



ZEAL AQUA LIMITED



AUDIT REPORT

2017-18

REGISTERED OFFICE

CIN: L05004GJ2009PLC056270

At Olpad GIDC, PL No. 4,5, Ta:Olpad, Surat-394540

Tel: +91-02621-220047

Email: zealacqua@gmail.com

Website: www.zealacqua.com

ZEAL AQUA LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Shantilal Ishwarbhai Patel

Chairman & Managing Director (Executive)
DIN :01362109

Mr. Pradipkumar Ratilal Navik

Whole Time Director (Executive)
DIN :01067716

Mr. Rohan Pradipkumar Navik

Whole Time Director (Executive)
DIN :02531248

Mr. Dhavalkumar Shantilal Patel

Whole Time Director (Executive)
DIN :02961674

Mr. Naginbhai Paragbhai Patel

Independent Director (Non-Executive)
DIN :01675923

Mrs. Roshan Melli Kadodwala

Independent Director (Non-Executive)
DIN :07138664

Mr. Cyrus Dinsha Bhathena

Additional Independent Director (Non-Executive)
DIN :07967136 (w.e.f. 14.10.2017)

Mr. Shahzad Yazdi Gandhi

Additional Independent Director (Non-Executive)
DIN :08013857 (w.e.f. 29.12.2017)

REGISTRAR & SHARE TRANSFER AGENT

M/s. Bigshare Services Pvt. Ltd.
Bharat Tin Works Building,
1st Floor, Opp. Vasant Oasis,
Next to Keys Hotel, Marol Maroshi Road,
Andheri-East, Mumbai-400059
Tel. : +91-022-62638200
Email: investor@bigshareonline.com
Website: www.bigshareonline.com

CHIEF FINANCIAL OFFICER

Mr. Shailendrasingh Chatarsingh Patil

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Javanika N. Gandharva

STATUTORY AUDITORS

M/s. PARY & Co.

Chartered Accountants (FRN : 007288C)

9005, World Trade Centre,
Near Empire State Building,
Ring Road, Surat-395002

Ph: +91-0261-3927221

Fax: +91-261-3927221

E-mail- paryco@gmail.com

BANKER TO THE COMPANY

Allahabad Bank

864, Alaknanda Apartment,
Athugar Street, Nanpura, Surat-395001

Ph. No.: +91-261-2461879, 2462348

Fax: +91-261-2461156

Bank of India

1st Floor, Near BSNL Office, Opp. Panjrapole,
Ghod Dod Road, Surat- 395007

Ph. No.: +91-261-2240012/14

Fax : +91-261-2240013

Punjab National Bank

First Floor, Meghani Tower,
Station Road, Surat-395 002

Ph. No.: +91-261-2422421,2411037

Fax: +91-261-2422112

Axis Bank

Surat SME Center, 1st Floor, Digvijay Tower,
Opp. St. Xavier School, Ghod Dod Road, Surat-395007

BOOK CLOSURE

Date: 15/09/2018 to 24/09/2018
(both days inclusive)

10th ANNUAL GENERAL MEETING

Date: 24th September, 2018, Monday Time: 11.30 A.M.

Venue: Registered Office-At Olpad GIDC,
PL No. 4,5, Ta: Olpad, Surat- 394540

ISIN: INE819S01017

BSESME SCRIP ID/CODE: ZEAL/539963

CONTENTS

Chairman's Message	01
Notice to 10 th Annual General Meeting	02
Directors' Report	14
Annexures to Directors' Report	22
Corporate Governance Report	26
Certification by CFO	37
Secretarial Audit Report	42
Management Discussion and Analysis	44
Corporate Social Responsibility	47
Auditors' Report	49
Financial Statements	55



CHAIRMAN'S MESSAGE

It is a privilege to write to you again as the Chairman of the Board of Zeal Aqua. We feel proud to share that during the FY2018 your Company commissioned its shrimp processing facility with an annual capacity of 5,800 MTPA. This is an important step towards moving ahead in the value chain from being a farmer to a processor which will create value for your Company.

In terms of economic performance during the year under consideration, India stood tall amongst its global peers and continues to be the fastest growing economy in the world. During the year under review, there were several structural reforms implemented in the country by Government including the Goods and Services Tax (GST) and the Insolvency and Bankruptcy Code amongst others. Though, these created some panic initially, we believe these structural initiatives are very important for improving the country's future competitiveness.

During the year gone by, Global demand for shrimp is on the rise and the global prices have been so far stable for the past 2 years. Due to oversupply in the market and late offtake from the US because of prolonged winter, the biggest market for processed Shrimp prices were in bit of pressure for brief period of time. In view of the constricted supply of shrimp and increased demand from Asian markets, farmgate prices in India may again see the previous levels. As a result, area under farming is expected to expand further and will continue to exhibit steady growth. I am also very pleased to inform that the performance of the processing plant has been above average.

