

ZEAL AQUA LIMITED
CIN No: L05004GJ2009PLC056270



Date: 30.06.2025

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

Scrip ID/ Code : ZEAL/539963

Subject : Submission of Voting Results of the Postal Ballot

Reference No. : pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, please find enclosed details of voting result of the Postal Ballot which was conducted only through electronic means for the business contained in the postal ballot Notice dated May 24, 2025 issued by the Company.

We are also enclosing the Scrutinizer Report on E-voting conducted in pursuant to the Section 108 of the Companies Act, 2013 and other applicable provisions and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014.

Kindly take this information on your record.

Thanking you,

Yours Faithfully,

For Zeal Aqua Limited

Anita Digbijay Paul
Company Secretary & Compliance Officer
M.NO.: F9282(ICSI)

Place: Surat

Enclosed: As above



**DETAILED RESULTS OF REMOTE E-VOTING FOR POSTAL BALLOT OF
ZEAL AQUA LIMITED**

GENERAL INFORMATION ABOUT COMPANY	
BSE Scrip code	539963
MSEI Symbol	NOTLISTED
ISIN	INE819S01025
Name of the Company	ZEAL AQUA LIMITED
Type of Meeting	POSTAL BALLOT
Date of the meeting/ Date of declaration of results (in case of Postal Ballot)	30-06-2025
Start time of the meeting	NA
End time of the meeting	NA

SCRUTINIZER DETAILS	
Name of the Scrutinizer	SAAURABH JHAVERI
Firms Name	SAAURABH JHAVERI
Qualification	CS
Membership Number	F6670
Date of Board Meeting in which appointed	24-05-2025
Date of Issuance of Report to the company	27-06-2025

VOTING RESULTS	
Record Date	23-05-2025
Total number of shareholders on Record date	34947
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	NA
b) Public	NA
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	NA
b) Public	NA
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	NA



Detailed Results of Remote e-voting on Special Business proposed in Postal Ballot Notice dated May 24, 2025 by the Zeal Aqua Limited (in SEBI Format)

Resolution (1)								
Resolution required: (Ordinary / Special)					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					Yes			
Description of resolution considered					Special Resolution to approve the Appointment of Mr. Shantilal Ishwarlal Patel (DIN: 01362109) as a Whole Time Director of the Company.			
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2) / (1)] * 100	(4)	(5)	(6) = [(4) / (2)] * 100	(7) = [(5) / (2)] * 100
Promoter and Promoter Group	E-Voting	85251200	28780800	33.368	28780800	0	100.00	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	85251200	28780800	33.368	28780800	0	100.00	0.000
Public-Institutions	E-Voting	0	0	0.000	0.000	0	0.000	0.000
	Poll		0	0.000	0.000	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0.000	0	0.000	0.000
	Total	0	0	0.000	0.000	0	0.000	0.000
Public-Non Institutions	E-Voting	39814800	317733	0.7980	287727	30006	90.556	9.443
	Poll		0	0.000	0.000	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0.000	0	0.000	0.000
	Total	39814800	317733	0.798	287727	30006	90.556	9.443
Total		126066000	29098533	23.0820	29068527	30006	99.8969	0.1031
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Not Applicable		

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



Detailed Results of Remote e-voting on Special Business proposed in Postal Ballot Notice dated May 24, 2025 by the Zeal Aqua Limited (in SEBI Format)

Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Special Resolution to approve the Appointment of Mr. Pradipkumar Ratilal Navik (DIN: 01067716) as a Managing Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2) / (1)] * 100	(4)	(5)	(6) = [(4) / (2)] * 100	(7) = [(5) / (2)] * 100
Promoter and Promoter Group	E-Voting	85251200	13915200	16.1333	13915200	0	100.00	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	85251200	13915200	16.1333	13915200	0	100.00	0.000
Public-Institutions	E-Voting	0	0	0.000	0.000	0	0.000	0.000
	Poll		0	0.000	0.000	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0.000	0	0.000	0.000
	Total	0	0	0.000	0.000	0	0.000	0.000
Public-Non Institutions	E-Voting	39814800	12788133	32.1190	12758127	30006	99.7654	0.2346
	Poll		0	0.000	0.000	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0.000	0	0.000	0.000
	Total	39814800	12788133	32.1190	12758127	30006	99.7261	0.2739
Total		126066000	26703333	21.1820	26673327	30006	99.8688	0.1312
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Not Applicable		

