

**ZEAL AQUA LIMITED**  
CIN: L05004GJ2009PLC056270



Date: 20/09/2023

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

**Scrip ID/ Code** : ZEAL | 539963

**Subject** : Voting Results of 15<sup>th</sup> Annual General Meeting of the Company held on 18<sup>th</sup> September, 2023

**Reference No.** : Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 44(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith Voting Results of the businesses transacted at the 15<sup>th</sup> Annual General Meeting of the Members of Zeal Aqua Limited held on Monday, 18<sup>th</sup> September, 2023 scheduled to be held at 11:00 a.m. through Video conferencing / other Audio Visual Means on the National Securities Depository Limited (NSDL) virtual platform.

Further, Pursuant to the provisions of the Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014, Report of the Scrutinizer dated September 19, 2023 is also enclosed herewith.

We further wish to inform you that based on the Scrutinizer's Report, all the resolutions set out in the notice of the AGM have been duly approved by the shareholders with requisite majority.

You are requested to kindly take the same on record.

Yours Faithfully,

Thanking You.

**For ZEAL AQUA LIMITED**

**Pradipkumar Ratilal Navik**  
**Whole time Director**  
**DIN: 01067716**

Place: Surat

Encl: Voting Result  
Scrutinizer Report

## Voting Results

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

ZEAL AQUA LIMITED | 15<sup>th</sup> Annual General Meeting | 18<sup>th</sup> September, 2023

Date of AGM	18 <sup>th</sup> September, 2023
Book Closure Date	12 <sup>th</sup> September, 2023 to 18 <sup>th</sup> September, 2023
Total Number of Shareholders as on cut off date: (11th September, 2023, cut-off date for E-voting)	24086
Number of shareholders present in meeting either in person or through proxy:	
Promoters & Promoter Group	NA
Public	NA
Number of shareholders attended the meeting through Video Conferencing	
Promoters & Promoter Group	6
Public	31

### Agenda-wise

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

### ORDINARY BUSINESS

#### Resolution No. 1:

**TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2023, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS' THEREON. (Ordinary Resolution)**

Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)={ (2)/(1) } *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)={ (4)/(2) } *100	% of votes against on votes polled (7)={ (5)/(2) } *100
Promoter & Promoter Group	E-voting	86251200	51321600	59.50	51321600	0	100	0
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		86251200	51321600	59.50	51321600	0	100
Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		0	0	0	0	0	0
Public - Non Institution	E-voting	39814800	2108447	5.30	2108447	0	100	0
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		39814800	2108447	5.30	2108447	0	100
<b>Total</b>		<b>126066000</b>	<b>53430047</b>	<b>42.38</b>	<b>53430047</b>	<b>0</b>	<b>100</b>	<b>0</b>

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

This Resolution is passed as an Ordinary Resolution.

**Resolution No. 2:**

**TO APPOINT A DIRECTOR IN PLACE OF MR. PRADIPKUMAR RATILAL NAVIK (DIN: 01067716), WHOLE-TIME 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. (Ordinary Resolution)**

Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)={2/(1 )} *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)={4/(2 )} *100	% of votes against on votes polled (7)={5/(2 )} *100
Promoter & Promoter Group	E-voting	86251200	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		0	0	0	0	0	
Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		0	0	0	0	0	
Public - Non Institution	E-voting	39814800	2108447	5.30	2108440	7	99.99	0.01
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		2108447	5.30	2108440	7	99.99	0.01
<b>Total</b>		<b>126066000</b>	<b>2108447</b>	<b>1.67</b>	<b>2108440</b>	<b>7</b>	<b>99.99</b>	<b>0.01</b>

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

This Resolution is passed as an Ordinary Resolution.

**Resolution No. 3:****APPOINTMENT OF STATUTORY AUDITOR AND AUTHORISE DIRECTORS TO APPROVE THEIR REMUNERATION (Ordinary Resolution)**

Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)={2}/(1 ) *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)={4}/(2 ) *100	% of votes against on votes polled (7)={5}/(2 ) *100
Promoter & Promoter Group	E-voting	86251200	51321600	59.50	51321600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		51321600	59.50	51321600	0	100	0
Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Non Institution	E-voting	39814800	2108447	5.30	2108432	15	99.99	0.01
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		2108447	5.30	2108432	15	99.99	0.01
<b>Total</b>		<b>126066000</b>	<b>53430047</b>	<b>42.38</b>	<b>2108432</b>	<b>15</b>	<b>100</b>	<b>0</b>

This Resolution is passed as an Ordinary Resolution.

