



• By Courier

28 September, 2016

To,
Bombay Stock Exchange Limited
Corporate Relationships Department
1st Floor, New Trading Ring,
Rotunda Building,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Sub: Declaration of Voting Results for the 26th Annual General Meeting of the company

Ref: Company No. 36100

Dear Sir,

As per the requirement of Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, please find attached the voting results of e-voting and poll conducted at the AGM along with Scrutinizer's Report.

Please take the same on record.

Thanking you,

Yours faithfully
For Mazda Limited

Nishith Kayasth
Company Secretary

Encl.: As above

Sales & Admn. Office :

Mazda House, Panchwati 2nd Lane,
Ambawadi, Ahmedabad - 380006. INDIA
Phone: +91 (0) 79 40007000 (30 Lines)
+91 (0) 79 2644 2036, 37, 38
Fax : +91 (0) 79 2656 5605
E-mail : vacuum@mazdalimited.com
Website : www.mazdalimited.com

Works & Registered Office :

Unit-1
C/1-39/13/16, G.I.D.C.,
Naroda,
Ahmedabad - 382 330
Phone: +91 (0) 79 22821779
+91 (0) 79 40267000

Works :

Unit-2
Plot No. 11 & 12, Hitendranagar
Sahakari Vasahat Ltd.,
N.H. Road, Naroda,
Ahmedabad - 382 340
Phone: +91 (0) 79 40266900

Works :

Unit-3
C/1-A5, G.I.D.C.,
Odhav,
Ahmedabad - 380 015
Phone: +91 (0) 79 9879113091
+91 (0) 79 22872614, 4945

Works :

Unit-4
Plot No. 17/1, Phase-III,
G.I.D.C., Naroda,
Ahmedabad - 382 330
Phone: +91 (0) 79 22822274
+91 (0) 79 65140791

Voting Results of the Annual General Meeting of Mazda Limited

BSE Scrip Code: 523792

| | |
|--|------------|
| Date of the AGM: | 27/09/2016 |
| Total number of shareholders on record date: | 4031 |

No. of shareholders present in the meeting either in person or through proxy:

| | |
|-------------------------------|----|
| Promoters and Promoter Group: | 1 |
| Public: | 19 |

No. of Shareholders attended the meeting through Video Conferencing:

| | |
|-------------------------------|------|
| Promoters and Promoter Group: | N.A. |
| Public: | N.A. |

Details of the Agenda:

ITEM NO. 1: Adoption of the financial statements of the company for the year ended 31st March, 2016

| Resolution required(Ordinary/ Special) | | | Ordinary | | | | | |
|--|------------------------------|--------------------|------------------------------|---|-------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether Promoter/ promoter group are interested in the agenda / Resolution | | | No | | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled/E-voting | % of Votes Polled on outstanding shares | No. of Votes- In Favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes Polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 1704478 | 1704478 | 100% | 1704478 | 0 | 100% | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot(If Applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 1704478 | 100% | 1704478 | 0 | 100% | 0 |
| Public - Institutions | E-Voting | 552267 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | |
| | Postal Ballot(If Applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | |
| | Total | | 0 | 0 | 0 | 0 | 0 | |
| Public- Non Institutions | E-Voting | 2001255 | 99977 | 5.00% | 99977 | 0 | 100% | 0 |
| | Poll | | 2724 | 0.13% | 2724 | 0 | 100% | 0 |
| | Postal Ballot(If Applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | |
| | Total | | 102701 | 5.13% | 102701 | 0 | 100% | 0 |
| Total | | 4258000 | 1807179 | 42.44% | 1807179 | 0 | 100% | 0 |

Note: the above resolution has been passed with requisite majority.



ITEM NO.2: Declaration of dividend on equity shares for the year ended on 31st March, 2016.

| Resolution required(Ordinary/ Special) | | | Ordinary | | | | | |
|--|------------------------------|--------------------|------------------------------|---|-------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether Promoter/ promoter group are interested in the agenda / Resolution | | | No | | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled/E-voting | % of Votes Polled on outstanding shares | No. of Votes- In Favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes Polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 1704478 | 1704478 | 100% | 1704478 | 0 | 100% | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot(If Applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 1704478 | 100% | 1704478 | 0 | 100% | 0 |
| Public - Institutions | E-Voting | 552267 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot(If Applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 2001255 | 99977 | 5.00% | 99977 | 0 | 100% | 0 |
| | Poll | | 2724 | 0.13% | 2724 | 0 | 100% | 0 |
| | Postal Ballot(If Applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 102701 | 5.13% | 102701 | 0 | 100% | 0 |
| Total | | 4258000 | 1807179 | 42.44% | 1807179 | 0 | 100% | 0 |

Note: the above resolution has been passed with requisite majority.



