

ZEAL AQUA LIMITED

CIN No. L05004GJ2009PLC056270



Date: 23/09/2017

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

Script ID/ Code : ZEAL/539963
Subject : Scrutinizer's Report and Voting Results of 9th Annual General Meeting of the Company held on September 22, 2017
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, we are enclosing herewith Voting Results of the businesses transacted at the 9th Annual General Meeting of the Members of Zeal Aqua Limited held on Friday, September 22, 2017 at 11:30 a.m. at Olpad, GIDC, Pl No. 4,5, TA Olpad, Surat -394540, Gujarat.

Further Board of Directors of the Company has appointed Mr. Ranjit Kejriwal, practicing Company Secretary, as a Scrutinizer for the purpose of conducting the remote e-voting and poll at the 09th Annual General Meeting of the Company which was held on Friday, September 22nd, 2017. The copy of the scrutinizer report received from him is also enclosed herewith.

You are requested to kindly take the same on record.

Thanking You.

Yours Faithfully,

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 | 9th Annual General Meeting | September 22, 2017

Date of AGM	September 22, 2017
Book Closure Date	11 th September to 15 th September
Total Number of Shareholders as on record date: (15 th September, 2017, cut-off date for E-voting)	197
Number of shareholders present in meeting either in person or through proxy:	
Promoters & Promoter Group	5
Public	9
Number of shareholders attended the meeting through Video Conferencing	
Promoters & Promoter Group	Not Applicable
Public	

Agenda-wise

ORDINARY BUSINESS

Resolution No. 1:

Adoption of Audited Financial Statements for the financial year ended on 31st March, 2017 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	496000	17.25	496000	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		1294880	45.04	1294880	0	100	0
Public Institution al 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	1327160	180660	13.61	180660	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		82000	6.18	82000	0	100	0
Total		4202200	2053540	48.87	2053540	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. Rohan Pradipkumar Navik, (DIN: 02531248), as an Executive 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		0	0	0	0	0	0
Public Institution al 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	1327160	180660	13.61	180660	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		82000	6.18	82000	0	100	0
Total		4202200	262660	6.25	2053540	0	100	0

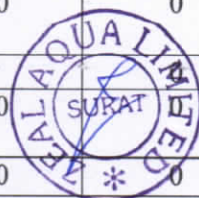
Details of Invalid votes

Category	No. of Votes
Promoter & Promoter Group	496000
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	496000	17.25	496000	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		1294880	45.04	1294880	0	100	0
Public Institution al 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	1327160	180660	13.61	180660	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		82000	6.18	82000	0	100	0
Total		4202200	2053540	48.87	2053540	0	100	0



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

Resolution No. 4:

Appointment of Mr. Dhavalkumar Shantilal Patel (DIN: 02961674), as a Whole Time Director of the Company. (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	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
Public Institution al 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	1327160	180660	13.61	180660	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		82000	6.18	82000	0	100	0
Total		4202200	262660	6.25	2053540	0	100	0

Details of Invalid votes	
Category	No. of Votes
Promoter & Promoter Group	496000
Public Institutions	0
Public non-institutions	0

Resolution No. 5:

Appointment of Mr. Maneck Jimmy Patalwala(DIN: 01269927), as an Independent Director 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	496000	17.25	496000	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		1294880	45.04	1294880	0	100	0
Public Institution	Remote E-voting		0	0	0	0	0	0



al Holders	Poll	0	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
Public-Others	Remote E-voting	1327160	180660	13.61	180660	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		82000	6.18	82000	0	100	0
Total		4202200	2053540	48.87	2053540	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:

Taking of Loans and matters related thereto. (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	496000	17.25	496000	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		1294880	45.04	1294880	0	100	0
Public Institution al 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	1327160	180660	13.54	180660	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		82000	6.18	82000	0	100	0
Total		4202200	2053540	48.87	2053540	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

J. Gandharva

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 and 110 of the Companies Act, 2013
And Rule 20(3)(xi) and Rule 22 (9) of the Companies (Management and Administration) Rules,
2014]

To
The Chairman
Of 9th Annual General Meeting of the members of
Zeal Aqua Limited held on 22nd September, 2017
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 the provisions of section 108 and 110 of the Companies Act, 2013 read with Rule 20(3)(xi) and Rule 22 of the Companies (Management and administration) Rules, 2014 (Rules) on the resolutions contained in the Notice to the 9th 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 Friday 22nd September, 2017 at 11.30 AM.
2. At the 9th AGM of the Company held on 22nd September, 2017, 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 9th 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 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 19th September, 2017 at 9.30 a.m. to 21st September, 2017 at 5.00 p.m.
- (ii) The members of the Company as on the "cut-off" date i.e 15th September, 2017 were entitled to vote on the resolutions (item No. 01 to 06 as set out in the notice of the 9th AGM of the Company).
- (iii) The votes cast were unblocked on 22nd September, 2017 at 06.47 p.m. in the presence of 2 (Two) witnesses namely **Ms. Purvi Jain** 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: **Ms. Purvi Jain**



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, 2017:

"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"

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	8	676660	8	676660	0	0	0	0
At AGM	12	1376880	12	1376880	0	0	0	0
Total	20	2053540	20	2053540	0	0	0	0

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



RESOLUTION NO. 2:**REAPPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION:**

“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.”

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	8	676660	6	180660	0	0	2	496000
At AGM	7	82000	7	82000	0	0	0	0
Total	15	758660	13	262660	0	0	2	496000

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

RESOLUTION NO. 3:**RATIFICATION OF M/S PARY & Co. AS STATUTORY AUDITOR AND AUTHORIZE THE DIRECTORS TO FIX THE AUDITOR'S REMUNERATION**

“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.”

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	8	676660	8	676660	0	0	0	0
At AGM	12	1376880	12	1376880	0	0	0	0
Total	20	2053540	20	2053540	0	0	0	0

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



RESOLUTION NO. 4:**APPOINTMENT OF WHOLE TIME DIRECTOR**

“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.”

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	8	676660	6	180660	0	0	2	496000
At AGM	7	82000	7	82000	0	0	0	0
Total	15	758660	13	262660	0	0	2	496000

This resolution is passed with requisite majority as a special resolution.

RESOLUTION NO. 5:**APPOINTMENT OF INDEPENDENT DIRECTOR**

“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."

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	8	676660	8	676660	0	0	0	0
At AGM	12	1376880	12	1376880	0	0	0	0
Total	20	2053540	20	2053540	0	0	0	0

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

RESOLUTION NO. 6:

TAKING OF LOANS AND MATTERS RELATED THERETO

"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."

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	8	676660	8	676660	0	0	0	0
At AGM	12	1376880	12	1376880	0	0	0	0
Total	20	2053540	20	2053540	0	0	0	0

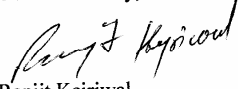
This resolution is passed with requisite majority as a special resolution.

No ballots were rejected.

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
Place: Surat
Date: 23rd September, 2017