**SPECIAL BUSINESS****Resolution No. 4:****TO CONSIDER THE INCREASE IN REMUNERATION OF MR. SHANTILAL ISHWARLAL PATEL (DIN: 01362109), MANAGING DIRECTOR OF THE COMPANY (Special Resolution)**

Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)={2}/(1 ) *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)={4}/(2 ) *100	% of votes against on votes polled (7)={5}/(2 ) *100
Promoter & Promoter Group	E-voting	86251200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0

Public - Non Institution	E-voting	39814800	2108447	5.30	2062540	45907	97.82	2.18
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		39814800	2108447	5.30	2062540	45907	97.82
<b>Total</b>		<b>126066000</b>	<b>2108447</b>	<b>1.67</b>	<b>2062540</b>	<b>45907</b>	<b>97.82</b>	<b>2.18</b>

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

This Resolution is passed as a Special Resolution.

**Resolution No. 5:**

**TO CONSIDER THE INCREASE IN REMUNERATION OF MR. PRADIPKUMAR RATILAL NAVIK (DIN: 01067716), WHOLE-TIME DIRECTOR OF THE COMPANY. (Special Resolution)**

Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)={2}/(1 ) *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)={4}/(2 ) *100	% of votes against on votes polled (7)={5}/(2 ) *100
Promoter & Promoter Group	E-voting	86251200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		86251200	0	0	0	0	0
Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Non Institution	E-voting	39814800	2108447	5.30	2062540	45907	97.82	2.18
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		39814800	2108447	5.30	2062540	45907	97.82
<b>Total</b>		<b>126066000</b>	<b>2108447</b>	<b>1.67</b>	<b>2062540</b>	<b>45907</b>	<b>97.82</b>	<b>2.18</b>

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

This Resolution is passed as a Special Resolution.

**Resolution No. 6:**

**TO CONSIDER THE INCREASE IN REMUNERATION OF MR. ROHAN PRADIPKUMAR NAVIK (DIN: 02531248), WHOLE-TIME DIRECTOR OF THE COMPANY. (Special Resolution)**

Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)={2}/(1 ) *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)={4}/(2 ) *100	% of votes against on votes polled (7)={5}/(2 ) *100
Promoter & Promoter Group	E-voting	86251200	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		0	0	0	0	0	
Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		0	0	0	0	0	
Public - Non Institution	E-voting	39814800	2108447	5.30	2062540	45907	97.82	2.18
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		2108447	5.30	2062540	45907	97.82	2.18
<b>Total</b>		<b>126066000</b>	<b>2108447</b>	<b>1.67</b>	<b>2062540</b>	<b>45907</b>	<b>97.82</b>	<b>2.18</b>

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

This Resolution is passed as a Special Resolution.

**Resolution No. 7:**

**TO CONSIDER THE INCREASE IN REMUNERATION OF MR. DHAVALKUMAR SHANTILAL PATEL (DIN: 02961674), WHOLE-TIME DIRECTOR OF THE COMPANY. (Special Resolution)**

Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)={2}/(1 ) *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)={4}/(2 ) *100	% of votes against on votes polled (7)={5}/(2 ) *100
Promoter & Promoter Group	E-voting	86251200	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		0	0	0	0	0	

Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Non Institution	E-voting	39814800	2108447	5.30	2062540	45907	97.82	2.18
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		39814800	2108447	5.30	2062540	45907	97.82
<b>Total</b>		<b>126066000</b>	<b>2108447</b>	<b>1.67</b>	<b>2062540</b>	<b>45907</b>	<b>97.82</b>	<b>2.18</b>

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

This Resolution is passed as a Special Resolution.

**Resolution No. 8:**

**RE-APPOINTMENT OF MRS. SHARMIN MEHERNOSH DORDI (DIN: 08193337) AS AN INDEPENDENT DIRECTOR FOR A FURTHER PERIOD OF 5 (FIVE) YEARS. (Special Resolution)**

Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)={2/(1 )} *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)={4/(2 )} *100	% of votes against on votes polled (7)={5/(2 )} *100
Promoter & Promoter Group	E-voting	86251200	51321600	59.50	51321600	0	100	0
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		86251200	51321600	59.50	51321600	0	100
Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		0	0	0	0	0	0
Public - Non Institution	E-voting	39814800	2108447	5.30	2103430	5017	99.76	0.24
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		39814800	2108447	5.30	2103430	5017	99.76
<b>Total</b>		<b>126066000</b>	<b>53430047</b>	<b>42.38</b>	<b>53425030</b>	<b>5017</b>	<b>99.99</b>	<b>0.01</b>

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

This Resolution is passed as a Special Resolution.