ITEM NO.3: Appointment of a director in place of Mr. Percy Avari (DIN: 00499114), who retires by rotation and being eligible offers himself for re-appointment.

| Resolution required(Ordinary/ Special) | | | Ordinary | | | | | |
|--|------------------------------|--------------------|------------------------------|---|-------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether Promoter/ promoter group are interested in the agenda / Resolution | | | No | | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled/E-voting | % of Votes Polled on outstanding shares | No. of Votes- In Favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes Polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 1704478 | 1704478 | 100% | 1704478 | 0 | 100% | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot(If Applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 1704478 | 100% | 1704478 | 0 | 100% | 0 |
| Public – Institutions | E-Voting | 552267 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | |
| | Postal Ballot(If Applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | |
| | Total | | 0 | 0 | 0 | 0 | 0 | |
| Public- Non Institutions | E-Voting | 2001255 | 99977 | 5.00% | 99977 | 0 | 100% | 0 |
| | Poll | | 2724 | 0.13% | 2724 | 0 | 100% | 0 |
| | Postal Ballot(If Applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | |
| | Total | | 102701 | 5.13% | 102701 | 0 | 100% | 0 |
| Total | | 4258000 | 1807179 | 42.44% | 1807179 | 0 | 100% | 0 |

Note: the above resolution has been passed with requisite majority.



ITEM NO.4: Appointment of a director in place of Mrs. Shanaya Mody Khatua (DIN: 01241585), who retires by rotation and being eligible offers herself for re-appointment.

| Resolution required(Ordinary/ Special) | | | Ordinary | | | | | |
|--|------------------------------|--------------------|------------------------------|---|-------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether Promoter/ promoter group are interested in the agenda / Resolution | | | Yes | | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled/E-voting | % of Votes Polled on outstanding shares | No. of Votes- In Favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes Polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 1704478 | 1704478 | 100% | 1704478 | 0 | 100% | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot(If Applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 1704478 | 100% | 1704478 | 0 | 100% | 0 |
| Public – Institutions | E-Voting | 552267 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot(If Applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 2001255 | 99977 | 5.00% | 99977 | 0 | 100% | 0 |
| | Poll | | 2724 | 0.13% | 2724 | 0 | 100% | 0 |
| | Postal Ballot(If Applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 102701 | 5.13% | 102701 | 0 | 100% | 0 |
| Total | | 4258000 | 1807179 | 42.44% | 1807179 | 0 | 100% | 0 |

Note: the above resolution has been passed with requisite majority.



ITEM NO.5: Appointment of statutory auditors and to fix their remuneration.

| Resolution required(Ordinary/ Special) | | | Ordinary | | | | | |
|--|------------------------------|--------------------|------------------------------|---|-------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether Promoter/ promoter group are interested in the agenda / Resolution | | | No | | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled/E-voting | % of Votes Polled on outstanding shares | No. of Votes- In Favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes Polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 1704478 | 1704478 | 100% | 1704478 | 0 | 100% | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot(If Applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 1704478 | 100% | 1704478 | 0 | 100% | 0 |
| Public – Institutions | E-Voting | 552267 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot(If Applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 2001255 | 99977 | 5.00% | 99977 | 0 | 100% | 0 |
| | Poll | | 2724 | 0.13% | 2724 | 0 | 100% | 0 |
| | Postal Ballot(If Applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 102701 | 5.13% | 102701 | 0 | 100% | 0 |
| Total | | 4258000 | 1807179 | 42.44% | 1807179 | 0 | 100% | 0 |

Note: the above resolution has been passed with requisite majority.