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



Detailed Results of Remote e-voting on Special Business proposed in Postal Ballot Notice dated May 24, 2025 by the Zeal Aqua Limited (in SEBI Format)

Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Special Resolution to approve the Appointment of Mr. Rohan Pradipkumar Navik (DIN: 02531248) as a Whole Time Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2) / (1)] * 100	(4)	(5)	(6) = [(4) / (2)] * 100	(7) = [(5) / (2)] * 100
Promoter and Promoter Group	E-Voting	85251200	13915200	16.1333	13915200	0	100.00	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	85251200	13915200	16.1333	13915200	0	100.00	0.000
Public-Institutions	E-Voting	0	0	0.000	0.000	0	0.000	0.000
	Poll		0	0.000	0.000	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0.000	0	0.000	0.000
	Total	0	0	0.000	0.000	0	0.000	0.000
Public-Non Institutions	E-Voting	39814800	12788133	32.1190	12753102	35031	99.7261	0.2739
	Poll		0	0.000	0.000	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0.000	0	0.000	0.000
	Total	39814800	12788133	32.1190	12753102	35031	99.7261	0.2739
Total		126066000	26703333	21.1820	26668302	35031	99.8688	0.1312
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Not Applicable		

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

Scrutinizer's Report

To,

The Chairman

ZEAL AQUA LIMITED

(CIN-L05004GJ2009PLC056270)

Block No. 347 Vill. Orma, Tal.: Olpad,

Surat-394540, Guj, India.

SUBJECT Scrutinizer's Report on postal ballot through Electronic Voting Process in respect of passing of the resolution set—out in the postal ballot notice dated May 24, 2025

Dear Sir,

I, CS Saurabh Jhaveri, Practising Company Secretary, appointed as Scrutinizer for the purpose of remote e-voting by the Members of **ZEAL AQUA LIMITED** ("the Company") by means of Postal Ballot, only by remote e-voting process ("e-voting") provided by the Company to all its Members to cast their votes electronically, pursuant to Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act"), read with Rules 22 and 20 of Companies (Management and Administration) Rules, 2014 (hereinafter referred to as "Rules"), the Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and any other applicable provisions, of the Act, rules, regulations, circular and notification (including any statutory modification(s), clarification(s), substitution(s) or reenactment(s) thereof for the time being in force) in the Notice dated May 24, 2025.



The management of the Company is responsible to ensure compliance with the requirement of:

- 1) The Act and the Rules made there-under;
- 2) The MCA Circular; AND
- 3) The Listing Regulations.

The management of the Company is responsible for ensuring secured framework and robustness of the electronic voting systems.

My responsibility as a Scrutinizer was restricted to scrutinize the e-voting process, in fair and transparent manner and to prepare a Scrutinizer's report of the Votes casts in favour and against the RESOLUTION stated in the NOTICE.

The Company has engaged the services of National Securities Depository Limited ("**NSDL**") as the agency to provide e-voting facility.

My report is based on verification of data and reports generated from National Securities Depository Limited ("**NSDL**") engaged by the Company to provide e-voting facility to its members.

The members of the company holding shares as on the "**Cut-off**" date as set out in the NOTICE i.e. Friday, May 23, 2025 were entitled to vote on the RESOLUTION set out in the NOTICE and their voting rights were in proportion to their shareholding in the paid up equity share capital of the company as on the Cut-off date.

The e-voting commenced at **9:00 a.m. (IST) on Wednesday, May 28, 2025 and ended at 5:00 p.m. (IST) on Friday, June 27, 2025.**

The votes cast during the e-voting were unblocked on **FRIDAY, the June 27, 2025** around **05.38 p.m.** After the conclusion of e-voting period for postal ballot in the presence of two witnesses who are not in the employment of the Company.

