. 3,19,00,000); as primarily secured by a first <i>pari passu</i> charge by way of Hypothecation proposed Plant & Machineries of Unit II as per consortium banking	Principal amount repayable in 75 monthly instalments of Rs. 8,00,000 from the June 2017 to August 2023 with constuction period of 7 months and with moratorium of the 9 months from the date of COD.							
		Punjab National Bank - Cash Credit (UNIT II)								
		Cash Credit Limit from Punjab National Bank amounting to Rs. 4,00,00,000; as primarily secured by a first <i>pari passu</i> charge by way of hypothecation over entire current assets of Unit - II of company; both present and future including stocks of raw materials, stock in process, finished goods, receivables, store, spares, consumables etc.	Tenure: 1 Year, Repayable on Demand							
		Punjab National Bank - Term Loan (UNIT II)								
		Term Loan from Punjab National Bank amounting to Rs. 7,00,00,000 (sub limit: FLC/LOU/ Buyer Credit is Rs. 2,75,00,000); as primarily secured by a first <i>pari passu</i> charge by way of Hypothecation proposed Plant & Machineries of Unit II of Rs. 26.81 Crores as per consortium	Principal amount repayable in 74 monthly instalments of Rs. 9,33,000 each and 75th installment of Rs. 9,58,000, starting from June 2017 to August 2023; after moratorium of the 9 months from COD.							
		Syndicate Bank - Term Loan (UNIT II) [Lead Bank in Consorti								
		Terms loan from Syndicate Bank amounting to Rs. 7,00,00,000 (sub limit: FLC/LOU/ Buyer Credit is Rs. 4,97,00,000); as primarily secured by a first <i>pari passu</i> charge by way of Hypothecation of entire Plant and Machineries of company proposed to be installed under	Principal amount repayable in 74 monthly installments of Rs. 9,33,000.00 respectively and the last instalment 75th will of Rs. 9,58,000.00 after moratorium of the 9 months from the date of COD, i.e June, 2017.							
		Syndicate Bank - Cash Credit (UNIT II) [Lead Bank in Consort								
		Cash Credit Limit from Syndicate Bank amounting to Rs. 16,00,00,000; as primarily secured by a first <i>pari passu</i> charge along with WC lenders by way of hypothecation over entire current assets of Unit - II of company; both present and future	Tenure: 1 Year, Repayable on Demand							
		Personal Guarantee								
		Shri Pradipkumar R. Navik , Shri Shanti I Patel , Smt. Susanben P Navik, Rohan Navik and Smt. Rashmiben P Navik; the directors and Relatives of Directors of the Company, have given personal guarantee for all loan facilities of Company.								
		Term Loans for Vehicles								
		Vehicle Term Loans are secured by hypothication of respective vehicles, to procure which; loan is obtained.	Repayable ranging from 36 to 60 equal monthly instalment from the date of disbursement. Where in rate of interest ranges from 9.5% to 10.82%.							

ZEAL AQUA LIMITED				
Notes to financial statements for the year ended March 31st 2017				
Particulars		31.03.2017		31.03.2016
Note 4 : Deferred Tax Liability/ (Asset)				
Opening Balance	(20,34,829)		3,42,177	
Addition/(Deduction)	(19,72,874)	(40,07,703)	(23,77,006)	(20,34,829)
Total		(40,07,703)		(20,34,829)
Note 5 : Other Long Term Liabilities				
Provision for Gratuity	12,36,187	12,36,187	8,48,712	8,48,712
Note 6 : Short-Term Borrowings				
Branch/Division				
Unit-I	(8,21,98,299)		(11,55,67,558)	
Unit-II	8,21,98,299	-	11,55,67,558	-
Short Term Borrowings from Bank				
Bank Short - Term Borrowing	30,04,15,694	30,04,15,694	31,35,94,574	31,35,94,574
Total		30,04,15,694		31,35,94,574
Note 7 : Trade Payables				
Creditor for Contract [List 2]	46,73,673		32,91,216	
Creditor for Goods - Harvesting [List 2]	2,50,70,366		(2,84,89,963)	
Creditors for Exp. [List 2]	(1,05,85,981)		3,66,53,750	
Creditor for Goods - Others [List 2]	8,38,28,448	10,29,86,507	3,19,82,354	4,34,37,357
Total		10,29,86,507		4,34,37,357
Note 8 : Other Current Liabilities				
-				
Current Maturity of Long Term Debts:				
Loans & Advances From Directors	-		-	
Loans & Advances From Financial Institutions	-		-	
Loans & Advances From Others	-		-	
Term Loans From Banks	11,17,570	11,17,570	39,74,204	39,74,204
Other Payables:				
Statutory Remittances				
Professional Tax	5,150		4,450	
Provident Fund Payable	81,724		-	
TDS Payable	10,42,615		72,000	
Service Tax Payable	15,90,900		(5,33,807)	
	-	27,20,389	-	(4,57,357)
Total		38,37,959		35,16,847
Note 9 : Short Term Provisions				
Provision - Income Tax	1,17,00,000		26,79,000	
Provision - Statutory Audit Fees	2,12,750		69,000	
Provision - I T Return Fees Payable	55,000		55,000	
Provision - ROC Fees	10,000		-	
Provision - Sales Tax Consultancy Fees	17,000		-	
Provision - Sales Tax Audit Fees	15,000		-	
Provision - Gratuity	23,155		23,941	
Provision - Wages Payable	-		15,24,993	
Provision - Salary Payable	-		-	
Provision - Remuneration Payable	45,15,599		54,92,264	
Provision - Internet Charges	-	1,65,48,504	-	98,44,198
Total		1,65,48,504		98,44,198

