



Date: 05/01/2026

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

Scrip Code : ZEAL | 539963
Subject : **Postal Ballot Notice - Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Postal Ballot notice dated January 05, 2026, along with the Explanatory Statement ("Notice") for seeking approval of the Shareholders of the Company through remote e-voting, on the following matter:

APPOINTMENT OF MR. PANKAJBHAI CHIMANLAL PATEL (DIN-11371266) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR FOR A TERM OF FIVE YEARS

In accordance with the applicable laws, the Notice being sent electronically to all the Shareholders whose name appears in the Register of Members / List of Beneficial Owners and whose e-mail Ids are registered with the Company / Bigshare Services Pvt. Ltd. ("RTA") / Depositories as on Friday, January 2, 2026 ("cut-off date"). The same is also available on the website of the Company www.zealaqua.com and on website of NSDL www.evoting.nsdl.com.

The Company has engaged the services of NSDL for providing remote e-voting facility to its members. The remote e-voting period commences on Thursday, January 08, 2026 at 09:00 A.M (IST) and ends on Saturday, February 07, 2026 at 05:00 P.M (IST) after which the remote e-voting will be blocked by NSDL. During this period, members of the Company, holding shares as on the cut-off date i.e. Friday, January 02, 2026, are eligible to cast their votes. Company has appointed **Mr. Dhaval P. Master** (Membership No. A34204), Partner of JDM & Associates LLP (LLPIN - ACO-1243), Practicing Company Secretaries, **as Scrutinizer** for scrutinizing the Postal Ballot. The results of the Postal Ballot shall be declared on Monday, February 09, 2026.

Key information pertaining to the Postal Ballot are as follows:

Particulars	Details
Cut Off Date	02/01/2026
Remote e-Voting Start Date	08/01/2026
Remote e-Voting End Date	07/02/2026
Result of Postal Ballot	On Monday, February 09, 2026

This is for your information and record.

Thanking You
Yours Faithfully,

For Zeal Aqua Limited

Anita Digbijay Paul
Company Secretary and Compliance Officer
FCS:9282
Place: Surat



POSTAL BALLOT NOTICE
(Pursuant to Section 110 of the Companies Act, 2013 read with
The Companies (Management and Administration) Rules, 2014, each as amended)

E-VOTING STARTS ON	E-VOTING ENDS ON
Thursday, January 08, 2026 at 09:00 A.M (IST)	Saturday, February 07, 2026 at 05:00 P.M (IST)

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("SEBI Listing Regulations") and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), as amended from time to time, 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 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA") ((hereinafter collectively referred to as "**MCA Circulars**""), that the resolution seeking approval for appointment of Mr. Pankajbhai Chimanlal Patel (DIN 11371266) as a Non-Executive Independent Director for a term of five years, is proposed to be passed as a Special Resolution by the Members of Zeal Aqua Limited ("Company") through Postal Ballot by voting through electronic means ("remote e-voting") only.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The communication of assent or dissent of the Members would take place only through the remote e-voting system. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the Special Resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company has appointed Mr. Dhaval P. Master (Membership No. A34204), Partner of JDM & Associates LLP (LLPIN - ACO-1243), Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from 9.00 a.m. (IST) on Thursday, January 08, 2026, and ends at 5:00 p.m. (IST) on Saturday, February 07, 2026. The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before 5:00 p.m. (IST) on Monday, February 09, 2026.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the



Company's website <https://zealacqua.com> and on the website of National Securities Depository Limited ("NSDL") <https://www.evoting.nsdl.com/>.

SPECIAL BUSINESS:

APPOINTMENT OF MR. PANKAJBHAI CHIMANLAL PATEL (DIN-11371266) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR FOR A TERM OF FIVE YEARS.