I submit herewith the Scrutinizer's report on the result of remote e-voting for postal ballot, based on the report generated by **National Securities Depository Limited ("**NSDL**")**; in respect of the following RESOLUTION as under:-



SPECIAL BUSINESS

1. To approve the Appointment of Mr. Shantilal Ishwarlal Patel (DIN: 01362109) as a Whole Time Director of the Company.

To consider and pass the following resolution as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) read with Schedule V to the said Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable Rules made under the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any Statutory modification(s) or reenactment thereof for the time being in force), the extant Rules / Regulations / Guidelines / Notifications and Circulars prescribed by any relevant authorities including but not limited to Reserve Bank of India / Securities Exchange Board of India, and as per the provisions of Articles of Association of the Company, on the recommendation of the Board of Directors of the Company and subject to such other approvals and compliances as per the applicable provisions of the Act and other applicable Statutes, as may be necessary, the approval of the Members of the Company be and is hereby accorded to the appointment of Mr. Shantilal Ishwarlal Patel (DIN: 01362109) of the Company, liable to retire by rotation, having substantial powers of management of the affairs of the Company w.e.f. 26-06-2025, for a term of 5 (Five) years ending on 26-06-2030, on the following terms and conditions:-

- a) Salary Rs. 3,00,000/- (Rupees Three Lakhs Only) per month w.e.f. 26th June, 2025.
- b) Other benefits like Life Insurance, Gratuity, Provident Fund, Bonus has been decided by Board and Nomination and Remuneration Committee
- c) Allowances:- as per Company’s Policy
- d) Benefits:- As per Company’s policy.
- e) Remuneration period :- 3 years i.e. from 26-06-2025 till 26-06-2028
- f) Other Terms
 - Mr. Shantilal Ishwarlal Patel (DIN: 01362109) shall not during the continuance of his employment or at any time thereafter divulge or disclose to any person whomsoever or make any use whatever for his own or for whatever purpose, of any confidential information or knowledge obtained by him during his employment as to the business or affairs of the company or as to any trade secrets or secret processes of the company and shall during the continuance of his employment hereunder also use his best endeavours to prevent any other person from doing so.



- So long as Mr. Shantilal Ishwarlal Patel (DIN: 01362109) discharges the functions of WTD, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.
- Subject as aforesaid, he shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time

RESOLVED FURTHER THAT the above remuneration shall be subject to Section 197, Schedule V and other relevant Sections and Rules under the Companies Act, 2013 and accordingly the payment of Remuneration as above to the Whole-Time Director shall be irrespective of amount of profits of the Company computed under Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. Shantilal Ishwarlal Patel (DIN: 01362109) will be paid the Remuneration as specified above, subject to the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT with the payment of Remuneration as above to Mr. Shantilal Ishwarlal Patel (DIN: 01362109), Whole-Time Director, the remuneration of Other Whole Time Directors and Executive Directors of the Company shall remain unaffected in spite of the fact that the remuneration payable to them may exceed the limits prescribed in Section 197 of the Companies Act, 2013 in any Financial Year.

RESOLVED FURTHER THAT liberty and authority be and is hereby given to the Board of Directors of the Company, which will be deemed to include any Committee of the Board constituted to exercise its powers, including powers conferred by this Resolution, to decide all questions arising out of this matter, to take all requisite steps to give effect to this resolution, to allow advance against salary as per Company's Policy, as amended from time to time, and to vary, alter and modify the terms and conditions governing the appointment and remuneration of the Whole time Director of the Company, as may be agreed to by the Board of Directors or Board Committee and the Whole time Director Mr. Shantilal Ishwarlal Patel (DIN: 01362109) from time to time, subject to the provisions of all applicable Laws.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual 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, any Director or Company Secretary be and is hereby authorized to issued the certified copy of this resolution."



RESULT

I. Voting “in favour” of resolution

Number of Members	Number of valid votes cast	% of total number of valied votes cast
105	29068527	99.90%

II. Voting “against” the resolution

Number of Members	Number of valid votes cast	% of total number of valied votes cast
5	30006	0.10%

III. Invalid Votes

Total number of Members	Total number of invalid votes cast
Nil	Nil

Based on the aforesaid result, I report that the aforesaid SPECIAL RESOLUTION as set out at Item No.1 of the Notice has been passed with requisite majority.

