



ZEAL AQUA LIMITED

CIN: L05004GJ2009PLC056270

Registered Office: At Olpad GIDC PI No. 4,5, Ta Olpad, Surat 394540, Gujarat
Tel.: +02621-220047; **Website:** www.zealaqua.com; **Email Id:** zealaqua@gmail.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 and Rules made thereunder)

TO THE MEMBERS OF THE COMPANY

Notice is hereby given that pursuant to section 110 and other applicable provisions if any, of the companies Act, 2013 (hereinafter referred to as “the Act”) read with Companies (Management and Administration) Rules, 2014 (hereinafter referred to as “the Rules”) and pursuant to applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time including any statutory modification or re-enactment thereof for the time being in force, that the resolution appended are proposed to be passed as special resolution through Postal Ballot including voting through electronic means (“Remote E-voting”).

The explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning each item and the reasons thereof are annexed hereto along with a Postal Ballot Form (the “Form”) for your consideration.

The Board of Directors of the Company, at its meeting held on Friday, 1st day of February, 2019 has appointed Mr. Ranjit Kejriwal, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot and Remote E-voting process in a fair and transparent manner. In the event the draft Resolution as set out in the Notice is assented by the requisite majority by means of Postal Ballot, they shall be deemed to have been passed as Special Business at an Extra Ordinary General Meeting. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or remote e-voting.

Members have the option to vote either by Physical Postal Ballot or through Remote E-voting. Members desiring to exercise their vote by means of Physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Notice and Postal Ballot Form, record your assent (for) or dissent (against) therein by filing necessary details and affixing your signature at the designated place in the Form and return the Form duly completed in the attached self addressed postage pre-paid business reply envelope so as to reach the Scrutinizer at 1 Aastha, 2/906, Hira Modi Sheri, Opp. Gujarat Samachar Press, Ring Road, Surat 395002 Gujarat on or before 05.00 P.M on Tuesday, March 19, 2019.

The Scrutinizer after completion of the scrutiny will submit his report to the Chairman of the Company. Thereafter the results of the postal ballot would be announced by the Managing Director or the Company Secretary of the Company on Wednesday, March 20, 2019 at the registered office of the Company. The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchange where the shares of the Company are listed and displayed along with the scrutinizer’s report on the company’s website viz. www.zealaqua.com.

Members desiring to opt for Remote e-voting as per facilities arranged by the Company are requested to read the notes to the notice and the instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically.

The Resolution, if approved, will be taken as passed effectively on the date of declaration of the results.

Item of Business requiring consent of shareholders through Postal Ballot:

1. Migration of company from BSE SME Exchange to the Main Board Platform of BSE Limited

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“**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.”

For and On behalf of the Board of Directors
ZEAL AQUA LIMITED

Registered Address of the Company:
At Olpad GIDC Pl No. 4, 5, Ta Olpad, Surat 394540,
Gujarat

Sd/-
Chairman and Managing Director
Mr. Shantilal Patel
(DIN: 01362109)

Date: 07/02/2019
Place: Surat

NOTES:

- 1) The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 is appended herein along with form for your consideration.
- 2) The Company has appointed Mr. Ranjit Kejriwal, Practicing Company Secretary (Membership No. 6116, CP No. 5985), to act as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
- 3) Notice of Postal Ballot is being sent by post / e-mail to shareholders whose name appeared in the register of members/list of beneficial owners as on cut-off date February 01, 2019 provided by Bigshare Services Private Limited (RTA). A person who is not a Member on the cut-off date should accordingly treat the Postal Ballot Notice as for information purposes only. Shareholders can fill the Postal Ballot Forms and send it to Scrutinizer Mr. Ranjit Kejriwal, Practicing Company Secretary (Membership No. 6116, CP No. 5985) at 1 Aastha, 2/906, Hira Modi Sheri, Opp. Gujarat Samachar Press, Ring Road, Surat 395002 Gujarat on or before 5.00 P.M on Tuesday, March 19, 2019.
- 4) Postal Ballot Form and prepaid business reply envelope are enclosed.
- 5) Copy of relevant documents referred in this notice and the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days except holidays between 11.00 A.M and 2.00 P.M to the date of declaration of the results of Postal Ballot.

