

ZEAL AQUA LIMITED

CIN No: L05004GJ2009PLC056270



Date: 24/09/2018

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

Script ID/ Code : ZEAL/539963
Subject : Voting Results of 10th Annual General Meeting of the Company held as on September 24, 2018
Reference No. : Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

Pursuant to Regulation 44(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith Voting Results of the businesses transacted at the 10th Annual General Meeting of the Members of Zeal Aqua Limited held on Monday, September 24, 2018 at 11:30 a.m. at Olpad, GIDC, Plot No. 4,5, Taluka: Olpad, Surat -394 540, Gujarat, India.

Further, Pursuant to the provisions of the Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014, Report of the Scrutinizer dated September 24, 2018 is also enclosed herewith.

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: 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: zealacqua@gmail.com, **Website:** www.zealacqua.com

Voting Results

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

Zeal Aqua Limited | 10th Annual General Meeting | September 24, 2018

Date of AGM	September 24, 2018
Book Closure Date	15 th September to 24 th September
Total Number of Shareholders as on cut off date: (14 th September, 2018, cut-off date for E-voting)	213
Number of shareholders present in meeting either in person or through proxy:	
Promoters & Promoter Group	7
Public	3
Number of shareholders attended the meeting through Video Conferencing	
Promoters & Promoter Group	No video conferencing facility was made available to the shareholders.
Public	

Agenda-wise

Given below is the agenda wise combined result of E-voting and votes polled at the meeting.

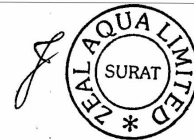
ORDINARY BUSINESS

Resolution No. 1:

Adoption of Audited Financial Statements for the financial year ended on 31st March, 2018 along with Report of Directors and Auditors thereon. (Ordinary Resolution)

Promoter/ Public	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	2875040	956160	33.26	956160	0	100	0
	Poll		1790880	62.29	1790880	0	100	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public Institution al Holders	Remote E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public- Others	Remote E-voting	1327160	180250	13.58	180250	0	100	0
	Poll		17250	1.30	17250	0	100	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Total		4202200	2944540	70.07	2944540	0	100	0

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



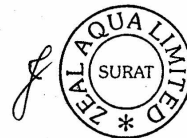
Resolution No. 2:

Re-appointment of Mr. Shantilal Ishwarbhai Patel (DIN: 01362109) a Director , liable to retire by rotation.
(Ordinary Resolution)

Promoter/ Public	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	2875040	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public Institution al Holders	Remote E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public- Others	Remote E-voting	1327160	180250	13.58	180250	0	100	0
	Poll		17250	1.30	17250	0	100	
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Total		4202200	197500	4.70	197500	0	100	0

* Promoters and Promoter Group who are interested in the resolution and holding 956160 Equity Shares who have voted on the resolution are excluded for the purpose.

Details of Invalid votes	
Category	No. of Votes
Promoter & Promoter Group	956160
Public Institutions	0
Public non-institutions	0

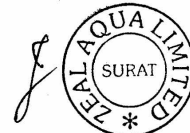


Resolution No. 3:

Ratification of appointment of M/s. Pary & Co., Chartered Accountants as Statutory Auditor of the Company. (Ordinary Resolution)

Promoter/ Public	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	2875040	956160	33.26	956160	0	100	0
	Poll		1790880	62.29	1790880	0	100	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public Institution al Holders	Remote E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public- Others	Remote E-voting	1327160	180250	13.58	180250	0	100	0
	Poll		17250	1.30	17250	0	100	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Total		4202200	2944540	70.07	2944540	0	100	0

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

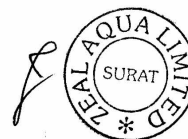


SPECIAL BUSINESS**Resolution No. 4:**

Appointment of Mr. Cyrus Dinsha Bhathena (DIN: 07967136) as an Independent Director. (Ordinary Resolution)

Promoter/ Public	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	2875040	956160	33.26	956160	0	100	0
	Poll		1790880	62.29	1790880	0	100	0
	Postal Ballot		0	0	0	0	0	0
Public Institution al Holders	Remote E-voting	Not Applicable	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	1327160	180250	13.58	180250	0	100	0
	Poll		17250	1.30	17250	0	100	0
	Postal Ballot		0	0	0	0	0	0
Total		4202200	2944540	70.07	2944540	0	100	0