**Resolution No. 9:****TO SET THE BORROWING LIMITS OF THE COMPANY. (Special Resolution)**

Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)={(2)/(1 )} *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)={(4)/(2 )} *100	% of votes against on votes polled (7)={(5)/(2 )} *100
Promoter & Promoter Group	E-voting	86251200	51321600	59.50	51321600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		51321600	100	51321600	0	100	0
Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Non Institution	E-voting	39814800	2108447	5.30	2108440	7	99.99	0.01
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		2108447	5.30	2108440	7	99.99	0.01
<b>Total</b>		<b>126066000</b>	<b>53430047</b>	<b>42.38</b>	<b>53430040</b>	<b>7</b>	<b>100</b>	<b>0</b>

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

This Resolution is passed as a Special Resolution.

For Zeal Aqua Limited

*Rohan*  
Rohan Pradipkumar Navik  
Whole time Director  
DIN: 02531248  
Place: Surat







**SCRUTINIZER'S REPORT**

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

To  
The Chairman  
of 15<sup>th</sup> Annual General Meeting of the members of  
**ZEAL AQUA LIMITED**  
CIN: L05004GJ2009PLC056270  
held on 18<sup>th</sup> September, 2023  
through Video Conferencing (VC) or Other Audio Visual Means (OAVM),  
11.00 a.m. which started at 11.30 a.m.

**Dear Sir**

**Sub.: Scrutinizer's report on E voting.**

1. I, Ranjit Binod Kejriwal, a Company Secretary in practice, have been appointed as a scrutinizer by the Board of Directors of Zeal Aqua Limited for the purpose of scrutinizing the remote e-voting along with the Polling Paper and ascertaining the requisite majority on remote e-voting / Ballot process carried out as per Section 108 of the Companies Act, 2013 read with Rule 20(4)(xii) and Rule 21 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolution contained in the Notice to the 15<sup>th</sup> Annual General Meeting (AGM) of the members of the company, held through Video Conferencing (VC) or Other Audio Visual Means (OAVM) on Monday, 18<sup>th</sup> September, 2023.
2. At the 15<sup>th</sup> AGM of the Company held on 18<sup>th</sup> September, 2023, the Company has also provided facility for e-voting process during the AGM to the members attending the meeting, who have not already cast their vote by remote e-voting. The chairman of the AGM has appointed me as the Scrutinizer for the same.
3. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and on the resolutions contained in the Notice to the 15<sup>th</sup> AGM of the members of the Company, My responsibility as a scrutinizer for the e-voting process at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in Favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorised agency to provide e-voting facilities.



4. Further to the above, I submit my reports as under:
- (i) The e-voting period was from 15<sup>th</sup> September, 2023 at 09.00 a.m. to 17<sup>th</sup> September, 2023 at 5.00 p.m.
  - (ii) The members of the Company as on the “cut-off” date i.e. 11<sup>th</sup> September, 2023 were entitled to vote on the resolutions (item No. 01 to 09 as set out in the notice of the 15<sup>th</sup> AGM of the Company).
  - (iii) The votes cast were unblocked on 18<sup>th</sup> September, 2023 at 04.20 p.m. in the presence of 2 (Two) witnesses namely **Mr. Pioush Tiwari** and **Mr. Jimish Vaghela** who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.



Name: **Mr. Pioush Tiwari**



Name: **Mr. Jimish Vaghela**

- (iv) Thereafter the details containing inter alia, list of Equity Share Holders, who voted “for” /“against” each of the resolutions that were put to vote, were generated from the evoting website of National Securities Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com/>.
- (v) The combined result of remote e-voting and e-voting during AGM is as under:

**RESOLUTION NO. 1:**

**TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2023, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS' THEREON.**

“**RESOLVED THAT** the Audited Balance Sheet, Profit and loss account and Cash Flow Statement for the year ended 31st March, 2023 along with the Auditor’s report and Director’s Report, be and are hereby considered, Adopted and Approved.”