Voting Through Electronic Means

- 6) In compliance with the provision of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the company is pleased to provide members facility of Physical Postal Ballot and the items of business as detailed in this Postal Ballot Notice may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).
- 7) The e-voting period begins on Monday, February 18, 2019 at 9:30 a.m. and ends on Tuesday, March 19, 2019 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date of Friday, February 01, 2019, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 8) Mr. Ranjit Kejriwal, Practicing Company Secretaries (Membership No.6116, CP No. 5985), has been appointed as the Scrutinizer to scrutinize votes cast either electronically or through Postal Ballot in a fair and transparent manner.
- 9) Relevant documents referred to in this Postal Ballot Notice and the Statement are available for inspection by the members at the Company's registered office during business hours on all working days except holidays between 11.00 A.M and 2.00 P.M to the date of declaration of the results of Postal Ballot.
- 10) Members can opt for only one mode of voting, i.e., either by Physical Postal Ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Physical Postal Ballot shall be treated as invalid.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, February 18, 2019 at 9:30 a.m. and ends Tuesday, March 19, 2019 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, February 01, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders/Members.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.

Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).
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- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. 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 EVSN for the relevant ZEAL AQUA LIMITED on which you choose to vote.
- (xii) On 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 Resolution 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 details.
- (xiv) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Company has been listed and traded on the BSE SME Platform for a more than two years and hence eligible to migrate to the Main Board of BSE Limited as per guidelines specified by SEBI vide their circulated dated 18th May, 2010 and as per the procedures laid down under Chapter IX of SEBI (ICDR) Regulations, 2018.

Also listing on the Main Board of BSE Limited will take the Company to different league altogether with enhanced recognition and increased participation by retail investors.

The members are therefore requested to accord their approval for the purpose of migration of the Company’s present listing from BSE SME Segment to Main Board of BSE Limited as set out in the resolution.

Pursuant to Section 102 of Companies Act, 2013, The Board of Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise in the aforesaid resolution.

Hence the aforesaid resolution is placed before the shareholders of the Company for their consent through Postal Ballot under Section 110 of the Companies Act, 2013.

For and On behalf of the Board of Directors

ZEAL AQUA LIMITED

Sd/-

Chairman and Managing Director

Mr. Shantilal Patel

(DIN: 01362109)

Registered Address of the Company:

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

Date: 07/02/2019

Place: Surat

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ZEAL AQUA LIMITED

CIN: L05004GJ2009PLC056270

Registered Office: At Olpad GIDC PI No. 4,5, Ta Olpad, Surat 394540, Gujarat
Tel.: +02621-220047; **Website:** www.zealaqua.com; **Email Id:** zealaqua@gmail.com

POSTAL BALLOT FORM

1.	Name(s) of Shareholder(s) (including joint holders, if any)	
2.	Registered address of the Sole/First named Shareholder	
3.	Registered Folio No./*DP ID & Client ID (*Applicable to investors holding shares in dematerialized form)	
4.	Number of shares held	

I/We hereby exercise my/ our vote in respect of the Resolution to be passed through Postal Ballot/ E-voting for the business stated in the Postal Ballot Notice of the Company dated February 07, 2019 by sending my/our assent or dissent to the said Resolution by placing tick (√) mark in the appropriate box below:

Sr.No.	Resolution Description	No. of Shares for which votes cast	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Migration of company from BSE SME Exchange to the Main Board Platform of BSE Limited			

Place:

Date:

(Signature of the Shareholder/Authorized representative)

Note:

- Please read the instructions printed overleaf carefully before exercising your vote.
- If the voting rights are exercised electronically, there is no need to use this form.
- Last date for receipt of Postal Ballot Form by Scrutinizer is on or before 5.00 P.M Tuesday, March 19, 2019. Please note that any Postal Ballot Form (s) received after the said date and time will be strictly treated as if reply from the Member has not received.

E-VOTING PARTICULARS

EVSN (E-Voting Sequence Number)	User ID	PAN/Sequence Number
190207009		

INSTANCES IN WHICH THE POSTAL BALLOT FORM SHALL BE TREATED AS INVALID OR REJECTED

- (a) A Form other than one issued by the company has been used or the Form has not been signed by or on behalf of the Member;
- (b) Signature on the postal ballot form doesn't match the specimen signatures with the company / Depository;
- (c) Neither assent nor dissent is mentioned or it is not possible to determine without any doubt the assent or dissent of the Member;
- (d) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
- (e) The envelope containing the postal ballot form is received after the last date prescribed;
- (f) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
- (g) It is received from a Member who is in arrears of payment of calls;
- (h) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
- (i) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.