Currently, we are exporting to Europe, UAE, Saudi Arabia, Vietnam, Australia, Japan, and South Korea. Europe is the second largest market importer of processed shrimp in the world which is the major part of our export. We are also, in process of getting the USFDA approval and expecting to receive the green card in the current Financial Year 2019. We are also in process getting the BRC certification and HACCP so that we can target different geographies and increase our footprints. To support this growth, we have alongside embarked on several marketing initiatives and planning to participate in all major exhibitions.

At Gujarat, we have a natural constrain of cultivating only one crop per year, so for better control and efficiency we are running a pilot project of nursery culture for shrimp farming. With this technique we aim to produce healthy, strong & uniform juveniles with significant potential of growth during grow out phase. With such efforts we can achieve higher overall survival rates and production per unit area than in

single-phase grow out systems, thus improving the bottom line of the farmers. We are also in final stage of getting the allocation of 350 Ha of land from government which we will develop in phase manner, thus our raw material supply is secured.

With international demand continuing to be significantly strong, thanks to changing lifestyles and food preferences, we continue to remain optimistic about our growth and success in the industry. Geographical expansion, thrust on R & D, and forward integration shall augur well for the future growth of your Company and thereby maximize shareholder value.

I would like to specifically thank our valued employees whose contribution in this journey is immeasurable. I value their dedication and commitment to the tasks at hand towards the pursuit of our short and long-term goals. Also, I would like to thank all our stakeholders who have shown confidence in us and importantly for our new journey as shrimp processor, also, the encouragement they have shown us is in the pursuit of our goals.

Thank you all.

Shantilal Patel
Chairman



NOTICE

NOTICE is hereby given that the Tenth Annual General Meeting of the Members of Zeal Aqua Limited will be held on Monday, the 24th September, 2018 at 11:30 a.m. at the Registered Office of the Company at Olpad GIDC Pl No 4,5 TA Olpad Surat-394540 to transact the following businesses:-

ORDINARY BUSINESS

1 - Item No. 1 – Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements for the financial year ended on 31st March, 2018 including the Audited Balance Sheet as at 31st March, 2018 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

"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"

2 - Item No. 2 – Re-appointment of Director(s) retiring by rotation

To appoint a Director in place of Mr. Shantilal Ishwarbhai Patel (DIN: 01362109), a Director, liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and who being eligible seeks re-appointment in the Company.

"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

3 - Item No. 3 – Ratification of appointment of Statutory Auditors

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"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. form 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."

SPECIAL BUSINESS

1 - Item No. 4 – Appointment of Mr. Cyrus Dinsha Bhathena (DIN: 07967136) as an Independent Director.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:-

"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."

CIN No: L05004GJ2009PLC056270

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

2 - Item No. 5 – Appointment of Mr. Shahzad Yazdi Gandhi (DIN: 08013857) as an Independent Director.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:-

"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."

3 - Item No. 6 – Appointment of Mrs. Sharmin Mehernosh Dordi (DIN: 08193337) as an Independent Director.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:-

"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."

4 - Item No. 7 – To increase authorized capital of the Company and amend the Capital clause in the Memorandum of Association

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:-

"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 (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."

5 - Item No. 8 – To issue of Bonus Shares

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:-

"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

ZEAL AQUA LIMITED

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 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."

By order of the Board of Directors
For Zeal Aqua Limited

Sd/-
Date : 16th August, 2018
Place: Surat

Javanika N. Gandharva
Company Secretary &
Compliance Officer



NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("MEETING/AGM") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. HOWEVER, A MEMBER HOLDING MORE THAN 10%, OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE VALID AND EFFECTIVE SHOULD BE LODGED / DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE OF THE COMPANY NOT LESS 48 (FORTY EIGHT) HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF 10TH ANNUAL GENERAL MEETING. BLANK PROXY FORM IS ANNEXED HERETO.
2. The Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013 in respect of the special business mentioned in above notice is annexed hereto. In terms of the provisions of Section 107 of the Companies Act, 2013, the business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in the notice under Note No. 21. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately. The said resolutions will not be decided on a show of hands at the Annual General Meeting.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send certified copy of board resolution or other governing body authorizing their representatives to attend and vote on their behalf at the meeting.
4. Relevant documents referred to in the above Notice are open for inspection at the Registered Office of the Company during the business hours on any working day (except Sunday and holidays) between 10.00 a.m. and 4.00 p.m. up to the date of the Annual General Meeting.
5. Members/proxies/authorized representatives should bring their copy of the Annual Reports and Accounts along with Attendance Slip (duly completed) when attending the Meeting.
6. Members who hold shares in dematerialized form are requested to write their DP – ID and Client – ID Numbers and those who hold shares in Physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of Names will be entitled to vote.
8. The Shareholders are requested to direct change of address notifications and updates details to their respective Depository Participants(s).
9. Equity Shares of the Company are under compulsory demat trading by all Investor.
10. Brief resume of all Directors including those liable to retire by rotation and proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the Report on Corporate Governance forming part of the Annual Report.
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
12. **The Register of Beneficial Owners, Register of Members and Share Transfer Book of the Company shall remain closed from Saturday, the 15th September, 2018 till Monday, the 24th September, 2018 (both days inclusive) for the purpose of 10th Annual General Meeting.**
13. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated 21st April, 2011 and 29th April, 2011 respectively) has undertaken a "Green Initiative in Corporate Governance" and allowed companies to share documents with its shareholders through an electronic mode. A recent amendment to the Listing Agreement with Stock Exchanges permits companies to send soft copies of the Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to

support this Green Initiative by registering / updating their email address for receiving electronic communication.