ZEAL AQUA LIMITED												
Notes to financial statements for the year ended March 31st 2017												
AQUACULTURE PROCESSING UNIT (UNIT - II)												
NOTE 10 : FIXED ASSETS												
No.	Particulars	Gross Block				Depreciation				Net Block		
		01.04.16	Add	Less	31.03.17	Upto 31.03.16	Current Year	Deduction	Other Adj	31.03.17	31.03.17	31.03.16
Tangible Assets												
1	ROAD WORK	3,71,156	-	-	3,71,156	71,719	28,447	-	-	1,00,166	2,70,990	2,99,437
2	MOBILE	21,231	-	-	21,231	17,459	1,700	-	-	19,159	2,072	3,772
3	AIR CONDITIONER	70,858	-	-	70,858	58,849	5,412	-	-	64,261	6,597	12,009
4	PORTABLE OFFICE CONTAINER	2,34,000	-	-	2,34,000	1,34,621	44,790	-	-	1,79,411	54,589	99,379
5	LAND PURCHASE (345/B/6)	72,00,000	1,03,89,460	-	1,75,89,460	-	-	-	-	-	1,75,89,460	72,00,000
	Sub total (A)	78,97,245	1,03,89,460	-	1,82,86,705	2,82,648	80,349	-	-	3,62,997	1,79,23,708	76,14,597
Intangible Assets												
	Sub total (B)	-	-	-	-	-	-	-	-	-	-	-
Capital Work-in-Progress												
1	BORING EXPENSE	1,63,645	1,25,061	-	2,88,706	-	-	-	-	-	2,88,706	1,63,645
2	DIESEL EXPENSE	5,96,763	2,40,926	-	8,37,689	-	-	-	-	-	8,37,689	5,96,763
3	ELECTRIC EXPENSE	1,26,373	4,41,755	-	5,68,128	-	-	-	-	-	5,68,128	1,26,373
4	ELECTRIC INSTALLATION	2,23,019	2,33,606	-	4,56,625	-	-	-	-	-	4,56,625	2,23,019
5	LABOUR WORK OF FACTORY	1,33,37,650	-	-	1,33,37,650	-	-	-	-	-	1,33,37,650	1,33,37,650
6	MISC. PURCHASE	30,425	1,60,043	-	1,90,468	-	-	-	-	-	1,90,468	30,425
7	SERVICE TAX ON CONSTRUCTION	7,05,709	15,60,552	-	22,66,261	-	-	-	-	-	22,66,261	7,05,709
8	CIVIL WORK & CONSTRUCTION	7,74,28,098	5,97,37,848	-	13,71,65,946	-	-	-	-	-	13,71,65,946	7,74,28,098
9	LOAN PROCESSING FEE (TERM LOAM)	7,59,252	-	-	7,59,252	-	-	-	-	-	7,59,252	7,59,252
10	BED MATERIAL	2,96,970	-	-	2,96,970	-	-	-	-	-	2,96,970	2,96,970
11	CIVIL WORK EXP	20,77,494	33,12,508	-	53,90,002	-	-	-	-	-	53,90,002	20,77,494
12	CONT. LABOUR WORK	54,87,489	2,08,07,363	-	2,62,94,852	-	-	-	-	-	2,62,94,852	54,87,489
13	DRAINGE LINE WORK	5,67,434	2,05,996	-	7,73,430	-	-	-	-	-	7,73,430	5,67,434
14	GARDEN EXPENSE	-	3,31,727	-	3,31,727	-	-	-	-	-	3,31,727	-
15	HT ELECTRICITY LINE	-	33,76,809	-	33,76,809	-	-	-	-	-	33,76,809	-
16	MACHINERY WIP INSURANCE	-	1,39,982	-	1,39,982	-	-	-	-	-	1,39,982	-
17	RO SYSTEM	-	10,27,724	-	10,27,724	-	-	-	-	-	10,27,724	-
18	UNLOADING EXP	-	1,29,534	-	1,29,534	-	-	-	-	-	1,29,534	-
19	AIR CONDITIONER (New)	-	7,80,300	-	7,80,300	-	-	-	-	-	7,80,300	-
20	PIPE PURCHASE EXP.	7,49,587	1,33,038	-	8,82,625	-	-	-	-	-	8,82,625	7,49,587
21	PVC PIPE & FITTING	5,70,390	10,42,375	-	16,12,765	-	-	-	-	-	16,12,765	5,70,390
22	PLANT & MACHINERY	20,66,178	57,552	-	21,23,730	-	-	-	-	-	21,23,730	20,66,178
23	AIR COOLING UNIT	-	12,22,226	-	12,22,226	-	-	-	-	-	12,22,226	-
24	C. CEMERA	-	15,000	-	15,000	-	-	-	-	-	15,000	-
25	COLD STORAGE SLIDE DOORS	-	24,72,181	-	24,72,181	-	-	-	-	-	24,72,181	-
26	COMPRESSOR	-	1,64,83,758	-	1,64,83,758	-	-	-	-	-	1,64,83,758	-
27	COMPUTER PURCHASE	-	48,240	-	48,240	-	-	-	-	-	48,240	-
28	CONTACT FREEZERS & IQF	-	3,42,09,603	-	3,42,09,603	-	-	-	-	-	3,42,09,603	-
29	CONTROL PANNELS	-	39,85,024	-	39,85,024	-	-	-	-	-	39,85,024	-
30	CONTROL INSTRUMENTATION	-	5,98,357	-	5,98,357	-	-	-	-	-	5,98,357	-
31	ELETRICAL CONTROL PANNEL	-	85,04,993	-	85,04,993	-	-	-	-	-	85,04,993	-
32	EVAPORATION CONDENSER	-	64,85,770	-	64,85,770	-	-	-	-	-	64,85,770	-
33	FLAKE ICE GENERATOR	-	48,18,071	-	48,18,071	-	-	-	-	-	48,18,071	-
34	FURNITURE & FIXTURE	-	61,51,850	-	61,51,850	-	-	-	-	-	61,51,850	-
35	GRADING MACHINE	-	71,41,358	-	71,41,358	-	-	-	-	-	71,41,358	-
36	HEATING TEMP. COILS	-	55,85,596	-	55,85,596	-	-	-	-	-	55,85,596	-
37	HERMETIC AMMONI PUMP	-	22,21,768	-	22,21,768	-	-	-	-	-	22,21,768	-
38	LP RECEIVER	-	31,73,110	-	31,73,110	-	-	-	-	-	31,73,110	-
39	MEZZANINE STORAGE SYSTEM	-	1,10,44,399	-	1,10,44,399	-	-	-	-	-	1,10,44,399	-
40	PREFABRICATED CONT. MATERIAL FOR COLD ST	-	3,21,44,318	-	3,21,44,318	-	-	-	-	-	3,21,44,318	-
41	REFRIGERATION PIPE	-	1,54,81,230	-	1,54,81,230	-	-	-	-	-	1,54,81,230	-
42	TRANSFORMER	-	23,48,907	-	23,48,907	-	-	-	-	-	23,48,907	-
43	TRUCK 1109 (CHASSIS-MAT457059G7N18352	-	13,50,576	-	13,50,576	-	-	-	-	-	13,50,576	-
44	TRUCK 1613 (CHASSIS-MAT373370H2A01573	-	14,69,832	-	14,69,832	-	-	-	-	-	14,69,832	-
45	TRUCK 1613 (CHASSIS-MAT373370H2A01594	-	14,69,832	-	14,69,832	-	-	-	-	-	14,69,832	-
46	TRUCK LPT 1109 (CHASSIS-MAT457059G7N18	-	13,50,576	-	13,50,576	-	-	-	-	-	13,50,576	-
	Sub total (C)	10,51,86,476	26,36,21,275	-	36,88,07,751	-	-	-	-	-	36,88,07,751	10,51,86,476
Intangible Assets Under Development												
	Sub total (D)	-	-	-	-	-	-	-	-	-	-	-
	Total[(A)+(B)+(C)+(D)]	11,30,83,721	27,40,10,735	-	38,70,94,456	2,82,648	80,349	-	-	3,62,997	38,67,31,459	11,28,01,073