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

"RESOLVED THAT Mr. Pankajbhai Chimanlal Patel (DIN- 11371266), who was appointed as an Additional Director (Non-Executive Independent) of the Company **with effect from November 12, 2025** by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act, 2013 ("Act") read with Articles of Association of the Company, who is eligible for appointment and who has consented to act as a Director of the Company of the company and in respect of whom the company has received a notice in writing from a Member under 160 (1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Mr. Pankajbhai Chimanlal Patel (DIN- 11371266), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as a Non-Executive Independent Director of the Company for a term of five years commencing **from November 12, 2025 to November 11, 2030** and who would not be liable to retire by rotation, be and is hereby approved."

"RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 of the Companies Act, 2013 ("the Act"), read with Section 110 of the Act and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms an integral part of this Notice.
2. In terms of the MCA Circulars, the Company is sending this Notice ONLY in electronic form to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/ Bigshare Services Private Limited, the Company's Registrars and Transfer Agent ('RTA'), as on



Friday, January 02, 2026 ('Cut-off date') and whose e-mail addresses are registered with the RTA/ Depositories/ Depository Participants and who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up ordinary equity share capital of the Company as on the Cut-Off Date.

3. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only.

It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories/Depository Participants) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.

4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-Voting is mentioned below in this Notice.
5. The remote e-Voting shall commence from 9.00 a.m. (IST) on Thursday, January 08, 2026, and ends at 5:00 p.m. (IST) on Saturday, February 07, 2026. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote(s) electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Member cannot vote by post end of e-voting and if he votes by e-voting shall be treated as invalid.
6. The Board of Directors of the Company has appointed Mr. Dhaval P. Master (Membership No. A34204), Partner of JDM & Associates LLP (LLPIN - ACO-1243), Practicing Company Secretaries, **as the Scrutinizer** to scrutinize the postal ballot process in fair and transparent manner. The Scrutinizer have consented to act as Scrutinizer for this postal ballot.
7. The Scrutinizer will submit his/her consolidated report to the Chairman, or any other person authorized by him, after scrutiny of the votes cast, on the result of the postal ballot through remote e-Voting within two working days from the conclusion of the postal ballot through remote e-Voting. The Scrutinizer's decision on the validity of votes cast will be final.
8. The result of the postal ballot declared along with the Scrutinizer's Report ('Result') shall be placed on the Company's website www.zealaqua.com and/or on the website of NSDL www.evoting.nsdl.com immediately after the Result is declared by the Chairman or any other person so authorised by him, and the same shall be communicated to the Stock Exchange, i.e., BSE Limited ('BSE'), where the ordinary equity shares of the Company are listed.
9. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed



- to have been passed at the General Meeting of Members on the last date specified for remote e-Voting i.e., Saturday, February 07, 2026.
10. Members may download the Notice from the website of the Company at <https://www.zealacqua.com> or the website of NSDL at www.evoting.nsdl.com. A copy of the Notice is also available on the website of BSE at www.bseindia.com. Equity shares of the Company are under compulsory demat trading by all Investors.
 11. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to cszealacqua@gmail.com.
 12. A Member cannot exercise his / her/ its vote by proxy on Postal Ballot / E-Voting.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e.NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at



	<p>https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e.NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at</p>



	<p>https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.



How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e.Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 133838 then user ID is 133838001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?



- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- 1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- 3. Now you are ready for e-Voting as the Voting page opens.
- 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 5. Upon confirmation, the message "Vote cast successfully" will be displayed.



6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to DHAVAL@csjdm.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Sachin Kareliya at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cszealaqua@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cszealaqua@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote



through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

Other information:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

By order of the Board of Directors
For Zeal Aqua Limited

Sd/-

Anita Digbijay Paul
Company Secretary & Compliance Officer

Date : 05/01/2026
Place : Surat

Registered office:

Block No. 347 Vill. Orma, Ta: Olpad,
Surat, Surat, Gujarat, India, 394540
Email: zealaqua@gmail.com
Contact No: + 91 2621 220047
Website: www.zealaqua.com



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND /OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated January 05, 2026.

Item No.1

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Mr. Pankajbhai Chimanlal Patel (DIN- 11371266) as an Additional Director and also as Non-Executive Independent Director of the Company for a term of five years commencing from November 12, 2025 to November 11, 2030, not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution.