2. To approve the Appointment of Mr. Pradipkumar Ratilal Navik (DIN: 01067716) as a Managing Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) read with Schedule V to the said Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable Rules made under the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any Statutory modification(s) or reenactment thereof for the time being in force), the extant Rules /



Regulations / Guidelines / Notifications and Circulars prescribed by any relevant authorities including but not limited to Reserve Bank of India / Securities Exchange Board of India, and as per the provisions of Articles of Association of the Company, on the recommendation of the Board of Directors of the Company and subject to such other approvals and compliances as per the applicable provisions of the Act and other applicable Statutes, as may be necessary, the approval of the Members of the Company be and is hereby accorded to the appointment of Mr. Pradipkumar Ratilal Navik (DIN: 01067716) as Managing Director and a Key Managerial Personnel of the Company, liable to retire by rotation, having substantial powers of management of the affairs of the Company w.e.f. 26-06-2025, for a term of 5 (Five) years ending on 26-06-2030, on the following terms and conditions:-

- a) Salary Rs. 3,00,000/- (Rupees Three Lakhs Only) per month w.e.f. 26th June, 2025.
- b) Other benefits like Life Insurance, Gratuity, Provident Fund, Bonus has been decided by Board and Nomination and Remuneration Committee
- c) Allowances:- as per Company's Policy
- d) Benefits:- As per Company's policy.
- e) Remuneration period :- 3 years i.e. from 26-06-2025 till 26-06-2028
- f) Other Terms
 - Mr. Pradipkumar Ratilal Navik shall not during the continuance of his employment or at any time thereafter divulge or disclose to any person whomsoever or make any use whatever for his own or for whatever purpose, of any confidential information or knowledge obtained by him during his employment as to the business or affairs of the company or as to any trade secrets or secret processes of the company and shall during the continuance of his employment hereunder also use his best endeavours to prevent any other person from doing so.
 - So long as Mr. Pradipkumar Ratilal Navik discharges the functions of MD, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.



- Subject as aforesaid, he shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time

RESOLVED FURTHER THAT the above remuneration shall be subject to Section 197, Schedule V and other relevant Sections and Rules under the Companies Act, 2013 and accordingly the payment of Remuneration as above to the Managing Director shall be irrespective of amount of profits of the Company computed under Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. Pradipkumar Ratilal Navik (DIN: 01067716) will be paid the Remuneration as specified above, subject to the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT with the payment of Remuneration as above to Mr. Pradipkumar Ratilal Navik (DIN: 01067716), Managing Director, the remuneration of Whole Time Directors and Executive Directors of the Company shall remain unaffected in spite of the fact that the remuneration payable to them may exceed the limits prescribed in Section 197 of the Companies Act, 2013 in any Financial Year.

RESOLVED FURTHER THAT liberty and authority be and is hereby given to the Board of Directors of the Company, which will be deemed to include any Committee of the Board constituted to exercise its powers, including powers conferred by this Resolution, to decide all questions arising out of this matter, to take all requisite steps to give effect to this resolution, to allow advance against salary as per Company's Policy, as amended from time to time, and to vary, alter and modify the terms and conditions governing the appointment and remuneration of the Managing Director of the Company, as may be agreed to by the Board of Directors or Board Committee and the Managing Director Mr. Pradipkumar Ratilal Navik (DIN: 01067716) from time to time, subject to the provisions of all applicable Laws.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual 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, any Director or Company Secretary be and is hereby authorized to issued the certified copy of this resolution.”

RESULT

I. Voting “in favour” of resolution

Number of Members	Number of valid votes cast	% of total number of valied votes cast
103	26673327	99.89%

II. Voting “against” the resolution

Number of Members	Number of valid votes cast	% of total number of valied votes cast
5	30006	0.11%

III. Invalid Votes

Total number of Members	Total number of invalid votes cast
Nil	Nil

Based on the aforesaid result, I report that the aforesaid SPECIAL RESOLUTION as set out at Item No.2 of the Notice has been passed with requisite majority.