ZEAL AQUA LIMITED				
Notes to financial statements for the year ended March 31st 2017				
Particulars		31.03.2017		31.03.2016
Note 11 : Non Current Investments				
Investment in NSC	20,000		20,000	
Investment in Gold Coins	10,09,257		10,09,257	
Total		10,29,257		10,29,257
Note 12 : Long Term Loans and Advances				
Unsecured, Considered Good				
Security Deposits				
GEB Deposit	69,12,400		19,02,520	
Shri Laxmi Jyot (Gas Deposit)	12,900		12,900	
House Deposoit for Guru	15,000		15,000	
Oxygen Cylinder Deposite	15,000		15,000	
Telephone Deposit	1,500	69,56,800	1,000	19,46,420
Trade Deposits				
Biostand India Ltd-D	15,000		15,000	
Gujarat Aqua Feed Dealers Association	3,50,000		3,00,000	
Srinivasa Custine(Trade Deposit)	10,00,000	13,65,000	10,00,000	13,15,000
Total		83,21,800		32,61,420
Note 13 : Other Current Assets				
FD for Bank Guarantee	-		15,00,000	
Preliminary Expenses	28,71,717		-	
Pre-Operative Expense-Processing Unit	68,58,163	97,29,880	47,03,913	62,03,913
Total		97,29,880		62,03,913
Note 14 : Inventories				
Bleaching	3,08,355		13,54,451	
Feed	59,93,508		59,53,342	
Seed	-		48,26,249	
Feed Supplement	1,28,09,995	1,91,11,858	90,54,599	2,11,88,641
(As taken valued and certified by the Management)				
Total		1,91,11,858		2,11,88,641
Note 15 : Trade Receivables				
Outstanding for more than 6 Months	3,11,43,947		-	
Within 6 Months	28,74,08,691	31,85,52,638	27,03,15,839	27,03,15,839
Total		31,85,52,638		27,03,15,839
Note 16 : Cash & Cash Equivalent				
Cash Balance on Hand		27,16,526		25,45,070
(As Certified by the Management)				
Balance with Banks :				
In FD Account				
- Fixed Deposit with Allahabad Bank	80,77,537		75,00,000	
- Fixed Deposit with Allahabad Bank	80,77,537		75,00,000	
- Fixed Deposit with Allahabad Bank	4,49,350		4,06,548	
-Fixed Deposit BOI Bank -3 (392)	36,93,685		36,00,000	
- Fixed Deposit with BOI	89,52,532		85,44,052	
-Excutive Eng KRBC Division Surat(FD)	7,07,479		-	
-FD 100% B/G for 3rd EPGC	1,17,19,326		-	
-FD B/G 10/2016	22,460		-	
-FD B/G 13/2016	1,51,835		-	
-FD B/G 20/2016	2,77,587		-	
-Margin Money FD (Infrac & Namdur	27,55,799		-	
-Margin of B/G for 3rd EPGC 15% FD	4,08,636		-	
-Margin of B/G for CT FD	2,21,967		-	
-Margin of B/G for Frick & GEA FD	2,27,036		-	
-Margin of B/G for PT FD	33,583		-	
-PNB FD Marign Money of CT& Guntne	32,07,273	4,89,83,621	-	2,75,50,600

ZEAL AQUA LIMITED				
Notes to financial statements for the year ended March 31st 2017				
Particulars		31.03.2017		31.03.2016
In Current Accounts				
- Allahabad Bank	3,08,649		(39,424)	
- Punjab National Bank	3,81,152		221	
- Bank of India	3,05,865		4,73,882	
- Syndicate Bank -(0360SLB160910002)	-		1,000	
- Syndicate Bank (71701010025620)	1,34,04,447	1,44,00,113	62,65,443	67,01,122
Total		6,61,00,260		3,67,96,792
Note 17 : Short-term Loans and Advances				
Prepaid Expenses	3,72,200		-	
Loans & Advances To Employees	34,21,884		31,01,884	
Balance With Government Authorities	2,31,35,672		1,28,51,838	
Advances to Others	44,07,300		1,21,16,420	
Advances to Suppliers	1,09,20,231		2,50,94,901	
Other Loans and Advances	-	4,22,57,287	-	5,31,65,043
Total	-	4,22,57,287		5,31,65,043