Pursuant to the provisions of Section 161(1) of the Act, Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), he holds office only up to the date of the next annual general meeting or for a period of three months from the date of appointment, whichever is earlier.

The Company has received a notice in writing pursuant to Section 160 of the Act from a Member signifying intention to propose the candidature of Mr. Pankajbhai Chimanlal Patel as an Independent Director of the Company.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 12th November, 2025 recommended the appointment of Mr. Pankajbhai Chimanlal Patel Jain as an Independent Director on the Board of the Company, not liable to retire by rotation, for a term commencing from the date of Board’s approval i.e. 12th November, 2025 till the conclusion of 5 (five) years i.e. till 11th November, 2030.

Based on the skills, competence and expertise in understanding of global business dynamics, appreciation of long-term trends, strategic choices and experience in guiding and leading management teams, developing governance practices, the Board, on the recommendation of the Nomination and Remuneration Committee, has determined that the appointment of Mr. Pankajbhai Chimanlal Patel would be beneficial to the Company.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). In terms of



Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

He has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164 of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company. There is no inter se relationship between him and any other member of the Board and other Key Managerial Personnel of the Company.

In the opinion of the Board, Mr. Pankajbhai Chimanlal Patel is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations, each as amended, and is independent of the management of the Company.

The terms and conditions of his appointment are available for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.

Brief profile Mr. Pankajbhai Chimanlal Patel is as follows:

Mr. Pankajbhai Chimanlal Patel (DIN: 11371266) has been engaged in the textile business since 2010. He holds a Bachelor's degree in Electronics and Communication Engineering (B.E. E.C.). Prior to establishing his own business, he gained two years of experience in the electronics service industry. With strong technical expertise and over a decade of experience in textile production and operations, he brings a valuable combination of technical and managerial skills to the organization.

The details of directorship held by Mr. Pankajbhai Chimanlal Patel in other companies and other details are given in the Annexure to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulations 17 and 25 of SEBI Listing Regulations and other applicable Regulations, the appointment of Mr. Pankajbhai Chimanlal Patel as Non-Executive Independent Director is now being placed before the Members for their approval by way of a Special Resolution.

Pursuant to Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI),



requisite particulars of Mr. Pankajbhai Chimanlal Patel including his profile and specific areas of expertise also forms a part of Notice of AGM.

Board Recommendation: Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the special resolution as set out at Item No. 1 of the Postal Ballot Notice for approval by the Members.

Except Mr. Pankaj Chimanlal Patel and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution as set out in this Notice.

Annexure:

ADDITIONAL INFORMATION of Director seeking appointment

[In pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings]

Name	Mr. Pankaj Chimanlal Patel
DIN	11371266
Date of Birth and Age	May 22, 1983 (42 years)
Date of first appointment	November 12, 2025
Qualifications	Bachelor's degree in Electronics and Communication Engineering (B.E. E.C.)
Expertise in specific functional areas	Wide experience in textile production and operations
Terms and conditions of appointment	Appointment as an Independent Director (Non-Executive) for a period of up to 5 (five) years commencing from November 12, 2025 to November 11, 2030 (both days inclusive) and not liable to retire by rotation.
Details of Remuneration last drawn	Not Applicable
Details of Remuneration sought to be paid	<ul style="list-style-type: none">• Sitting fees for attending Board and Committee Meetings, if any, where he is a member.• Commission, as determined by the Board of Directors
Number of Board meetings attended during the Financial Year 2025-26	03
Directorships held in other companies (excluding foreign companies)	-
Listed Entities from which he has resigned as Director in past 3 years	-



Memberships / Chairmanships of committees of other companies (excluding foreign companies)	-
Number of Equity Shares held in the Company	-

By order of the Board of Directors
For **Zeal Aqua Limited**

Date: 05/01/2026
Place: Surat

Sd/-
Anita Digbijay Paul
Company Secretary & Compliance Officer