

ZEAL AQUA LIMITED
CIN No: L05004GJ2009PLC056270



Date: 20/03/2019

To,
BSE LIMITED
Phiroze Jeejeebhoy towers,
Dalal Street,
Mumbai- 400 001.

Script ID/ Code : ZEAL/539963
Subject : Results of Postal Ballot
Reference No. : Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 44(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, we would like to inform you that the resolution mentioned in the postal ballot notice dated February 07, 2019 has been passed by the members of the company with requisite majority. The approval is deemed to have been received on the last date of receipt of postal ballot forms i.e March 19, 2019.

Further, Pursuant to the provisions of the Section 108 and 110 of the Companies Act, 2013 and Rule 20(4)(xii) and Rule 22 of the Companies (Management and Administration) Rules, 2014, Report of the Scrutinizer dated March 20, 2019 is also enclosed herewith.

Please find enclosed the voting Results and Scrutinizer's Report.

You are requested to kindly take the same on record.

Yours Faithfully,

Thanking You.

For Zeal Aqua Limited

Javanika N. Gandharva
(Company Secretary and Compliance Officer)
Place: Surat



Regd. Office: At Olpad GIDC, Pl No. 4,5, Ta Olpad,
Surat 394 540, State: Gujarat, India, t: +91 -2621-220047
Factory: Block No. 347, Village Orma, Taluka :Olpad, District: Surat, State: Gujarat, India
Email: zealacqua@gmail.com, **Website:** www.zealacqua.com

Postal Ballot Voting Results

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015

Date of AGM/EGM	Not Applicable (Resolution deemed to be passed through postal ballot on March 19, 2019)
Total Number of Shareholders as on cut off date: (01 st February, 2019, cut-off date for Voting)	214
Number of shareholders present in meeting either in person or through proxy:	
Promoters & Promoter Group	NA
Public	
Number of shareholders attended the meeting through Video Conferencing:	
Promoters & Promoter Group	NA
Public	

Agenda-wise

Given below is the agenda wise combined result of E-voting and postal ballot received.

Item No: 1

Resolution Required							Special Resolution	
Whether promoter/promoter group are interested in the agenda/resolution							No	
Description							Migration of company from BSE SME Exchange to the Main Board Platform of BSE Limited	
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)={ (2)/(1) } *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)={ (4)/(2) } *100	% of votes against on votes polled (7)={ (5)/(2) } *100
Promoter & Promoter Group	Remote E-voting	8625120	3108480	36.04	3108480	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		5372640	62.29	5372640	0	100	0
Public Institutional Holders	Remote E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
Public-Others	Remote E-voting	3981480	909000	22.83	909000	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		327480	8.23	327480	0	100	0
Total		12606600	9717600	77.08	9717600	0	100	0

Details of Invalid votes	
Category	No. of Votes
Promoter & Promoter Group	0
Public Institutions	0
Public non-institutions	750

For Zeal Aqua Limited



Javanika N. Gandharva
(Company Secretary and Compliance Officer)
Place: Surat



RANJIT KEJRIWAL
Company Secretaries

1, Aastha, 2/906, Hira Modi Sheri, Opp. Gujarat Samachar Press, Ring Road, SURAT-395 002.
Tel.: 0261 - 2331123, 2355984 E-mail : rbksurat@gmail.com

Date :

SCRUTINIZER'S REPORT

[Pursuant to section 108 and 110 of the Companies Act, 2013
And Rule 20(4) (xii) and Rule 22 of the Companies (Management and Administration)
Rules, 2014]

To
The Chairman
Zeal Aqua Limited
At Olpad, GIDC, Pl No. 4,5, TA Olpad,
Surat-394540, Gujarat.

Dear Sir

Sub.: Scrutinizer's report on E voting/Postal Ballot.

1. I, Ranjit Kejriwal, Company Secretary in practice, have been appointed as a scrutinizer by the Board of Directors of Zeal Aqua Limited for the purpose of scrutinizing the e-voting process along with Postal Ballot and ascertaining the requisite majority on remote e-voting / Postal Ballot process carried out as per 108 and 110 of the Companies Act, 2013 read with Rule 20(4)(xii) and Rule 22 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Postal Ballot Notice as detailed below:

Sr. No.	Type of Resolution	Particulars
1	Special Resolution	Migration of company from BSE SME Exchange to the Main Board Platform of BSE Limited

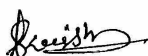
2. For the above mentioned resolution, the Company has also provided facility for voting by E-Voting to the members, who have not already cast their vote by postal ballot. The chairman of the Board has appointed me as the Scrutinizer for the same.
3. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to remote e-voting and Postal ballot process conducted for the resolutions contained in the Postal Notice of the Company. My responsibility as a scrutinizer for the remote e-voting and postal ballot process is restricted to ensure that the voting process is conducted in a fair and transparent manner and to make a consolidated Scrutinizer's Report of the votes cast "in Favour" or



“against” the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL), the agency authorized under the rules and engaged by the company to provide remote e-voting facility and postal ballot forms received till the closure of working hour i.e 5.00 pm on 19th March, 2019.