ZEAL AQUA LIMITED						
Notes to financial statements for the year ended March 31st 2017						
Particulars	31.03.2017			31.03.2016		
			TOTAL			TOTAL
Note 18 : Revenue from Operations						
Sale of Product						
Manufactured Goods:						
Prawns		30,56,26,250	30,56,26,250		20,36,89,320	20,36,89,320
Traded Goods / Satellite Farming:						
Bleaching	56,11,312			96,66,832		
Feed	21,94,43,255			34,15,19,238		
Feed Supplement	6,03,62,441			6,04,09,182		
Seed	3,75,55,893			8,14,14,388		
Satellite Products	1,11,14,87,839	1,43,44,60,739	1,43,44,60,739	50,06,70,222	99,36,79,863	99,36,79,863
Less: Sales Return		58,37,449	58,37,449		62,73,977	62,73,977
Other Operating Revenues:						
Cash Discount	-			1,00,810		
Rate Difference	2,57,592			2,47,667		
Trade Discount	87,36,042			1,57,19,509		
Written Off	(18,401)			12,319		
Turnover Discount	23,18,605	1,12,93,838	1,12,93,838	56,83,298	2,17,63,603	2,17,63,603
Total		1,74,55,43,379	1,74,55,43,379		1,21,28,58,809	1,21,28,58,809
Note 19 : Other Income						
Interest:						
Interest on FD	22,74,113			23,81,856		
Interest Subsidy Income	20,54,532			-		
Interest on Liquid Fund BOI	-	43,28,645	43,28,645	-	23,81,856	23,81,856
Total			43,28,645			23,81,856
Note 20 : Cost of Materials						
Purchase						
Bleaching	64,44,755			1,04,73,759		
Feed	31,11,20,655			31,23,55,603		
Feed Supplement	7,80,99,276			10,45,83,431		
Seed	4,26,09,495			9,81,10,557		
Satellite Products	1,10,80,06,281	1,54,62,80,462	1,54,62,80,462	49,57,13,826	1,02,12,37,175	1,02,12,37,175
Less : Purchase Return		1,38,61,150	1,38,61,150		49,70,475	49,70,475
Total		1,53,24,19,312	1,53,24,19,312		1,01,62,66,700	1,01,62,66,700
Note 21 : Changes in Inventory						
Inventories at the end of the year:						
Bleaching	3,08,355			13,54,451		
Feed	59,93,508			59,53,342		
Seed	-			48,26,249		
Feed Supplement	1,28,09,995	1,91,11,858	1,91,11,858	90,54,599	2,11,88,641	2,11,88,641
Inventories at the beginning of the year:						
Bleaching	13,54,451			72,611		
Feed	59,53,342			14,95,686		
Seed	48,26,249			-		
Feed Supplement	90,54,599	2,11,88,641	2,11,88,641	63,01,032	78,69,329	78,69,329
		20,76,783	20,76,783		(1,33,19,312)	(1,33,19,312)

ZEAL AQUA LIMITED
Notes to financial statements for the year ended March 31st 2017

Particulars	31.03.2017		TOTAL	31.03.2016		TOTAL
Note 22 : Employee Benefit Expenses						
Salaries and Wages						
Salaries and Wages	64,85,880			61,42,915		
Bonus Expenses	5,10,500			6,06,000		
Contribution to Employee Provident Fund	4,64,417			4,10,310		
Staff Welfare Expenses	22,65,733			5,20,746		
Compensation Exp.	-			2,00,000		
Salary Arrears	2,90,840			1,20,000		
Workmen Expenses	6,18,193			7,39,177		
Conveyance Expenses	3,46,834			4,12,016		
Mobile Bill Expenses	4,14,002			4,17,555		
Telephone Expenses	7,181			1,661		
Travelling Expenses	7,40,999			6,31,829		
Vehicle Repair & Maint. Exp.	7,26,230			10,63,198		
Medical exp	2,06,563			2,94,509		
Gratuity	3,86,689			2,45,671		
Employee Insurance	40,61,067	1,75,25,128	1,75,25,128	14,43,276	1,32,48,863	1,32,48,863
Total			1,75,25,128			1,32,48,863
Note 23 : Financial Costs						
Interest - Vehicle Loan	4,00,624			4,67,693		
Inspection Charges	11,500			-		
Loan Closer Charges	-			73,845		
Loan Processing Charges	13,00,750			6,45,276		
Interest Expenses	3,69,99,474			4,33,48,708		
Interest - Unsecured Loans	36,94,734			33,163		
Interest - Vat	-			17,058		
Bank Charges	24,37,292			14,55,619		
Interest-Service Tax	13,750			2,319		
Interest - TDS	36,125	4,48,94,249	4,48,94,249	51,645	4,60,95,326	4,60,95,326
Total			4,48,94,249			4,60,95,326
Note 24 : Other Expenses						
Manufacturing Expenses						
Consumable Expenses	3,80,323			4,49,717		
Contract Farming Charges	60,24,211			36,18,612		
Electrical Exp - Site	16,04,355			36,42,274		
Diesel Exp	99,20,132			1,14,74,847		
Electricity Charges - Site	2,25,12,748			1,75,84,504		
Harvesting Exp	19,78,285			15,57,500		
Ice Exps	8,38,324			4,55,400		
JCB Work Exps	5,20,425			11,31,853		
Labour Work Exps	11,200			1,29,410		
Local Transportation Exps	24,38,036			25,87,190		
Oil Expenses	-	4,62,28,039	4,62,28,039	-	4,26,31,307	4,26,31,307
Manufacturing Expenses						
Pond Cultivation Exps.	-			16,605		
Pond & Culture Exp	30,94,432			43,47,048		
Pond Repairing Expenses	79,73,412			75,69,402		
Purchase of Hapa, Net and Dora	11,07,501			11,80,245		
Purchase Oil	3,49,529			5,55,950		
Direct Transportation Charges	1,03,93,164			82,41,379		
Site Labour and Wages Expenses	81,37,854			1,28,83,109		
Rice Powder Expenses	87,720			2,69,960		
Unloading Expenses	2,96,872			17,188		
Yest	6,040			27,800		
Oxygen Cylinder	8,140			42,793		
Wooden Item Purchase	20,63,879			21,29,359		
Water Exps.	7,67,825	3,42,86,368	3,42,86,368	7,26,435	3,80,07,273	3,80,07,273
Total Manufacturing Expenses		8,05,14,407	8,05,14,407		8,06,38,580	8,06,38,580