INSTRUCTIONS FOR POSTAL BALLOT

- ❖ Pursuant to provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Assent or Dissent of the Members in respect of the Special Resolution contained in the Postal Ballot Notice dated February 07, 2019 is being sought through Postal Ballot Process.
- ❖ Any Member desiring to exercise his/her vote by Physical Postal Ballot, may send duly completed Postal Ballot Form in the enclosed self-addressed postage pre-paid Business Reply Envelope. The envelope bears the name of Mr. Ranjit Kejriwal, Practicing Company Secretary, appointed as the 'Scrutinizer' for Postal Ballot Process by the Board of the Company & the address of the scrutinizer viz. 1 Aastha, 2/906, Hira Modi Sheri, Opp. Gujarat Samachar Press, Ring Road, Surat 395002 Gujarat.
- ❖ **The Voting period will commence on and from Monday, February 18, 2019 at 9:30 A.M. and ends on Tuesday, March 19, 2019 at 5:00 P.M.** The envelopes containing Postal Ballot Form should reach the Scrutinizer not later than 5:00 PM on Tuesday, March 19, 2019. Postage on the Business Reply Envelope will be borne by the Company. However, envelopes containing Postal Ballot, if sent by Courier or by Registered Post or Speed Post, at the expense of the Member will also be accepted. Postal Ballot Form(s) may also be deposited personally at the Scrutinizer's Office.
- ❖ Consent must be accorded by placing a tick mark (✓) in the column 'I / we assent to the resolution' or dissent must be accorded by placing a tick mark.
- ❖ (✓) in the column 'I / we dissent to the resolution'. Postal ballot form bearing (✓) mark in both the column will render the form invalid. Voting in the Postal Ballot cannot be exercised by a Proxy.
- ❖ The Postal Ballot form should be completed and signed by the shareholder(s). In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company / Depository) by the first named Member and in the absence of such Member, by the next named joint-holder. A Member may sign the Postal Ballot Form through an attorney, in such case certified true copy of the Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
- ❖ In case of shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot Form, signed by the Authorised Signatory, should also be accompanied by a certified true copy of the Board Resolution/Authority together with the specimen signature(s) of the duly Authorised Signatory(ies).
- ❖ A Member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
- ❖ An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of Postal Ballot Form will be final.
- ❖ The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by Depositories or registered with the Company, in respect of shares held in dematerialized form or in physical form, respectively.
- ❖ Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on the cut-off date viz. Friday, February 01, 2019.
- ❖ A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified above.
- ❖ No Member is entitled to vote on Postal Ballot unless all calls or other sums presently payable by him in respect of shares have been paid.
- ❖ Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope, as all Postal Ballot(s) will be sent to Scrutinizer & any extraneous paper found in such envelope would be destroyed by Scrutinizer.
- ❖ Members are requested to fill Postal Ballot Form in indelible ink & avoid filling it by using erasable writing medium(s) like pencil.
- ❖ The resolution, if assented by requisite majority, shall be considered as passed on **Tuesday, March 19, 2019** (i.e. last date specified by the Company for receipt of duly completed Postal Ballot form or e-voting).
- ❖ The result of the Postal Ballot will be declared / announced on Wednesday, March 20, 2019 at the Registered Office of the Company. The results along with the Scrutinizers' Report shall be placed on the website of the Company viz. www.zealaqua.com, be communicated to the Stock Exchanges viz. BSE Limited & also displayed on website of CDSL viz. www.cdslindia.com.
- ❖ In case of any query and grievances in relation to the resolution proposed to be passed may be addressed to Ms. Javanika Gandharva, Company Secretary, At Olpad GIDC PI No. 4,5, Ta Olpad, Surat 394540, Gujarat or email to zealaqua@gmail.com
- ❖ Any query or grievance connected with the voting by Postal Ballot, other than E-Voting, may be addressed to the Company Secretary at zealaqua@gmail.com or at the registered office or members may contact M/s Bigshare Services Private Limited, the Registrar & Transfer Agent of the Company at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-400059, Maharashtra.
- ❖ 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- ❖ **E-VOTING: In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & provisions of Section 108 of the Companies Act, 2013 read with the Rules made thereto, the Company is pleased to provide E-Voting facility (through E-Voting Platform of CDSL), as an alternate which would enable the Member to cast votes electronically, instead of sending Physical Postal Ballot Form. Please note that E-Voting is optional. In case a Member has voted through E-Voting facility, he does not need to send the physical Postal Ballot Form. In case Member(s) cast their vote via both modes i.e. Physical Ballot as well as E-Voting, then voting done through E-Voting shall prevail and Physical Voting of that Member shall be treated as invalid. Members are requested to refer to the Postal Ballot Notice and Notes thereto, for detailed instructions with respect to E-Voting.**