4. Further to the above, I submit my reports as under:

- (i) the company had dispatched the postal ballot notice dated February 07, 2019 under section 110 of the companies Act, 2013 along with the postal ballot forms and self addressed postage prepaid envelope to the members of the company whose names appeared on the register of Members/ List of beneficiaries as on cut-off date February 01, 2019.
- (ii) The e-voting and Postal ballot period was from 18th February, 2019 at 9.30 a.m. to 19th March, 2019 at 5.00 p.m.
- (iii) The members of the Company as on the “cut-off” date i.e 01st February, 2019 were entitled to vote on the resolutions (item No. 01 as set out in the Postal Ballot notice of the Company).
- (iv) After the time fixed for the e-voting i.e 5.00 pm on Tuesday, March 19, 2019, the votes were unblocked on the e-voting website of the Central Depository Services (India) Limited (CDSL) on March 19, 2019 at 06.18 pm in presence of two witness namely **Mr. Krishnavtar Gupta** and **Ms. Purvi Jain** who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.



Name: **Mr. Krishnavtar Gupta**



Name: **Ms. Purvi Jain**

- (v) The Physical Postal Ballot forms received till the time fixed for closing of the postal ballot i.e. 5:00 P.M. on Tuesday March 19, 2019 were diligently scrutinized and reconciled with the record maintained by the company's registrar and transfer agent i.e. M/s. Bigshare Services Private Limited.
- (vi) Thereafter the details containing inter alia, list of Equity Share Holders, who voted “for” / “against” each of the resolutions that were put to vote, were generated from the evoting website of Central Depository Services (India) Limited (CDSL) i.e. <https://evotingindia.com>.
- (vii) In case where the members who have exercised their vote in physical ballot as well as electronic mode, the vote by electronic mode only has been considered as specified in the Postal Ballot Notice.
- (viii) The physical Postal ballot forms received after the time fixed for closing of the postal ballot i.e 5.00 pm on Tuesday, March 19, 2019 have not been opened and according have not been considered for voting.
- (ix) The combined result of remote e-voting and postal ballot is as under:



RESOLUTION NO. 1:**Migration of company from BSE SME Exchange to the Main Board Platform of BSE Limited**

“RESOLVED THAT pursuant to the Regulation 277 and other relevant provisions, laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and other applicable provisions, if any, of the Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the consent of the members of the company be and is hereby accorded for purpose of migration of the Company’s present listing from BSE SME Platform to the Main Board of BSE Limited.

RESOLVED FURTHER THAT the Director(s) of the Company and the Company Secretary be and are hereby authorized jointly and / or severally to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to Bombay Stock Exchange, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company’s present listing from BSE SME Platform to the Main Board of BSE Limited.

RESOLVED FURTHER THAT Director(s) and the Company Secretary of the Company be and are hereby authorized jointly and / or severally to do all such acts and things as may be necessary and expedient to give effect to the above resolution on behalf of the Company.”

Mode		Ballots received	Total Shares	Favour		Against		Invalid	
				Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	Promoter	0	0	0	0	0	0	0	0
	Promoter Group	5	3108480	5	3108480	0	0	0	0
	Non Promoter	11	909000	11	909000	0	0	0	0
Postal Ballot	Promoter	2	2590080	2	2590080	0	0	0	0
	Promoter Group	5	2782560	5	2782560	0	0	0	0
	Non Promoter	19	328230	18	327480	0	0	1	750
Total		40	9718350	39	9717600	0	0	1	750



This resolution is passed as a special resolution as votes cast by shareholders other than promoters in favour of the proposal are more than 2 times the number of votes cast by shareholders other than promoter shareholders against the proposal.

The physical postal ballot forms received have been enclosed herewith, to be kept by the Company in its safe custody.

Thanking You,

Yours faithfully,



Ranjit Kejriwal
Practicing Company Secretary
Membership No. 6116
CP No. 5985
Place: Surat
Date: 20th March, 2019