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

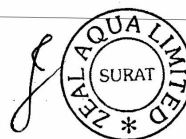


Resolution No. 5:

Appointment of Mr. Shahzad Yazdi Gandhi (DIN: 08013857) as an Independent Director. (Ordinary Resolution)

Promoter/ Public	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	2875040	956160	33.26	956160	0	100	0
	Poll		1790880	62.29	1790880	0	100	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public Institution al Holders	Remote E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public- Others	Remote E-voting	1327160	180250	13.58	180250	0	100	0
	Poll		17250	1.30	17250	0	100	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Total		4202200	2944540	70.07	2944540	0	100	0

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

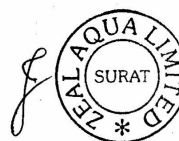


Resolution No. 6:

Appointment of Mrs. Sharmin Mehernosh Dordi (DIN: 08193337) as an Independent Director. (Ordinary Resolution)

Promoter/ Public	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	2875040	956160	33.26	956160	0	100	0
	Poll		1790880	62.29	1790880	0	100	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public Institution al Holders	Remote E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public- Others	Remote E-voting	1327160	180250	13.58	180250	0	100	0
	Poll		17250	1.30	17250	0	100	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Total		4202200	2944540	70.07	2944540	0	100	0

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



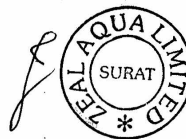
Resolution No. 7:

To increase authorized capital of the Company and amend the Capital clause in the Memorandum of Association. (Special Resolution)

Promoter/ Public	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	2875040	956160	33.26	956160	0	100	0
	Poll		1790880	62.29	1790880	0	100	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public Institution al Holders	Remote E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public- Others	Remote E-voting	1327160	180250	13.58	180250	0	100	0
	Poll		17250	1.30	17250	0	100	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Total		4202200	2944540	70.07	2944540	0	100	0

Details of Invalid votes

Category	No. of Votes
Promoter & Promoter Group	0
Public Institutions	0
Public non-institutions	0



Resolution No. 8:

To issue Bonus Shares. (Special Resolution)

Promoter/ Public	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	2875040	956160	33.26	956160	0	100	0
	Poll		1790880	62.29	1790880	0	100	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public Institution al Holders	Remote E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public- Others	Remote E-voting	1327160	180250	13.58	180250	0	100	0
	Poll		17250	1.30	17250	0	100	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Total		4202200	2944540	70.07	2944540	0	100	0

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

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 :

FORM NO. MGT-13
SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013
And Rule 20(4) (xii) and Rule 21 of the Companies (Management and Administration)
Rules, 2014]

To
The Chairman
Of 10th Annual General Meeting of the members of
Zeal Aqua Limited held on 24th September, 2018
At Olpad, GIDC, Pl No. 4,5, TA Olpad,
Surat-394540, Gujarat. At 11.30 A.M.

Dear Sir

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

1. I, Ranjit Kejriwal, a 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 Ballot Forms and ascertaining the requisite majority on remote e-voting / Ballot process carried out as per 108 of the Companies Act, 2013 read with Rule 20(4)(xii) and Rule 21 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice to the 10th Annual General Meeting (AGM) of the members of the company, held at 11.30 a.m. at Olpad, GIDC, Pl No. 4,5, TA Olpad, Surat-394540, Gujarat on Monday 24th September, 2018.
2. At the 10th AGM of the Company held on 24th September, 2018, the Company has also provided facility for voting by Ballot paper to the members attending the meeting, who have not already cast their vote by remote e-voting. The chairman of the AGM 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 relating to remote e-voting and ballot process conducted for the resolutions contained in the Notice to the 10th AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting and ballot process at the AGM is restricted to make a consolidated Scrutinizer's Report of the

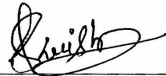


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votes cast "in Favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL), the agency authorized under the rules and engaged by the company to provide remote e-voting facility.

