

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

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

605-606, Devpath Complex, B/h Lal Bunglow, Off C.G. Road, Navrangpura, Ahmedabad – 380 006, Gujarat  
Tel. No. : (079) 4009 0770, E-mail: info@rshuklaassocs.com

2<sup>nd</sup> September, 2015

To,  
**The Chairman,**  
**25<sup>th</sup> Annual General Meeting of Mazda Limited**  
C/1 39/13/16 GIDC Naroda,  
Ahmedabad – 382330,  
Gujarat, India.

Sir,

**Sub.: Consolidated Scrutinizers Report**

**Ref.: 25<sup>th</sup> Annual General Meeting**

The Board of Directors of Mazda Limited (Hereinafter referred to as “Company”) at its meeting held on 1<sup>st</sup> August, 2015 had appointed me as Scrutinizer for the e-voting held between 29<sup>th</sup> August, 2015 at 09.00 a.m. to 31<sup>st</sup> August, 2015 at 05.00 p.m. and the Chairman of the 25<sup>th</sup> Annual General meeting (Hereinafter referred to as “AGM”) has appointed me as Scrutinizer for the Poll held at the 25<sup>th</sup> AGM of the Company held on 1<sup>st</sup> September, 2015.

The Company had appointed Central Depository Services (India) Limited (Hereinafter referred to as “CDSL”) as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company from Saturday, 29<sup>th</sup> August, 2015 at 09.00 a.m. till Monday, 31<sup>st</sup> August, 2015 at 05.00 p.m. Sharepro Services (India) Private Limited is the Registrar and Share Transfer Agent of the Company. The e-voting results were unblocked by me on 1<sup>st</sup> September, 2015 in presence of two witnesses who were not in employment of the Company.

At the 25<sup>th</sup> AGM of the Company held on 1<sup>st</sup> September, 2015, the Chairman of the Company had suo motto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the AGM had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizer’s Report in Form MGT – 13 dated 2<sup>nd</sup> September, 2015.

The result of e-voting together with that of the Poll is attached herewith as **Annexure A**.



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

RUTUL SHUKLA & ASSOCIATES  
COMPANY SECRETARIES

605-606, Devpath Complex, B/h Lal Bungalow, Off C.G. Road, Navrangpura, Ahmedabad – 380 006, Gujarat  
Tel. No. : (079) 4009 0770, E-mail: info@rshuklaassocs.com

All the resolutions have been passed with requisite majority as Ordinary / Special Resolution as prescribed under the Companies Act, 2013.

Thanking you,

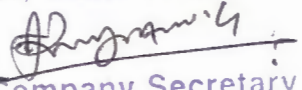
Yours faithfully,

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



Witness 1. Ms. Purora Contractor P.R. Contractor  
Witness 2. Mr. Parth Shah Parth

Place: Ahmedabad  
Date: 2<sup>nd</sup> September, 2015

Accepted,  
For, Mazda Limited  
  
Company Secretary

Annexure A

Consolidated Results of e-voting and voting by means of polling papers

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
<b>Item No. 1</b>  To receive, consider and adopt the financial statements of the company for the year ended 31st March, 2015 including the audited Balance Sheet as at 31st March, 2015, the statement of Profit and Loss for the year ended on that date and the reports of the Directors and Auditors thereon. <b>(As an Ordinary Resolution)</b>	E-voting	18,14,252	100%	NIL	NIL	NIL	NIL
	Poll	1,455	100%	NIL	NIL	NIL	NIL
	<b>TOTAL</b>	<b>18,15,707</b>	<b>100%</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Item No. 2</b>  To declare dividend on equity shares for the year ended on 31st March, 2015. <b>(As an Ordinary Resolution)</b>	E-voting	18,14,252	100%	NIL	NIL	NIL	NIL
	Poll	1,455	100%	NIL	NIL	NIL	NIL
	<b>TOTAL</b>	<b>18,15,707</b>	<b>100%</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Item No. 3</b>  To appoint a director in place of Mr. Samuel W. Croll-III (DIN: 01407244), who retires by rotation and being eligible offers himself for re-appointment. <b>(As an Ordinary Resolution)</b>	E-voting	18,14,252	100%	NIL	NIL	NIL	NIL
	Poll	1,455	100%	NIL	NIL	NIL	NIL
	<b>TOTAL</b>	<b>18,15,707</b>	<b>100%</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Item No. 4</b>  To appoint a director in place of Mrs. Houtoxi F. Contractor (DIN: 00499260), who retires by	E-voting	18,14,252	100%	NIL	NIL	NIL	NIL
	Poll	1,455	100%	NIL	NIL	NIL	NIL
	<b>TOTAL</b>	<b>18,15,707</b>	<b>100%</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>



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

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

605-606, Devpath Complex, B/h Lal Bunglow, Off C.G. Road, Navrangpura, Ahmedabad – 380 006, Gujarat  
Tel. No. : (079) 4009 0770, E-mail: info@rshuklaassoc.com

Item No. of Notice	Mode of Voting process	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
rotation and being eligible offers herself for re-appointment.  <b>(As an Ordinary Resolution)</b>							
<b>Item No. 5</b>  To appoint Apaji Amin & Co. LLP, Chartered Accountants, the retiring statutory auditors of the company as statutory auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. <b>(As an Ordinary Resolution)</b>	E-voting	18,14,252	100%	NIL	NIL	NIL	NIL
	Poll	1,455	100%	NIL	NIL	NIL	NIL
	<b>TOTAL</b>	<b>18,15,707</b>	<b>100%</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Item No. 6</b>  To approve the ratified remuneration of the Cost Auditor for the financial year 2015-16 <b>(As an Ordinary Resolution)</b>	E-voting	18,14,252	100%	NIL	NIL	NIL	NIL
	Poll	1,455	100%	NIL	NIL	NIL	NIL
	<b>TOTAL</b>	<b>18,15,707</b>	<b>100%</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Item No. 7</b>  Approval of Related Party Transactions. <b>(As a Special Resolution)</b>	E-voting*	63,219	100%	NIL	NIL	NIL	NIL
	Poll	455	100%	NIL	NIL	NIL	NIL
	<b>TOTAL</b>	<b>63,674</b>	<b>100%</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

\* With respect to Special Resolution under Item No. 7, total 1,350 number of votes casted by one of the relative of director of the Company are not considered, being interested party.