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	76	53430047	76	53430047	0	0	0	0
E-Voting at AGM	0	0	0	0	0	0	0	0
<b>Total</b>	<b>76</b>	<b>53430047</b>	<b>76</b>	<b>53430047</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**This resolution is passed as an Ordinary Resolution.**

**RESOLUTION NO. 2:**

**TO APPOINT A DIRECTOR IN PLACE OF MR. PRADIPKUMAR RATILAL NAVIK (DIN:01067716), WHOLE-TIME DIRECTOR, LIABLE TO RETIRE BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013 AND WHO BEING ELIGIBLE SEEKS REAPPOINTMENT 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. Pradipkumar Ratilal Navik (DIN: 01067716), an Executive Director, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	71	2108447	69	2108440	2	7	0	0
E-Voting at AGM	0	0	0	0	0	0	0	0
<b>Total</b>	<b>71</b>	<b>2108447</b>	<b>69</b>	<b>2108440</b>	<b>2</b>	<b>7</b>	<b>0</b>	<b>0</b>

**This resolution is passed as an Ordinary Resolution.**

### **RESOLUTION NO. 3**

#### **APPOINTMENT OF STATUTORY AUDITOR AND AUTHORISE DIRECTORS TO APPROVE THEIR REMUNERATION.**

**“RESOLVED THAT** pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s Patel Kabrawala & Co., Chartered Accountants, (Firm Registration No.0130952W) be and is hereby appointed as the Statutory Auditors of the Company for the period of consecutive five years commencing from the conclusion of this 15th Annual General Meeting till the conclusion of 20th Annual General Meeting of the Company, at a remuneration to be decided by the Board of Directors in consultation with the Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	76	53430047	74	53430032	2	15	0	0
E-Voting at AGM	0	0	0	0	0	0	0	0
<b>Total</b>	<b>76</b>	<b>53430047</b>	<b>74</b>	<b>53430032</b>	<b>2</b>	<b>15</b>	<b>0</b>	<b>0</b>

**This resolution is passed as an Ordinary Resolution.**



**RESOLUTION NO. 4:**

**TO CONSIDER THE INCREASE IN REMUNERATION OF MR. SHANTILAL ISHWARLAL PATEL (DIN: 01362109), MANAGING DIRECTOR OF THE COMPANY.**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 the approval of the Members of the Company, be and is hereby accorded to increase remuneration of Mr. Shantilal Ishwarlal Patel (DIN: 01362109), Managing director of the Company, on the terms and conditions as approved by the Board on recommendation of Nomination and Remuneration Committee.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Shantilal Ishwarlal Patel (DIN: 01362109), Managing director, shall be as under:

Remuneration: Rs. 3,00,000/- (Rupees Three Lakhs Only) per month inclusive of all perquisite.

**RESOLVED FURTHER THAT** the consent and ratification of the Members of the Company be and is hereby accorded that Mr. Shantilal Ishwarlal Patel (DIN: 01362109), Managing director of the Company be paid remuneration by way of Salary, Perquisites and allowances upto a maximum of Rs. 3,00,000/- (Rupees Three lacs only) per month as minimum remuneration for the remaining period in case the Company has no profits or its profit are inadequate.

**RESOLVED FURTHER THAT** the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

**RESOLVED FURTHER THAT** where in any financial year, during the currency of the tenure of Mr. Shantilal Ishwarlal Patel (DIN: 01362109), Managing director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

**RESOLVED FURTHER THAT** except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company, as approved by the Members in the 11th Annual General Meeting held on 30th September, 2019 shall remain unchanged.

**RESOLVED FURTHER THAT** the Board of Director or the Company Secretary thereof be and are hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of attachment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution."

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	71	2108447	65	2062540	6	45907	0	0



At AGM	0	0	0	0	0	0	0	0
<b>Total</b>	<b>71</b>	<b>2108447</b>	<b>65</b>	<b>2062540</b>	<b>6</b>	<b>45907</b>	<b>0</b>	<b>0</b>

**This resolution is passed as a Special Resolution.**

**RESOLUTION NO. 5:**

**TO CONSIDER THE INCREASE IN REMUNERATION OF MR. PRADIPKUMAR RATILAL NAVIK (DIN:01067716), WHOLE-TIME DIRECTOR OF THE COMPANY.**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 the approval of the Members of the Company, be and is hereby accorded to increase remuneration of Mr. Pradipkumar Ratilal Navik (DIN:01067716), Whole-time director of the Company, on the terms and conditions as approved by the Board on recommendation of Nomination and Remuneration Committee.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Pradipkumar Ratilal Navik (DIN: 01067716), Whole-time director, shall be as under:

Remuneration: Rs. 3,00,000/- (Rupees Three Lakhs Only) per month inclusive of all perquisite.