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

- (i) The e-voting period was from 21st September, 2018 at 9.30 a.m. to 23rd September, 2018 at 5.00 p.m.
- (ii) The members of the Company as on the "cut-off" date i.e 14th September, 2018 were entitled to vote on the resolutions (item No. 01 to 08 as set out in the notice of the 10th AGM of the Company).
- (iii) The votes cast were unblocked on 24th September, 2018 at 03.07 p.m. in the presence of 2 (Two) witnesses namely **Mr. Krishnavtar Gupta** and **Mr. Pioush Tiwari** 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: **Mr. Pioush Tiwari**

- (iv) 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>.
- (v) The combined result of remote e-voting and ballot is as under:

RESOLUTION NO. 1:

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2018:

"RESOLVED THAT the Audited Balance Sheet and Profit and loss account for the year ended 31st March, 2018 along with the Director's Report, be and are hereby considered, Adopted and Approved"

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	7	1136410	7	1136410	0	0	0	0
At AGM	9	1808130	9	1808130	0	0	0	0
Total	16	2944540	16	2944540	0	0	0	0

This resolution is passed with requisite majority as an ordinary resolution.



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RESOLUTION NO. 2:**REAPPOINTMENT OF DIRECTORS RETIRING BY ROTATION:**

“RESOLVED THAT pursuant to Section 152(6) of the Companies Act, 2013 and other relevant Sections of the said Act, if any, Mr. Shantilal Ishwarbhai Patel (DIN: 01362109), an Executive Director, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	7	1136410	3	180250	0	0	4	956160
At AGM	9	1808130	2	17250	0	0	0	0
Total	16	2944540	5	197500	0	0	4	956160

This resolution is passed with requisite majority as an ordinary resolution.

RESOLUTION NO. 3:**RATIFICATION OF M/S PARY & Co. AS STATUTORY AUDITOR**

“RESOLVED THAT further to the resolution passed at the 6th Annual General Meeting held on 30.09.2014 for the appointment of M/s PARY & Co, Chartered Accountant as a statutory auditor and pursuant to provisions of section 139(1)& 142 of Companies Act, 2013 read with Companies Amendment Act, 2017 as of now there is no requirement of annual ratification of appointment of statutory auditor but under the resolution passed in 6th Annual General Meeting it is require to annually ratify appointment of statutory auditor hence members consent for ratification of appointment of the statutory auditor.”

“RESOLVED FURTHER THAT the tenure of statutory auditor shall be remain same as per resolution passed in 6th Annual General Meeting i.e. from the conclusion of 6th Annual General Meeting till the conclusion of 11th Annual General meeting but further no annual ratification for appointment of a statutory auditor shall be done.”

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	7	1136410	7	1136410	0	0	0	0
At AGM	9	1808130	9	1808130	0	0	0	0
Total	16	2944540	16	2944540	0	0	0	0

This resolution is passed with requisite majority as an ordinary resolution.



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RESOLUTION NO. 4:**APPOINTMENT OF MR. CYRUS DINSHA BHATHENA (DIN: 07967136) AS AN INDEPENDENT DIRECTOR**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161, Schedule IV 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) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company, Mr. Cyrus Dinsha Bhathena (DIN: 07967136), who was appointed as an Additional Director (Independent) of the Company with effect from October 14, 2017 and is recommended by Nomination and Remuneration Committee and Board of Directors for appointment as Director, be and is hereby appointed as an Independent Director of the company to hold office for a term of five consecutive years upto October 14, 2022, 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.”

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	7	1136410	7	1136410	0	0	0	0
At AGM	9	1808130	9	1808130	0	0	0	0
Total	16	2944540	16	2944540	0	0	0	0

This resolution is passed with requisite majority as an Ordinary resolution.

RESOLUTION NO. 5:**APPOINTMENT OF MR. SHAHZAD YAZDI GANDHI (DIN: 08013857) AS AN INDEPENDENT DIRECTOR**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161, Schedule IV 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) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company, Mr. Shahzad Yazdi Gandhi (DIN: 08013857), who was appointed as an Additional Director (Independent) of the Company with effect from December 29, 2017 and is recommended by Nomination and Remuneration Committee and Board of Directors for appointment as Director, be and is hereby appointed as an Independent Director of the company to hold office for a term of five consecutive years upto December 29, 2022, not liable to retire by rotation.”

RESOLVED FURTHER THAT any Director be and is hereby authorized to take necessary steps for giving effect to the resolution, including filing the necessary forms with Registrar of Companies.”



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Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	7	1136410	7	1136410	0	0	0	0
At AGM	9	1808130	9	1808130	0	0	0	0
Total	16	2944540	16	2944540	0	0	0	0

This resolution is passed with requisite majority as an ordinary resolution.