ZEAL AQUA LIMITED					
Notes to financial statements for the year ended March 31st 2017					
Particulars	31.03.2017		TOTAL	31.03.2016	
Administrative & Selling Expenses					
Administrative Charges of PF	34,071			30,303	
Advertisement Exp.	9,485			-	
Brokerage Expenses	-			2,000	
CSR Exp	5,12,500			66,874	
IPO Exp.	-			1,17,537	
Legal Fee Exp.	(82,766)			6,55,330	
Computer exp	66,165			47,100	
Director Remuneration	72,00,000			72,00,000	
Donation	53,000			1,67,500	
Stock Insurance Exp	7,76,087			6,69,726	
Office Exp	13,65,493			12,87,985	
Tea & Refreshment	26,335			39,363	
Purchase Miscellenous Exps	84,296			1,37,333	
Packing Exp	-			200	
Professional and technical Fees	37,13,213			40,62,650	
Repair and Maintanance Exp	39,02,336			61,19,853	
ROC fees	1,80,450			1,14,380	
Stationery and Printing exp	1,29,441			1,59,273	
Mobile exp	847			24,256	
Sweeper salary	1,54,500			1,45,830	
Testing Fees	74,295			-	
Testing Kit Purchase	86,500			-	
Postage and Courier	14,395			6,615	
Tally Training Charges & Net Subscription	10,800			10,800	
Drinking Water	43,206			24,907	
Vehicle Insurance Expense	2,15,358			3,99,250	
Property Mortgage exp	-			34,60,200	
Internet exp	10,088			92,125	
Round Off	-	1,85,80,095		664	2,50,42,054
Administrative & Selling Expenses		1,85,80,095	1,85,80,095		2,50,42,054
Rates & Taxes to Government or Local Body					
Village Tax	59,110			60,840	
Property Tax	21,200			-	
Service Tax	9,78,094			-	
Toll Charges	-	10,58,404	10,58,404	-	60,840
Auditor Remuneration					
- Statutory Audit Fees	1,43,750			69,000	
- Restated Financial Audit Fees	1,54,575			-	
- Sales Tax Audit Fees	15,000			-	
- Internal Audit Fees	3,61,575			86,700	
- Stock Audit Fees	-	6,74,900	6,74,900	51,797	2,07,497
Tax Consultancy Fees					
- Income Tax Consultancy	55,000			17,175	
- Sales Tax Consultancy	17,000	72,000	72,000	15,000	32,175
Total Other Expenses		10,08,99,806	10,08,99,806		10,59,81,147
Note 25 : Prior Period Expenses					
Interest on Vehicle Loan	90,303			-	
Income Tax - F.Y. 2013-14	53,990			-	
Income Tax Penalty	10,000			-	
Interest on I T Refund (13-14)	(70,349)	83,944	83,944	-	-

ZEAL AQUA LIMITED					
Notes to financial statements for the year ended March 31st 2017					
Particulars	31.03.2017		TOTAL	31.03.2016	
					TOTAL
Pre-Operative Expenses [Orma]					
Trade Discount	(21,124)			(7,750)	
Conveyance Expenses	76,768			30,586	
Vehicle Repair & Maint. Exp.	-			12,995	
Loan Processing Charges	-			10,22,430	
Interest Expenses	-			2,726	
Interest - Unsecured Loans	-			6,24,756	
Electric Exp	-			1,35,869	
JCB Work Exps	-			7,32,615	
Labour Work Exps	-			10,400	
Local Transportation Exps	950			29,880	
Factory Rent	2,34,000			1,95,000	
Direct Transportation Charges	-			5,030	
Unloading Expenses	-			3,000	
Water Exps.	-			1,27,500	
Legal Fee Exp.	22,930			12,22,165	
Office Exp	-			56,591	
Office Refreshment	-			75	
Bank Charges	53,456			57	
Professional and technical Fees	92,000			29,300	
Technical fees	-			83,220	
Repair and Maintenance Exp-Other	6,700			1,62,489	
Security Gaurd Exps	3,08,830			33,996	
Stationery and Printing exp	15,782			4,949	
Sweeper salary	2,12,408			6,600	
Insurance exp.	45,712			-	
Village Tax	2,75,000			-	
Stamp Duty	(11,17,200)			-	
Lead bank Charges	18,65,190			-	
Written Off	2,499			-	
Drinking Water	-			15,725	
Depreciation of an in-operative an Unit	80,349	21,54,250		1,63,709	47,03,913
Total			21,54,250		47,03,913
Preliminary Expenses [Orma]					
IPO Expenses	28,71,717	28,71,717		-	-
			28,71,717		-

ZEAL AQUA LIMITED					
Notes to financial statements for the year ended March 31st 2017					
Note : Deffered Tax Liability					
Timing Differences arising due to	Tax rate	As per Books	As per Income Tax	Difference	Liability/ (Assets)
Depreciation	30.90%	2,44,97,110	1,83,58,073	(61,39,037)	(18,96,962)
Provision for Gratuity	30.90%	2,45,671	-	(2,45,671)	(75,912)
Other timing differences	30.90%	-	-	-	-
Net Deferred Tax (Assets)/Liability	-	2,47,42,781	1,83,58,073	(63,84,708)	(19,72,874)
Particulars		31.03.2016		31.03.2017	
		Deffered Tax (Asset) / Liabiliy		Deffered Tax (Asset) / Liabiliy	
Brought Forward Balance			3,42,177		(20,34,829)
Current Provision			(23,77,006)		(19,72,874)
Balance for the year			(20,34,829)		(40,07,703)

SIGNIFICANT ACCOUNTING POLICIES FOR THE YEAR ENDED 31ST MARCH, 2017

1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

- 1 These financial statements have been prepared in accordance with the generally accepted accounting principles
- 2 Accounting policies not specifically referred to otherwise are consistent with generally accepted accounting
- 3 All income and expenditure items & assets and liabilities having a material bearing on the financial statements

2 REVENUE RECOGNISATION

Revenue is recognised when the significant risk and rewards of the ownership of the goods are transferred to the
Interest income is recognised on a time proportion basis taking into account the amount outstanding and the

3 USE OF ESTIMATES

The preparation of the financial statements in conformity with Indian GAAP requires judgements, estimates and

4 FIXED ASSETS

- i. Fixed assets are stated at acquisition cost net of recoverable taxes, less accumulated depreciation and
- ii All costs, including financing costs which are directly attributable to particular fixed asset/s till commencement of
- iii Assets which are not ready/ put for use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing cost thereon.
- iii Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in the Schedule II of an Act.