ITEM NO.6: Approval of ratified remuneration of the Cost Auditor for the financial year 2016-17

| Resolution required(Ordinary/ Special) | | | Ordinary | | | | | |
|--|------------------------------|--------------------|------------------------------|---|-------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether Promoter/ promoter group are interested in the agenda / Resolution | | | No | | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled/E-voting | % of Votes Polled on outstanding shares | No. of Votes- In Favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes Polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 1704478 | 1704478 | 100% | 1704478 | 0 | 100% | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot(If Applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 1704478 | 100% | 1704478 | 0 | 100% | 0 |
| Public - Institutions | E-Voting | 552267 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot(If Applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 2001255 | 99977 | 5.00% | 99977 | 0 | 100% | 0 |
| | Poll | | 2724 | 0.13% | 2724 | 0 | 100% | 0 |
| | Postal Ballot(If Applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 102701 | 5.13% | 102701 | 0 | 100% | 0 |
| Total | | 4258000 | 1807179 | 42.44% | 1807179 | 0 | 100% | 0 |

Note: the above resolution has been passed with requisite majority.



ITEM NO.7: To ratify, confirm and approve the increase in Remuneration of Mr. Percy Avari, Whole-Time Director

| Resolution required(Ordinary/ Special) | | | Special | | | | | |
|--|------------------------------|--------------------|------------------------------|---|-------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether Promoter/ promoter group are interested in the agenda / Resolution | | | No | | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled/E-voting | % of Votes Polled on outstanding shares | No. of Votes- In Favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes Polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 1704478 | 1704478 | 100% | 1704478 | 0 | 100% | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot(If Applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 1704478 | 100% | 1704478 | 0 | 100% | 0 |
| Public - Institutions | E-Voting | 552267 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | |
| | Postal Ballot(If Applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | |
| | Total | | 0 | 0 | 0 | 0 | 0 | |
| Public- Non Institutions | E-Voting | 2001255 | 99977 | 5.00% | 99977 | 0 | 100% | 0 |
| | Poll | | 2724 | 0.13% | 2724 | 0 | 100% | 0 |
| | Postal Ballot(If Applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | |
| | Total | | 102701 | 5.13% | 102701 | 0 | 100% | 0 |
| Total | | 4258000 | 1807179 | 42.44% | 1807179 | 0 | 100% | 0 |

Note: the above resolution has been passed with requisite majority.



ITEM NO.8: To ratify, confirm and approve the increase in Remuneration of Mrs. Shanaya Mody Khatua, Whole-Time Director

| Resolution required(Ordinary/ Special) | | | Special | | | | | |
|--|------------------------------|--------------------|------------------------------|---|-------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether Promoter/ promoter group are interested in the agenda / Resolution | | | Yes | | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled/E-voting | % of Votes Polled on outstanding shares | No. of Votes- In Favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes Polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 1704478 | 1704478 | 100% | 1704478 | 0 | 100% | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot(If Applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 1704478 | 100% | 1704478 | 0 | 100% | 0 |
| Public – Institutions | E-Voting | 552267 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot(If Applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 2001255 | 99977 | 5.00% | 99977 | 0 | 100% | 0 |
| | Poll | | 2724 | 0.13% | 2724 | 0 | 100% | 0 |
| | Postal Ballot(If Applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 102701 | 5.13% | 102701 | 0 | 100% | 0 |
| Total | | 4258000 | 1807179 | 42.44% | 1807179 | 0 | 100% | 0 |

Note: the above resolution has been passed with requisite majority.



ITEM NO.9: Re-appointment of Mr. Sorab Mody as Managing Director and remuneration thereon

| Resolution required(Ordinary/ Special) | | | Special | | | | | |
|--|------------------------------|--------------------|------------------------------|---|-------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether Promoter/ promoter group are interested in the agenda / Resolution | | | Yes | | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled/E-voting | % of Votes Polled on outstanding shares | No. of Votes- In Favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes Polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 1704478 | 1704478 | 100% | 1704478 | 0 | 100% | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot(If Applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 1704478 | 100% | 1704478 | 0 | 100% | 0 |
| Public - Institutions | E-Voting | 552267 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | |
| | Postal Ballot(If Applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | |
| | Total | | 0 | 0 | 0 | 0 | 0 | |
| Public- Non Institutions | E-Voting | 2001255 | 99977 | 5.00% | 99977 | 0 | 100% | 0 |
| | Poll | | 2724 | 0.13% | 2724 | 0 | 100% | 0 |
| | Postal Ballot(If Applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | |
| | Total | | 102701 | 5.13% | 102701 | 0 | 100% | 0 |
| Total | | 4258000 | 1807179 | 42.44% | 1807179 | 0 | 100% | 0 |

Note: the above resolution has been passed with requisite majority.