RESOLUTION NO. 6:

APPOINTMENT OF MRS. SHARMIN MEHERNOSH DORDI (DIN: 08193337) AS AN INDEPENDENT DIRECTOR

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161, Schedule IV 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) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company, Mrs. Sharmin Mehernosh Dordi (DIN: 08193337), is recommended by Nomination and Remuneration Committee and Board of Directors for appointment as an Independent Director in the Annual General Meeting of the company to hold office for a term of five consecutive years upto September 23, 2023, not liable to retire by rotation.”

RESOLVED FURTHER THAT any Director be and is hereby authorized to take necessary steps for giving effect to the resolution, including filing the necessary forms with Registrar of Companies.”

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	7	1136410	7	1136410	0	0	0	0
At AGM	9	1808130	9	1808130	0	0	0	0
Total	16	2944540	16	2944540	0	0	0	0

This resolution is passed with requisite majority as an ordinary resolution.

RESOLUTION NO. 7:

TO INCREASE AUTHORIZED CAPITAL OF THE COMPANY AND AMEND THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION

“**RESOLVED THAT** pursuant to the provisions of section 13 and 61(1)(a) of the Companies Act, 2013, and other applicable provisions and rules framed there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the authorised share capital of the company from Rs. 5,00,00,000 (Rupees Five Crore Only) divided into 50,00,000 (Fifty Lakh only) shares of Rs. 10 (Rupees Ten Only) each to Rs. 13,00,00,000



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(Rupees Thirteen Crore Only) divided into 1,30,00,000 (One Crore Thirty Lakh only) equity shares of Rs. 10 (Rupees Ten only) each by creating additional 80,00,000 (Eighty Lakh only) equity shares of Rs. 10/- each and Consequently first paragraph of the Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following:

V. The Authorised Share Capital of the Company is Rs. 13,00,00,000 (Rupees Thirteen Crore Only) divided into 1,30,00,000 (One Crore Thirty Lakh Only) equity shares of Rs. 10 (Rupees Ten Only) each.”

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	7	1136410	7	1136410	0	0	0	0
At AGM	9	1808130	9	1808130	0	0	0	0
Total	16	2944540	16	2944540	0	0	0	0

This resolution is passed with requisite majority as a Special Resolution.

RESOLUTION NO. 8:

TO ISSUE OF BONUS SHARES

“**RESOLVED THAT** in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, consent of the members be and is hereby accorded for issue of Bonus shares in the proportion of 2 (Two) equity share for every 1 (one) existing equity share held by the members of the Company by capitalizing a sum of Rs. 8,40,44,000 (Rupees Eight Crore Forty Lakh Forty Four Thousands Only) out of the sum standing to the credit of “Security Premium” of the company, to be allotted and distributed as **FULLY PAID BONUS SHARES** to the holders of 42,02,200 equity shares of the company, whose names appear in the Register of Members maintained by the Company and the List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date (“Record date”) as may be determined by the Board, in the proportion of 2 (Two) equity share for every 1 (one) existing equity share held by the members.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to accept and agree to the terms and conditions, if any required, as may be prescribed or stipulated by the authorized concerned for issue of Bonus Shares which the Board may, in its absolute discretion, think fit and proper to accept.

RESOLVED FURTHER THAT the Bonus Shares so allotted as above are subject to the



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Memorandum and Article of Association of the Company and shall rank in all respects pari-passu with the existing equity shares of the company and shall be entitled to participate in any dividend declared after the allotment.

RESOLVED FURTHER THAT no allotment letter shall be issued to the allottees of Bonus Shares. With regard to shares held in physical form, Certificates in respect of the new Equity shares shall be issued to the allottees of the Bonus shares as aforesaid. With regard to the shares held in dematerialized form, the Bonus shares will be credited to the respective demat account of the holders.

RESOLVED FURTHER THAT the said Bonus Shares shall be treated for all purpose as an increase in nominal amount of the Capital of the Company held by each such Member and not as income.

RESOLVED FURTHER THAT subject to the conditions of the consent or approval of such authorities as may be required to be obtained, the Board of Directors be and are hereby authorized to settle any question or difficulty whatsoever which may arise in regard to the issue and allotment of the aforesaid Bonus Shares.”

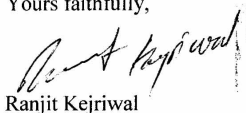
Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	7	1136410	7	1136410	0	0	0	0
At AGM	9	1808130	9	1808130	0	0	0	0
Total	16	2944540	16	2944540	0	0	0	0

This resolution is passed with requisite majority as a Special Resolution.

The physical 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: 24th September, 2018



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