5 DEPRECIATION AND AMORTISATION

Depreciation on fixed assets is charged on Written Down Value based on the useful life of the assets prescribed in

6 IMPAIRMENT OF ASSETS

The company assesses at each reporting date as to whether there is any indication that an asset (tangible and

7 EXPENDITURE ON NEW PROJECTS AND SUNSTANTIAL

Expenditure directly relating to the construction activity is capitalized. Indirect expenditure incurred during

8 INVENTORIES

Inventories are measured at lower of cost or net realisable value; except for work in progress, which is valued at
As live stock in ponds cannot be measured in quantitative terms and any estimation cannot be reliable, hence the

9 BORROWING COST

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as a part of

10 INVESTMENTS

Current investments; if any, are carried at the lower of cost or quoted/ fair value, computed category-wise. Long

11 EMPLOYEE BENEFITS

- i. Contributions to Provident Fund, Gratuity Fund and Family Pension Fund are charged to the Statement of Profit &
- ii. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the

12 TRANSACTIONS IN FOREIGN			
The company has no foreign exchange transaction(s) during the year under consideration.			
i. Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the			
ii. Monetary items denominated in foreign currencies, if any at the balance sheet date are restated at year end			
iii. Non monetary foreign currency items are carried at cost at the exchange rate prevailing on the date of the			
iv. Any income of expense on account of exchange difference either on settlement or on translation is recognised in			
13 TAXES ON INCOME			
i. Tax expenses are accounted in the same period to which the revenue and expense relate. Provision for current			
ii. Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the			
14 GOVERNMENT GRANTS AND			
Grants and subsidies from government are recognised when there is reasonable assurance that (i) the company will			
Where the grant or subsidy relates to revenue, it is recognised as income as and when it actually receives. Where the			
15 CASH AND CASH EQUIVALENTS			
Cash comprises of the cash on hand and demand deposits with banks. Cash equivalents are short term balances, highly			
16 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS			
Provisions involving substantial degree of estimation in measurement are recognised when there is a present			
In Terms Of Our Attached Report Of Even Date			
For ZEAL AQUA LIMITED		FOR PARY AND CO.	
		sd/-	
		JAVNIKA GANDHARVA	
		Company Secretary	
		FRN : 007288C	
Sd/-	Sd/-	Sd/-	Sd/-
PRADIPKUMAR R. NAVIK	SHANTILAL I. PATEL	SHAIENDRASINGH PATIL	AKASH RAJNIKANT GAGLANI
Director	Director	C.F.O.	PARTNER
(DIN:01067716)	(DIN:01362109)		MEM. NO. : 114255
Date : 30/05/2017			9005, WORLD TRADE CENTRE,
Place : Surat			UDHNA DARWAJA, RING ROAD SURAT-395002.

Note 25 : GENERAL NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

1 DISCLOSURE AS PER ACCOUNTING STANDARD 15 - " EMPLOYEE BENEFITS":

A. DEFINED CONTRIBUTION PLAN

Contribution to Defined Contribution Plans , recognised as expense for the year is as under:

		(Rs. In decimals)	
Sr.	Particulars	2016-2017	2015-2016
1	Employer's contribution to Provident Fund	4,64,417	4,10,310

B. DEFINED BENEFIT PLAN

The Company operates a defined plans, viz. gratuity for its employees. Under the gratuity plan, every employee who has completed atleast five years of service gets a gratuity on departure @ 15 days of last drawn salary for each completed years of service. The scheme is not funded in form of qualifying insurance policy.

The following table summarize the components of net benefit expense recognized in the statement of profit and loss and the onligation thereof in balance sheet. Reconciliation of opening and closing balances of Gratuity Obligation is as hereunder:

		(Rs. In decimals)	
Particulars		2016-2017	2015-2016
- Statement of profit and loss			
<u>Net employee benefit expenses recognised in employee</u>			
	<i>Current service cost</i>	2,69,972	1,60,580
	<i>Interest cost on benefit obligation</i>	64,576	48,278
	<i>Net Acturial Losses recognised</i>	52,141	36,813
	<i>Net benefit Expenses</i>	3,86,689	2,45,671
- Balance Sheet			
<u>Present value of defined benefit obligation</u>			
	<i>Opening defined benefit obligation</i>	8,72,653	6,26,982
	<i>Current service cost</i>	2,69,972	1,60,580
	<i>Interest cost on benefit obligation</i>	64,576	48,278
	<i>Acturial Losses/(Gains)</i>	52,141	36,813
	Benefits paid during the year	-	-
	<i>Closing defined benefit obligation</i>	12,59,342	8,72,653
- Principal assumptions used			
	<i>Discount Rate</i>	7.40%	7.70%
	<i>Increase in compensation costs</i>	6.50%	6.50%
	<i>Retirement Age</i>	60 Years	60 Years
- Bifurcation of present benefit obligation			
	<i>Current liability (Amount due within one year)</i>	23,155	23,941
	<i>Non - Current liabiility (Amount due over one year)</i>	12,36,187	8,48,712

2

i. CSR Expenses denotes expenses made towards Corporate Social Responsibility as per section 134 of the Companies Act, 2013 read with Schedule VII thereof.

ii. Gross amount required to be spent as per aforesaid provision is Rs. NIL.

iii. The amount spent on CSR activity during the financial year 2016-2017, was utilised for promoting and advancement of Education; induding Educational awareness.

3 VALUE OF IMPORTS ON CIF BASIS IN RESPECT OF:

		(Rs. In Thosands)	
Sr.	Particulars	2016-2017	2015-2016
1	Capital Goods	82,576	-
2	Revenue Items	-	-

4	EARNING PER SHARE:					
					(Rs. In decimals)	
	Sr.	Particulars	2016-2017	2015-2016		
	1	Net Profit attributable to Equity Share Holders	1,77,48,567	1,90,94,823		
	2	Wighted number of Equity Shares	42,02,200	30,67,200		
	3	Basic and diluted Earning per Equity Share	4.22	6.23		
	4	Face value per Equity Share	10	10		
5	SEGMENT REPORTING:					
	The company is mainly engaged in Shrimp Farming, Processing and Trading in India. All operations and activities of					
6	RELATED PARTY DISCLOSURE:					
	Transactions with related party(ies) are annexed in "Annexure - C" herewith and form integral part of the Balance					
7	REVENUE EXPENDITURE IN FOREIGN CURRENCY:					
					(Rs. In decimals)	
	Sr.	Particulars	2016-2017	2015-2016		
	1	Expenditure	NIL	NIL		
8	CONTINGENT LIABILITIES:					
	A. CLAIMS AGAINST THE COMPANIES NOT ACKNOWLEDGED AS DEBT					
	i. Disputed Income tax demand for A.Y. 2012-13 not provided for is Rs.1,76,78,940/-. Appeal against this order is					
	ii. Disputed VAT demand of Rs. 774.99 Lakhs and Rs. 406.98 Lakhs for Financial year 2010-11 and 2011-12 are respectively					
	B. GUARANTEES					
	i. There are following performance bank guarantees in name of company, which may result in outflow of reasources to					
					(Rs. In decimals)	
	Sr	Date	Tenure	In Favour of	Payable to	Amount
	1	24-10-2016	3 Years	Comm. Of Customs, EPCG Group	Syndicate Bank	26,82,000
	2	12-08-2016	3 Years			2,17,000
	3	10-11-2016	3 Years			1,78,75,000
	4	30-09-2016	3 Years			14,34,000
			Total			2,22,08,000
9	Out of total proceeds of 1475.50 Lakhs, Rs. 40.72 was utilised towards Public Issue Expenses (from which Rs. 10.10 Lakhs forms reimbursement of earlier expenses made towards public issue), Rs. 1311.58 Lakhs was utilised toward setting up Shrimp processing Unit and Individually Quick Frozen (IQF) Shrimp Products and Rs. 123.20 was utilised for General Corporate purpose (i.e. Working Capital requirements of the Company)					
10	There is no amount due and outstanding to "Investors Education and Protection Fund."					
11	The company has not received balance confirmation at the end of Balance Sheet date from certain sundry creditors					
12	MSME DISCLOSURE:					
	The company has not received any intimation from its suppliers being registered under Micro, Small and Medium					
	i. As stated above, there is no principal amount and the interest due thereon remained unpaid to any MSME supplier					
	ii. During the year neither the interest paid by the buyer in terms of section 16 of the Micro, Small and Medium					
	iii. Since there is no amount payable to MSME supplier therefore no amount of interest was due and payable for the					
	iv. As specified in above clauses there is no amount of interest accrued at the end of the year;					
	v. Further there is no amount of interest remaine due and payable in the succeeding years for the purpose of					