14. Members are requested to contact our Registrar and Transfer Agent for any query related to shares and other inquiry at following address:

M/s. Bigshare Services Private Limited

Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis,
Next to Keys Hotel, Marol Maroshi Road, Andheri-East,
Mumbai-400059

Tel. : +91-022-62638200,

E-mail: investor@bigshareonline.com,

Website: www.bigshare.com

• Please Quote Folio No. / DP ID & CLID for any communication for your shareholding.

• Bring the copy of Annual Report at the meeting.

15. In accordance with Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the Annual Report of the Company for the Financial Year 2017-18, including the Notice convening the 10th Annual General Meeting, has been emailed to the members whose email addresses are available with the depositories for communication purposes or are obtained directly from the members, as per Section 136 of the Companies Act, 2013, and Rule 11 of the Companies (Accounts) Rules, 2014. If any member wishes to get a duly printed copy of the Annual Report, the Company will send the same, free of cost, upon receipt of request from the member. Members who have not registered their email addresses so far are requested to register them for receiving all communication including Annual Report and other notices from the Company electronically.

16. The Annual Report of the Company will be available on the Company's website www.zealaqua.com, and on the website of respective Stock Exchange where the equity shares of the Company are listed, www.bseindia.com. As per Section 136(1), the physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at cs@zealaqua.com

17. Any member desiring any clarification/explanation in respect of the information given in this annual report is requested to submit query to the company at least 10 days in advance before the meeting so as to enable the

management to keep information ready.

18. The route map of the venue of the Annual General Meeting is appended to this Report. The prominent land mark near the venue is Hindustan Chemical Co.
19. The Annual Report 2017-18, the Notice of the 10th AGM and instructions for e-voting along with the Attendance Slip and Proxy form, are being sent by electronic mode to all the members whose email addresses are registered with the Company/ Depository Participant(s), unless a member has requested for a physical copy of documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
20. The Shareholder needs to furnish the printed Attendance slip along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license to enter the AGM hall.

21. Voting through electronic means (E-Voting)

SECTION – A

- i. The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly the members may exercise their rights to vote on resolutions proposed to be passed at the 10th Annual General Meeting (AGM) by electronic means. The members may cast their votes using electronic system from a place other than the venue of the meeting ("remote e-voting") through the remote electronic voting service facility arranged by Central Depository Services (India) Limited.
- ii. The facility for voting through ballot papers will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot process.
- iii. The Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

- iv. If Members are opting for remote e-voting, they shall not vote by poll paper and vice versa. However, in case Members cast their vote both by poll paper and by remote e-voting, then voting done through remote e-voting shall prevail and voting done by poll paper will be treated as invalid.
- v. The Members whose names are recorded in the Register of Members or in the Register of Beneficial owners maintained by the Depositories as on the Cut-off date i.e. **14th September, 2018** only shall be entitled to avail the facility of remote e-voting as well as voting through the ballot process at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- vi. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. **14th September, 2018**, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the ballot process at the AGM by following the procedure mentioned in this part.
- vii. The Remote e-voting period will commence on **Friday, 21st September, 2018 at 9.30 a.m. and will end on Sunday, 23rd September, 2018 at 5.00 p.m.** During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. **14th September, 2018**, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be automatically disabled for voting thereafter.
- viii. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- ix. The facility for voting through ballot process would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through ballot process. The members who have already cast their vote by remote e-voting prior to the meeting may also attend the Meeting, but shall not be entitled to cast their vote again.
- x. The e-voting Event Number, User ID and password along with the detailed instructions for e-voting are

provided in the notice of e- voting, being sent along with the notice of AGM.

- xi. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. **14th September, 2018**.
- xii. The Company has appointed CS Ranjit Binod Kejriwal, Practicing Company Secretary (Membership No.: 6116; COP No: 5985), to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through ballot process at the AGM, in a fair and transparent manner.

SECTION – B

The procedure and instructions for members for remote e-voting (both for physical as well as demat holders) are, as follows:

Date and time of commencement of voting through electronic means: 21st September, 2018 at 9.30 hours. Date and time of end of voting through electronic means beyond which voting will not be allowed: 23rd September, 2018 at 17.00 hours

Details of Website: www.evotingindia.com

Details of persons to be contacted for issues relating to e-voting:

Registrar and Share Transfer Agent

Bigshare Services Pvt. Ltd.

Contact No.: 022 - 62638200

Email ID: investor@bigshareonline.com

Central Depository Services India Limited

Toll Free: 1800225533

Tel: 022-23023333

Email ID: helpdesk.evoting@cdslindia.com

Ms. Javanika N. Gandharva

Company Secretary & Compliance Officer

Contact No.: +91 9979841681

Email ID: cs@zealaqua.com

The e-voting module shall be disabled for voting on 23rd