3. To approve the Appointment of Mr. Rohan Pradipkumar Navik (DIN: 02531248) as a Whole Time Director of the Company.

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



“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) read with Schedule V to the said Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable Rules made under the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any Statutory modification(s) or reenactment thereof for the time being in force), the extant Rules / Regulations / Guidelines / Notifications and Circulars prescribed by any relevant authorities including but not limited to Reserve Bank of India / Securities Exchange Board of India, and as per the provisions of Articles of Association of the Company, on the recommendation of the Board of Directors of the Company and subject to such other approvals and compliances as per the applicable provisions of the Act and other applicable Statutes, as may be necessary, the approval of the Members of the Company be and is hereby accorded to the appointment of Mr. Rohan Pradipkumar Navik (DIN: 02531248) of the Company, liable to retire by rotation, having substantial powers of management of the affairs of the Company w.e.f. 26-06-2025, for a term of 5 (Five) years ending on 26-06-2030, on the following terms and conditions:-

- a) Salary Rs. 3,00,000/- (Rupees Three Lakhs Only) per month w.e.f. 26th June, 2025.
- b) Other benefits like Life Insurance, Gratuity, Provident Fund, Bonus has been decided by Board and Nomination and Remuneration Committee
- c) Allowances:- as per Company’s Policy
- d) Benefits:- As per Company’s policy.
- e) Remuneration period :- 3 years i.e. from 26-06-2025 till 26-06-2028
- f) Other Terms
 - Mr. Rohan Pradipkumar Navik (DIN: 02531248) shall not during the continuance of his employment or at any time thereafter divulge or disclose to any person whomsoever or make any use whatever for his own or for whatever purpose, of any confidential information or knowledge obtained by him during his employment as to



the business or affairs of the company or as to any trade secrets or secret processes of the company and shall during the continuance of his employment hereunder also use his best endeavours to prevent any other person from doing so.

- So long as Mr. Rohan Pradipkumar Navik (DIN: 02531248) discharges the functions of WTD, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.
- Subject as aforesaid, he shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time

RESOLVED FURTHER THAT the above remuneration shall be subject to Section 197, Schedule V and other relevant Sections and Rules under the Companies Act, 2013 and accordingly the payment of Remuneration as above to the Whole-Time Director shall be irrespective of amount of profits of the Company computed under Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. Rohan Pradipkumar Navik (DIN: 02531248) will be paid the Remuneration as specified above, subject to the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT with the payment of Remuneration as above to Mr. Rohan Pradipkumar Navik (DIN: 02531248), Whole-Time Director, the remuneration of Other Whole Time Directors and Executive Directors of the Company shall remain unaffected in spite of the fact that the remuneration payable to them may exceed the limits prescribed in Section 197 of the Companies Act, 2013 in any Financial Year.

RESOLVED FURTHER THAT liberty and authority be and is hereby given to the Board of Directors of the Company, which will be deemed to include any Committee of the Board constituted to exercise its powers, including powers conferred by this Resolution, to decide all questions arising out of this matter, to take all requisite steps to give effect to this resolution, to allow advance against salary as per Company's Policy, as amended from time to time, and to vary, alter and modify the terms and conditions governing the appointment and remuneration of the



Whole time Director of the Company, as may be agreed to by the Board of Directors or Board Committee and the Whole time Director Mr. Rohan Pradipkumar Navik (DIN: 02531248) from time to time, subject to the provisions of all applicable Laws.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual 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, any Director or Company Secretary be and is hereby authorized to issued the certified copy of this resolution.”

RESULT

I. Voting “in favour” of resolution

Number of Members	Number of valid votes cast	% of total number of valied votes cast
100	26668302	99.87%

II. Voting “against” the resolution

Number of Members	Number of valid votes cast	% of total number of valied votes cast
8	35031	0.13%

III. Invalid Votes

Total number of Members	Total number of invalid votes cast
Nil	Nil



Based on the aforesaid result, I report that the aforesaid SPECIAL RESOLUTION as set out at Item No.3 of the Notice has been passed with requisite majority.



S Jhaveri

Date: 27.06.2025

Place: Surat

Saaurabh Jhaveri

Practising Company Secretary

FCS - 6670

COP No. 3711

UDIN- F006670G000674480

Peer Review Certificate No. I2001GJ198000