13	Previous years figures are regrouped or rearranged wherever applicable.			
14	Details of Loans given, Investments made, Guarantees given and Securities provided during the year covered under			
	i. Loans given Rs. NIL (Previous Year Rs. NIL)			
	ii. Investments made Rs. NIL (Previous Year Rs. NIL)			
	iii. Guarantees given and Securities provided by the company in respect of loan Rs. NIL (Previous Year Rs. NIL)			
15	SPECIFIED BANK NOTES DISCLOSURE:			
	During the year, the Company had Specified Bank Notes (SBNs) or other denomination notes as defined in the MCA			
	Sr.	Particulars	SBNs*	Other Deno Notes
	1	Closing Cash in hand as on 8th Nov, 2016	-	8,04,636
	2	Less: Amount Deposited in banks	-	-
	3	Net Cash Increase/ (Decrease) during the period	-	4,03,275
	4	Closing Cash in hand as on 30th Dec, 2016	-	12,07,911
			(Rs. In decimals)	
	Sr.	Name of Bank and Branch	Amount Deposited	
	1	NIL	-	
	<i>*For the purpose of this clause, the term 'Specified bank Notes' shall have the same meaning provided in the</i>			
	In Terms Of Our Attached Report Of Even Date			
	For ZEAL AQUA LIMITED		FOR PARY AND CO.	
			sd/-	CHARTERED ACCOUNTANTS
			JAVNIKA GANDHARVA	FRN : 007288C
			Company Secretary	
	Sd/-	Sd/-	Sd/-	Sd/-
	PRADIPKUMAR R. NAVIK	SHANTILAL I. PATEL	SHAIENDRASINGH PATIL	AKASH RAJNIKANT GAGLANI
	Director	Director	C.F.O.	PARTNER
	(DIN:01067716)	(DIN:01362109)		MEM. NO. : 114255
	Date : 30/05/2017			9005, WORLD TRADE CENTRE,
	Place : Surat			UDHNA DARWAJA, RING ROAD SURAT-395002.

Related Party Disclosure (AS 18)					"Annexure - C"
S. No.	Name of party	Relationship	Nature of transaction in current year	Transaction Amount during the year	Amount outstanding at year end
1	Pradip R Navik	Director	Loan taken	-	96,188
			Remuneration	24,00,000	26,78,894
2	Shantilal I Patel	Director	Loan taken	-	61,34,500
			Factory Rent	2,34,000	2,34,000
			Remuneration	24,00,000	1,62,022
3	Rohan P Navik	Director	Remuneration	24,00,000	12,34,282
			Loan taken	-	3,12,700
4	Susan P Navik	Relative of Director	Loan taken	-	5,53,589
			Other	-	4,03,316
5	Dhaval S Patel	Relative of Director	Salary	3,31,500	-
			Loan taken	-	34,76,771
6	Kimi S Patel	Relative of Director	Loan taken	-	8,28,803
			Salary	1,28,520	-
7	Preety Misty	Relative of Director	Loan taken	-	9,07,610
			Salary	1,27,860	-
8	Jacob Foods Pvt Ltd	Comm. Director	Purchase	1,89,88,074	6,49,36,711
			Sales	2,09,14,277	
			Advance for Purchase	2,77,00,000	
9	Rati Aqua Pvt Ltd.	Relative of Director	Purchase	1,61,59,631	49,55,393
			Sales	93,12,141	
10	Susan Aqua Pvt Ltd.	Associate concern	Interest Exp on Loan Taken	6,20,205	55,89,253
11	Agni Aqua Farm	Associate concern	Contract Farming Charges	49,879	48,882
12	Akash Aqua Farm	Associate concern	Contract Farming Charges	49,879	48,881
13	Dhaval Aqua farm	Associate concern	Contract Farming Charges	3,56,676	3,49,542
14	Jal Aqua Farm	Associate concern	Contract Farming Charges	49,879	48,881
15	Pruthvi Aqua Farm	Associate concern	Contract Farming Charges	49,879	48,882
16	Deep Aqua Farm	Associate concern	Contract Farming Charges	1,41,858	1,39,020
17	Dinkar Aqua Farm	Associate concern	Contract Farming Charges	1,41,855	1,39,018
18	Divya Aqua Farm	Associate concern	Contract Farming Charges	1,41,855	1,39,018
19	Darshan Aqua Farm	Associate concern	Contract Farming Charges	1,41,855	1,39,018
20	Preety Aqua Farm	Associate concern	Contract Farming Charges	4,12,139	4,03,896
21	Dilip Aqua Farm	Associate concern	Contract Farming Charges	1,41,855	1,39,018
22	Kimi Aqua Farm	Associate concern	Contract Farming Charges	2,64,528	2,59,237
23	Rohan Aqua Farm - Dandi	Associate concern	Purchase	74,75,650	6,36,485
			Sales	69,87,582	
24	S. R Aqua Farm	Associate concern	Contract Farming Charges	8,73,522	8,56,051
25	Vayu Aqua Farm	Associate concern	Contract Farming Charges	49,879	48,882
26	Tapi Aqua Farm	Associate concern	Contract Farming Charges	6,37,275	6,24,529
27	Dhaval Aqua Engineering	Associate concern	Repair & Maintance Exp.	27,57,809	3,74,095
			Pond & Culture Exp.	41,265	
			Fixed Assets Purchase	5,12,400	
			Advance for Capi. Goods	50,00,000	
28	Manju Aqua Farm	Proprietor is Director	Purchase	55,40,383	5,25,292
			Sales	37,42,885	
29	Mahesh M. Mistry	Ind. Director	Payment	1,00,000	-
30	Naginbhai P Patel	Ind. Director	Payment	1,00,000	-
31	Roshan Kadodwala	Ind. Director	Payment	1,00,000	-
32	Rashmiben S Patel	Relative of Director	Other	-	50,785
33	Agave Tradecom LLP	Associate concern	Interest Exp on Loan Taken	36,94,734	3,33,05,262