**RESOLVED FURTHER THAT** the consent and ratification of the Members of the Company be and is hereby accorded that Mr. Pradipkumar Ratilal Navik (DIN: 01067716), Whole-time director of the Company be paid remuneration by way of Salary, Perquisites and allowances upto a maximum of Rs. 3,00,000/- (Rupees Three lacs only) per month as minimum remuneration for the remaining period in case the Company has no profits or its profit are inadequate.

**RESOLVED FURTHER THAT** the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

**RESOLVED FURTHER THAT** where in any financial year, during the currency of the tenure of Mr. Pradipkumar Ratilal Navik (DIN: 01067716), Whole-time director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

**RESOLVED FURTHER THAT** except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole-time Director of the Company, as approved by the Members in the 11th Annual General Meeting held on 30th September, 2019 shall remain unchanged.

**RESOLVED FURTHER THAT** the Board of Director or the Company Secretary thereof be and are hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of



attachment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution."

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	71	2108447	65	2062540	6	45907	0	0
At AGM	0	0	0	0	0	0	0	0
<b>Total</b>	<b>71</b>	<b>2108447</b>	<b>65</b>	<b>2062540</b>	<b>6</b>	<b>45907</b>	<b>0</b>	<b>0</b>

**This resolution is passed as a Special Resolution.**

**RESOLUTION NO. 6:**

**TO CONSIDER THE INCREASE IN REMUNERATION OF MR. ROHAN PRADIPKUMAR NAVIK (DIN: 02531248), WHOLE-TIME DIRECTOR OF THE COMPANY.**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 the approval of the Members of the Company, be and is hereby accorded to increase remuneration of Mr. Rohan Pradipkumar Navik (DIN:02531248), Whole-time director of the Company, on the terms and conditions as approved by the Board on recommendation of Nomination and Remuneration Committee.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Rohan Pradipkumar Navik (DIN: 02531248), Whole-time director, shall be as under:

Remuneration: Rs. 3,00,000/- (Rupees Three Lakhs Only) per month inclusive of all perquisite.

**RESOLVED FURTHER THAT** the consent and ratification of the Members of the Company be and is hereby accorded that Mr. Rohan Pradipkumar Navik (DIN:02531248), Whole-time director of the Company be paid remuneration by way of Salary, Perquisites and allowances upto a maximum of Rs. 3,00,000/- (Rupees Three lacs only) per month as minimum remuneration for the remaining period in case the Company has no profits or its profit are inadequate.

**RESOLVED FURTHER THAT** the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

**RESOLVED FURTHER THAT** where in any financial year, during the currency of the tenure of Mr. Rohan Pradipkumar Navik (DIN:02531248), Whole-time director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.



**RESOLVED FURTHER THAT** except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole-time Director of the Company, as approved by the Members in the 11th Annual General Meeting held on 30th September, 2019 shall remain unchanged.

**RESOLVED FURTHER THAT** the Board of Director or the Company Secretary thereof be and are hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of attachment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution."

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	71	2108447	65	2062540	6	45907	0	0
At AGM	0	0	0	0	0	0	0	0
<b>Total</b>	<b>71</b>	<b>2108447</b>	<b>65</b>	<b>2062540</b>	<b>6</b>	<b>45907</b>	<b>0</b>	<b>0</b>

**This resolution is passed as a Special Resolution.**

**RESOLUTION NO. 7:**

**TO CONSIDER THE INCREASE IN REMUNERATION OF MR. DHAVALKUMAR SHANTILAL PATEL (DIN: 02961674), WHOLE-TIME DIRECTOR OF THE COMPANY.**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 the approval of the Members of the Company, be and is hereby accorded to increase remuneration of Mr. Dhavalkumar Shantilal Patel (DIN:02961674), Whole-time director of the Company, on the terms and conditions as approved by the Board on recommendation of Nomination and Remuneration Committee.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Dhavalkumar Shantilal Patel (DIN: 02961674), shall be as under:

Remuneration: Rs. 3,00,000/- (Rupees Three Lakhs Only) per month inclusive of all perquisite.

