

**RUTUL J. SHUKLA**  
B. Com., LL.B., PGDBM (Finance), FCS

**RUTUL SHUKLA & ASSOCIATES**  
**COMPANY SECRETARIES**

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605-606, Devpath Complex, B/h Lal Bunglow, Off C.G. Road, Navrangpura, Ahmedabad – 380 006, Gujarat  
Tel. No. : (079) 4007 6365, E-mail: info@rshuklaassocs.com

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27<sup>th</sup> September, 2014

To,  
**The Chairman,**  
**Mazda Limited**  
C/1 39/13/16 GIDC Naroda,  
Ahmedabad – 382330,  
Gujarat, India.

Sir,

**Sub.: Scrutinizers Report on electronic voting conducted pursuant to provisions of Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014**

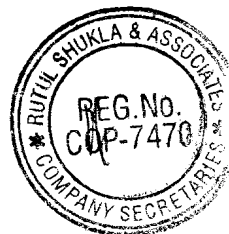
I, Rutul J. Shukla of M/s. Rutul Shukla & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of **Mazda Limited** (Hereinafter referred to as “**Company**”) vide resolution dated 2<sup>nd</sup> August, 2014 pursuant to Section 108 of the Companies Act, 2013 (Hereinafter referred to as “**Act**”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to scrutinize the electronic voting (Hereinafter referred to as “**e-voting**”) process in respect of the proposed resolutions as set out at Item Nos. 1 to 10 (Hereinafter referred to as “**Resolutions**”) in the Notice of the Twenty Fourth Annual General Meeting (Hereinafter referred to as “**AGM**”) of the Company to be held on 30<sup>th</sup> September, 2014.

The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting on the Resolutions. My responsibility as Scrutinizer for the e-voting process 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 Central Depository Services (India) Limited (Hereinafter referred to as “**CDSL**”), the authorized agency engaged by the Company to provide e-voting facilities.

As confirmed to us, the Notice dated 2<sup>nd</sup> August, 2014 convening AGM of the Company along with Explanatory Statement setting out material facts under Section 102 of the Act were sent to the shareholders in respect of Resolutions to be passed at the said AGM of the Company.

The Company has availed the e-voting facility offered by CDSL for conducting e-voting by the Shareholders of the Company.

The Shareholders of the Company holding shares as on the “cut-off” date of 23<sup>rd</sup> August, 2014, as mentioned in the newspaper advertisement, were entitled to vote on the proposed Resolutions.



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The voting period for e-voting commenced on Thursday, 25<sup>th</sup> September, 2014 at 09.00 a.m. and ended on Friday, 26<sup>th</sup> September, 2014 at 05.00 p.m. and the CDSL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in employment of the Company.

I have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the CDSL e-voting system.

The result of the E-voting is as under:

Item No. of Notice	Mode of Voting process	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	% age	Nos.	% age	Nos.	% age
Item No. 1 of the Notice (As an Ordinary Resolution)	E-voting	18,19,634	100%	NIL	NIL	NIL	NIL
Item No. 2 of the Notice (As an Ordinary Resolution)	E-voting	18,19,634	100%	NIL	NIL	NIL	NIL
Item No. 3 of the Notice (As an Ordinary Resolution)	E-voting	18,19,634	100%	NIL	NIL	NIL	NIL
Item No. 4 of the Notice (As an Ordinary Resolution)	E-voting	18,19,634	100%	NIL	NIL	NIL	NIL
Item No. 5 of the Notice (As an Ordinary Resolution)	E-voting	18,19,634	100%	NIL	NIL	NIL	NIL
Item No. 6 of the Notice (As an Ordinary Resolution)	E-voting	18,19,634	100%	NIL	NIL	NIL	NIL
Item No. 7 of the Notice (As an Ordinary Resolution)	E-voting	18,19,634	100%	NIL	NIL	NIL	NIL
Item No. 8 of the Notice (As a Special Resolution)	E-voting	18,19,634	100%	NIL	NIL	NIL	NIL
Item No. 9 of the Notice (As a Special Resolution)	E-voting	18,19,634	100%	NIL	NIL	NIL	NIL
Item No. 10 of the Notice (As a Special Resolution)	E-voting	18,19,634	100%	NIL	NIL	NIL	NIL



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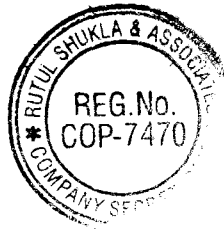
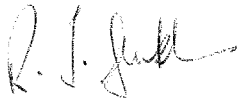
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The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter, the same shall be returned to the Company for safe keeping.

Thanking you,

Yours faithfully,



**Rutul J. Shukla**  
**Rutul Shukla & Associates**  
**Practising Company Secretaries**  
**FCS No.: 6776**  
**COP. No.: 7470**

Place: Ahmedabad  
Date: 27<sup>th</sup> September, 2014