ZEAL AQUA LIMITED

Regd. Office: AT Olpad GIDC, PL. No. 4,5, Ta.: Olpad, Dist.:Surat- 394540, Gujarat, India
Website: www.zealaqua.com, E-mail: zealaqua@gmail.com, Phone: +91 02621 220047
CIN: L05004GJ2009PLC056270,

Form No. MGT-11

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

PROXY FORM

Name of member(s): _____

Registered address: _____

Email ID: _____

Folio Number/ DP ID- Client ID: _____

I / We, being the Member(s) holding _____ shares of Zeal Aqua Limited, hereby appoint:

1. Name: _____

Address: _____

Email ID: _____

Signature: _____, or failing him / her

2. Name: _____

Address: _____

Email ID: _____

Signature: _____, or failing him / her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 9th Annual General Meeting of Zeal Aqua Limited to be held on Friday, 22nd September, 2017, at 11.30 a.m. at Olpad GIDC, PL. No. 4,5, Ta.: Olpad, Dist.:Surat- 394540 and at any adjournment(s) thereof, in respect of such resolutions as are indicated below:

ORDINARY BUSINESS

1. Consider and Adopt Audited Financial Statements, the Reports of the Board of Directors and the Auditors for the financial year ended on 31st March, 2017. (Ordinary Resolution)
2. Appointment of a director in place of Mr. Rohan Pradipkumar Navik, who is liable to retire by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)
3. Ratification of the Appointment of Statutory Auditor of the Company. (Ordinary Resolution)

SPECIAL BUSINESS

4. Appointment of Mr. Dhavalkumar Shantilal Patel as an Whole Time Director (Special Resolution)
5. Appointment of Mr. Maneck Jimmy Patalwala as an Independent Director. (Ordinary Resolution)
6. Taking of Loans and matters related thereto(Special Resolution)

Signed this.....day of, 2017

Signature of Shareholder:

Signature of Proxy holder(s):

Affix Revenue
Stamp

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.

ZEAL AQUA LIMITED

Regd. Office: AT Olpad GIDC, PL. No. 4,5, Ta.: Olpad, Dist.:Surat- 394540, Gujarat, India
Website: www.zealaqua.com, E-mail: zealaqua@gmail.com, Phone: +91 02621 220047
CIN: L05004GJ2009PLC056270,

ATTENDANCE SLIP

(To be handed over at the registration counter situated near the entrance of the meeting venue)

1. Full name and Registered address of the member attending (in BLOCK LETTERS)	
2. Full name of the joint-holder (To be filled in if first named Joint – holder does not attend meeting) (in BLOCK LETTERS)	
3. Full Name of Proxy (To be filled in if Proxy Form has been duly deposited with the Company) (in BLOCK LETTERS)	
4. Folio No. / DP ID – Client ID*	
5. Number of Share(s) held	

I / We being the registered shareholder / proxy for the registered shareholder** of the Company, hereby record my / our presence at the 9th Annual General Meeting of the Company held on Friday, the 22nd September, 2017 at 11:30 a.m. at AT Olpad GIDC, PL. No. 4,5, Ta.: Olpad, Dist.:Surat- 394540 and at any adjournment(s) thereof.

Member's / Proxy's Signature

* Applicable for members holding shares in electronic form.

** Strike-off whichever is not relevant

NOTES:

1. Please read the instructions to exercise e-voting option printed under Note Number 21 to the Notice convening the 9th Annual General Meeting of the Company printed in the accompanying Annual Report for 2017.
2. Members are requested to bring their copy of the Annual Report and this Attendance Slip at the Annual General Meeting of the Company.

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	Re-App. of Director Mr. Rohan Pradipkumar Navik liable to retire by rotation	Ordinary				
3	Ratification of App. of Auditors	Ordinary				
4	App. of Mr. Dhavalkumar Shantilal Patel as a Whole Time Director	Special				
5	App. Of Mr. Maneck Jimmy Patawala as an Independent Director	Ordinary				
6	Taking of Loans and matters related thereto	Special				

Place:

Date:

.....
(Member)

ELECTRONIC VOTING PARTICULAR

EVSN (E VOTING SEQUENCE NUMBER)	USER ID	PASSWORD/PIN
170826050		

E-Voting shall remain open from Tuesday, 19th September, 2017 till the close of working hours of Thursday 21st September, 2017 (i.e. 17:00 hours).

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

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THE MINISTRY OF CORPORATE AFFAIRS HAS TAKEN A “GREEN INITIATIVE IN THE CORPORATE GOVERNANCE” BY ALLOWING PAPERLESS COMPLIANCES BY THE COMPANIES AND HAS ISSUED CIRCULAR STATING THAT SERVICE OF NOTICE/DOCUMENTS INCLUDING ANNUAL REPORT CAN BE SENT BY E-MAIL TO ITS MEMBERS. TO SUPPORT THIS GREEN INITIATIVE OF THE GOVERNMENT, MEMBERS WHO HAVE NOT REGISTERED THEIR E-MAIL ADDRESS, SO FAR, ARE REQUESTED TO GET THEIR E-MAIL ADDRESSES, IN RESPECT OF ELECTRONIC HOLDING WITH DEPOSITORY THROUGH THEIR CONCERNED DEPOSITORY PARTICIPANTS. MEMBERS, WHO HOLD SHARES IN PHYSICAL FORM, ARE REQUESTED TO GET THEIR SHARES DEMATERIALIZED.