ITEM NO.10: Re-appointment of Mr. Percy Avari as Whole-Time Director and remuneration thereon

| Resolution required(Ordinary/ Special) | | | Special | | | | | |
|--|------------------------------|--------------------|------------------------------|---|-------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether Promoter/ promoter group are interested in the agenda / Resolution | | | No | | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled/E-voting | % of Votes Polled on outstanding shares | No. of Votes- In Favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes Polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 1704478 | 1704478 | 100% | 1704478 | 0 | 100% | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot(If Applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 1704478 | 100% | 1704478 | 0 | 100% | 0 |
| Public - Institutions | E-Voting | 552267 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot(If Applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 2001255 | 99977 | 5.00% | 99977 | 0 | 100% | 0 |
| | Poll | | 2724 | 0.13% | 2724 | 0 | 100% | 0 |
| | Postal Ballot(If Applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 102701 | 5.13% | 102701 | 0 | 100% | 0 |
| Total | | 4258000 | 1807179 | 42.44% | 1807179 | 0 | 100% | 0 |

Note: the above resolution has been passed with requisite majority.



ITEM NO.11: Re-appointment of Mrs. Shanaya Mody Khatua as Whole-Time Director and remuneration thereon

| Resolution required(Ordinary/ Special) | | | Special | | | | | |
|--|------------------------------|--------------------|------------------------------|---|-------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether Promoter/ promoter group are interested in the agenda / Resolution | | | Yes | | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled/E-voting | % of Votes Polled on outstanding shares | No. of Votes- In Favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes Polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 1704478 | 1704478 | 100% | 1704478 | 0 | 100% | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot(If Applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 1704478 | 100% | 1704478 | 0 | 100% | 0 |
| Public – Institutions | E-Voting | 552267 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot(If Applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 2001255 | 99977 | 5.00% | 99977 | 0 | 100% | 0 |
| | Poll | | 2724 | 0.13% | 2724 | 0 | 100% | 0 |
| | Postal Ballot(If Applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 102701 | 5.13% | 102701 | 0 | 100% | 0 |
| Total | | 4258000 | 1807179 | 42.44% | 1807179 | 0 | 100% | 0 |

Note: the above resolution has been passed with requisite majority.



For, Mazda Limited

Nishith Kayasth

Nishith Kayasth
Company Secretary

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

**CONSOLIDATED SCRUTINEER'S REPORT FOR REMOTE E-VOTING AND
BALLOT VOTING FOR M/S. MAZDA LIMITED**

To,
The Chairman,
26th Annual General Meeting of Mazda Limited
C/1 39/13/16 GIDC Naroda,
Ahmedabad – 382330,
Gujarat, India.

Sub: Passing of resolutions through remote electronic voting and ballot voting conducted for the 26th Annual General Meeting (AGM) of Mazda Limited (The Company) (CIN:L29120GJ1990PLC014293) held on 27th September, 2016

Report to the Chairman of the Annual General Meeting of M/s. Mazda Limited (CIN:L29120GJ1990PLC014293), a Company incorporated under the Companies Act, 1956 and having its Registered Office at C/1 39/13/16 GIDC Naroda, Ahmedabad – 382330, Gujarat, India on the remote E-voting and Ballot voting conducted by the Company to pass **11** items on the agenda as contained in the Notice dated 6th August, 2016 for 26th Annual General Meeting held on 27th September, 2016.

The management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of the Companies Act, 2013 and Rules made there under and the Listing Regulations. The responsibility of the undersigned as a Scrutinizer for remote e-voting and physical ballot voting is restricted to give a consolidated report on the votes cast by the members for the resolutions as contained in Notice dated 6th August, 2016, based upon the Report generated from the e-voting platform provided by Central Depository Services (India) Limited (Extracted report of CDSL e-voting is attached herewith along with Consolidated Scrutinizer's Report at **Annexure-1**), the authorised agency engaged by the Company to provide remote e-voting facilities for e-voting and physical ballot voting facilities provided at the 26th Annual General Meeting by the Company/the Registrar and Share Transfer Agent of the Company.