**RESOLVED FURTHER THAT** the consent and ratification of the Members of the Company be and is hereby accorded that Mr. Dhavalkumar Shantilal Patel (DIN: 02961674), Whole-time director of the Company be paid remuneration by way of Salary, Perquisites and allowances upto a maximum of Rs. 3,00,000/- (Rupees Three lacs only) per month as minimum remuneration for the remaining period in case the Company has no profits or its profit are inadequate.

**RESOLVED FURTHER THAT** the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.



**RESOLVED FURTHER THAT** where in any financial year, during the currency of the tenure of Mr. Dhavalkumar Shantilal Patel (DIN: 02961674), Whole-time director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

**RESOLVED FURTHER THAT** except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole-time Director of the Company, as approved by the Members in the 14th Annual General Meeting held on 26th August, 2022 shall remain unchanged.

**RESOLVED FURTHER THAT** the Board of Director or the Company Secretary thereof be and are hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of attachment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution."

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	71	2108447	65	2062540	6	45907	0	0
At AGM	0	0	0	0	0	0	0	0
<b>Total</b>	<b>71</b>	<b>2108447</b>	<b>65</b>	<b>2062540</b>	<b>6</b>	<b>45907</b>	<b>0</b>	<b>0</b>

**This resolution is passed as a Special Resolution.**

**RESOLUTION NO. 8:**

**RE-APPOINTMENT OF MRS. SHARMIN MEHERNOSH DORDI (DIN: 08193337) AS AN INDEPENDENT DIRECTOR FOR A FURTHER PERIOD OF 5 (FIVE) YEARS**

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force)and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,, the approval of the Members of the Company be and is hereby accorded for the proposed re-appointment of Mrs. Sharmin Mehernosh Dordi (DIN: 08193337), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 for a further period of 5 (Five) years commencing from 24th September, 2023 to 24th September, 2028 , and whose office shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** Board of Directors of the company be and is hereby authorized to doall such acts, deeds and things as may be required to give effect to the above resolution.”

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes





Electronic	76	53430047	72	53425030	4	5017	0	0
At AGM	0	0	0	0	0	0	0	0
<b>Total</b>	<b>76</b>	<b>53430047</b>	<b>72</b>	<b>53425030</b>	<b>4</b>	<b>5017</b>	<b>0</b>	<b>0</b>

**This resolution is passed as a Special Resolution.**

**RESOLUTION NO. 9:**

**TO SET THE BORROWING LIMITS OF THE COMPANY**

“**RESOLVED THAT** in supersession of the earlier resolution passed by the members of the Company at their meeting held on September 22, 2017 and pursuant to the provisions of Section 180 (1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, or re-enactments thereof) and pursuant to the provisions of the Articles of Association of the Company, approval of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow for and on behalf of the Company, from time to time, any sum or sums of monies, from any one or more of the Company’s bankers and/or from any one or more other banks, persons, firms, companies/body corporate, financial institutions, institutional investor(s) and/or any other entity/entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, advance, deposits, loans, or bill discounting, issue of debentures, commercial papers, long or short term loan(s), syndicated loans, either in rupees and/or such other foreign currencies as may be permitted by law from time to time, and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company’s assets, licenses and properties (whether movable or immovable, present or future) and all or any of the undertaking of the Company, stock-in-process or debts, for the purpose of the Company’s business, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, if any, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed, at any time, the aggregate of the Paid-up Capital of the Company and its Free Reserves, that is to say, reserves which are not set apart for any specific purposes, provided that the total amount up to which the monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed INR 300,00,00,000/- (Indian Rupees Three Hundred Crore Only).

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or any person authorized by the Board from time to time in this regard be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, securities or otherwise as they may think fit.

**RESOLVED FURTHER THAT** Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

**RESOLVED FURTHER THAT** a certified true copy of the aforesaid resolution be forwarded to the concerned and they be requested to act thereon.”



Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	76	53430047	74	53430040	2	7	0	0
At AGM	0	0	0	0	0	0	0	0
<b>Total</b>	<b>76</b>	<b>53430047</b>	<b>74</b>	<b>53430040</b>	<b>2</b>	<b>7</b>	<b>0</b>	<b>0</b>

**This resolution is passed as a Special Resolution.**

Thanking You,  
Yours faithfully,



**Ranjit Binod Kejriwal**  
Practicing Company Secretary  
Membership No. 6116  
CP No. 5985



Place: Surat  
Date: 19.09.2023

UDIN: **F006116E001038422**