The Board of Directors of the Company at its meeting held on 6th August, 2016 had appointed the undersigned as Scrutinizer for remote E-voting and Ballot voting pursuant to Regulation 44 Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant sections of the Companies Act, 2013 and Rules made thereunder.



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

The Company 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 during e-voting period i.e. Saturday, 24th September, 2016 at 09.00 a.m. till Monday, 26th September, 2016 at 05.00 p.m. M/s. Link Intime (India) Private Limited is the Registrar and Share Transfer Agent of the Company. The cut-off date for remote e-voting was 20th September, 2016.

The Members were required to cast their vote on the resolutions as contained in the Notice dated 6th August, 2016 either electronically conveying their assent or dissent, on remote E-voting platform provided by CDSL or through ballot voting facility provided by the Company at 26th AGM.

The e-voting results were unblocked by the undersigned on 27th September, 2016 in presence of two witnesses who were not in employment of the Company.

At 26th AGM of the Company held on 27th September, 2016, ballot voting was conducted to facilitate the members present in the meeting who did not participate in remote E-voting, to record their votes through ballot voting.

Kindly refer Consolidated Scrutinizer's Report dated 28th September, 2016 on the results of the remote e-voting and ballot voting at the Annual General Meeting in respect of the said resolutions attached herewith as **Annexure - I**.

The following is the voting results of remote E-voting and ballot voting:

| Item No. | Brief description of the resolution | Type of Resolution | No. of Shares in favour (Assent) & % | No. of Shares Against (Dissent) & % |
|----------|---|--------------------|--------------------------------------|-------------------------------------|
| 1. | To receive, consider and adopt the financial statements of the company for the year ended 31 st March, 2016 including the audited Balance Sheet as at 31 st March, 2016, the statement of Profit and Loss for the year ended on that date and the reports of the Directors and Auditors thereon | Ordinary | 18,07,179 (100%) | Nil |
| 2. | To declare dividend of Rs. 6.60 (66 %) per share on equity shares of the company for the financial year ended on 31 st March, 2016 | Ordinary | 18,07,179 (100%) | Nil |
| 3. | To appoint a director in place of Mr. Percy Avari (DIN: 00499114), who retires by rotation and being eligible offers himself for re-appointment. | Ordinary | 18,07,179 (100%) | Nil |



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COMPANY SECRETARIES

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| | | | | |
|-----|--|----------|---------------------|-----|
| 4. | To appoint a director in place of Mrs. Shanaya Mody Khatua (DIN: 01241585), who retires by rotation and being eligible offers herself for re-appointment. | Ordinary | 18,07,179 (100%) | Nil |
| 5. | 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. | Ordinary | 18,07,179 (100%) | Nil |
| 6. | Ratification of remuneration payable to the Cost Auditors for the financial year 2016-17 | Ordinary | 18,07,179 (100%) | Nil |
| 7. | To ratify, confirm and approve the increase in Remuneration of Mr. Percy Avari, Whole-Time Director | Special | 18,07,179 (100%) | Nil |
| 8. | To ratify, confirm and approve the increase in Remuneration of Mrs. Shanaya Mody Khatua, Whole-Time Director | Special | 18,07,179 (100%) | Nil |
| 9. | Re-appointment of Mr. Sorab Mody as Managing Director and remuneration thereon | Special | 18,07,179 (100%) | Nil |
| 10. | Re-appointment of Mr. Percy Avari as Whole-Time Director and remuneration thereon | Special | 18,07,179 (100%) | Nil |
| 11. | Re-appointment of Mrs. Shanaya Mody Khatua as Whole-Time Director and remuneration thereon | Special | 18,07,179 (100%) | Nil |

For RUTUL SHUKLA & ASSOCIATES
Company Secretaries



R. J. Shukla
Rutul J. Shukla
Proprietor
COP. No.: 7470
FCS No.: 6776

Place: Ahmedabad
Date: 28th September, 2016

WITNESS BY:

Ms. Purva Contractor

P. R. Contractor

Mr. Parth Shah

Parth Shah

Name of the Company: Mazda Limited

Summary of Remote E-voting & Ballot Voting taken for 26th Annual General Meeting held on Tuesday, 27th September, 2016

(CIN: L29120GJ1990PLC014293)

| Res No. | Resolution | Counts of Valid | | | No. of Valid Shares | | | Favour | | | | | | Against | | | | | | Invalid | | | | | |
|---------|---|-----------------|---------------|---------|-------------------------|----------------|-------|--------------------------|-------------------------|---------|--|-------------------------------|--------------------|-------------------|--------------------------|-------------------------|-------|--------------------------------------|-----------------------------|--------------------|-------------------|---------------|--------------------------------------|---|---|
| | | Remote E-votes | Ballot Polled | Total | Through Remote E-voting | Through Ballot | Total | Counts of Remote E-votes | Counts of Ballot Polled | Total | To Share Voted through Remote E-voting | To Share Voted through Ballot | Total Shares Voted | % of Total Voting | Counts of Remote E-votes | Counts of Ballot Polled | Total | Shares Voted through Remote E-voting | Shares Voted through Ballot | Total Shares Voted | % of Total Voting | Ballot Polled | Shares Voted through Remote E-voting | | |
| 1. | To receive, consider and adopt the financial statements of the company for the year ended 31 st March, 2016 including the audited Balance Sheet as at 31 st March, 2016, the statement of Profit and Loss for the year ended on that date and the reports of the Directors and Auditors thereon. (As Ordinary Resolution) | 3 | 0 | 1704478 | 0 | 1704478 | 3 | 0 | 3 | 1704478 | 0 | 1704478 | 94.32 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Promoter & Promoter Group | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Pub-Institution | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Pub. Others | 9 | 18 | 99977 | 2724 | 102701 | 9 | 18 | 27 | 99977 | 2724 | 102701 | 5.68 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Total | 12 | 18 | 1804455 | 2724 | 1807179 | 12 | 18 | 30 | 1804455 | 2724 | 1807179 | 100 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |



| 2 | To declare dividend of Rs. 6.60 (66%) per share on equity shares of the company for the financial year ended on 31 st March, 2016 (As an Ordinary Resolution) | Promoter & Promoter Group | | Pub. Institution | | Pub. Others | | Total | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|---|---|---------------------------|----|------------------|---------|-------------|---------|-------|---------|----|---------|------|---------|------|---------|---|---|---|---------|---|---------|---|---------|-------|---|---|---|---|---|---|---|---|---|---|---|
| | | 3 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 3 | To appoint a director in place of Mr. Percy Avarti (DIN: 00499114), who retires by rotation and being eligible offers himself for re-appointment. (As an Ordinary Resolution) | Promoter & Promoter Group | 3 | 0 | 1704478 | 0 | 1704478 | 0 | 1704478 | 3 | 0 | 3 | 1704478 | 0 | 1704478 | 3 | 0 | 3 | 1704478 | 0 | 1704478 | 0 | 1704478 | 94.32 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| | | Pub. Institution | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | | Pub. Others | 9 | 18 | 99977 | 2724 | 102701 | 9 | 18 | 27 | 99977 | 2724 | 102701 | 5.68 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | | Total | 12 | 18 | 1804455 | 2724 | 1807179 | 12 | 18 | 30 | 1804455 | 2724 | 1807179 | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |



| | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|----|---|---------------------------|----|----|---------|------|---------|----|----|---------|---------|---------|---------|-------|---------|---|---------|-------|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 4. | To appoint a director in place of Mrs. Shanaya Mody Khatta (DIN: 01241585), who retires by rotation and being eligible offers herself for re-appointment. | Promoter & Promoter Group | 3 | 0 | 1704478 | 0 | 1704478 | 3 | 0 | 1704478 | 0 | 1704478 | 3 | 0 | 1704478 | 0 | 1704478 | 94.32 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | | |
| | | Pub-Institution | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | | |
| 5. | 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 (As an Ordinary Resolution) | Pub. Others | 9 | 18 | 99977 | 2724 | 102701 | 9 | 18 | 27 | 99977 | 2724 | 102701 | 5.68 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | |
| | | Promoter & Promoter Group | 3 | 0 | 1704478 | 0 | 1704478 | 3 | 0 | 3 | 1704478 | 0 | 1704478 | 94.32 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | | Total | 12 | 18 | 1804455 | 2724 | 1807179 | 12 | 18 | 30 | 1804455 | 2724 | 1807179 | 94.32 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |



| 6. | Ratification of remuneration payable to the Cost Auditors for the financial year 2016-17 (As an Ordinary Resolution) | Promoter & Promoter Group | | Pub-Institution | | Pub. Others | | Total | | | | | | | | | | | | | | | | | | | | | | | | | |
|----|---|---------------------------|---|-----------------|---|-------------|---|-------|----|---------------------------|------|-----------------|---|-------------|----|---------|------|---------------------------|-------|-----------------|---|-------------|---|-------|---|---------------------------|---|-----------------|---|-------------|---|-------|--|
| | | 3 | 0 | 0 | 0 | 18 | 9 | 12 | 18 | 1804455 | 2724 | 1807179 | 3 | 0 | 30 | 1804455 | 2724 | 1807179 | 94.32 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | | | | | | |
| 7. | To ratify, confirm and approve the increase in Remuneration of Mr. Percy Avari, Whole-Time Director (As a Special Resolution) | Promoter & Promoter Group | | Pub-Institution | | Pub. Others | | Total | | Promoter & Promoter Group | | Pub-Institution | | Pub. Others | | Total | | Promoter & Promoter Group | | Pub-Institution | | Pub. Others | | Total | | Promoter & Promoter Group | | Pub-Institution | | Pub. Others | | Total | |
| | | 3 | 0 | 0 | 0 | 18 | 9 | 12 | 18 | 1804455 | 2724 | 1807179 | 3 | 0 | 30 | 1804455 | 2724 | 1807179 | 94.32 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | |
| 8. | To ratify, confirm and approve the increase in Remuneration of Mrs. Shanaya Modya, Khata, Whole-Time Director (As a Special Resolution) | Promoter & Promoter Group | | Pub-Institution | | Pub. Others | | Total | | Promoter & Promoter Group | | Pub-Institution | | Pub. Others | | Total | | Promoter & Promoter Group | | Pub-Institution | | Pub. Others | | Total | | Promoter & Promoter Group | | Pub-Institution | | Pub. Others | | Total | |
| | | 3 | 0 | 0 | 0 | 18 | 9 | 12 | 18 | 1804455 | 2724 | 1807179 | 3 | 0 | 30 | 1804455 | 2724 | 1807179 | 94.32 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | |



| | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|-----|---|---------------------------|----|---------|---------|---------|---------|----|----|---------|---------|---------|---------|-------|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 9. | Re-appointment of Mr. Sorab Mody as Managing Director and remuneration thereon (As Special Resolution) | Promoter & Promoter Group | 3 | 0 | 1704478 | 0 | 1704478 | 3 | 0 | 3 | 1704478 | 0 | 1704478 | 94.32 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | | | | | | | | | |
| | | Pub-Institution | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | | | | | | | |
| | | Pub. Others | 9 | 18 | 99977 | 2724 | 102701 | 9 | 18 | 27 | 99977 | 2724 | 102701 | 5.68 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | | | | | | |
| | Total | 12 | 18 | 1804455 | 2724 | 1807179 | 12 | 18 | 30 | 1804455 | 2724 | 1807179 | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | | | | | | |
| 10. | Re-appointment of Mr. Percy Avari as Whole-Time Director and remuneration thereon (As Special Resolution) | Promoter & Promoter Group | 3 | 0 | 1704478 | 0 | 1704478 | 3 | 0 | 3 | 1704478 | 0 | 1704478 | 94.32 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | | | | | | | |
| | | Pub-Institution | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | | | | |
| | | Pub. Others | 9 | 18 | 99977 | 2724 | 102701 | 9 | 18 | 27 | 99977 | 2724 | 102701 | 5.68 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | | | |
| | Total | 12 | 18 | 1804455 | 2724 | 1807179 | 12 | 18 | 30 | 1804455 | 2724 | 1807179 | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | | |
| 11. | Re-appointment of Mrs. Shanaya Mody Khata as Whole-Time Director and remuneration thereon (As Special Resolution) | Promoter & Promoter Group | 3 | 0 | 1704478 | 0 | 1704478 | 3 | 0 | 3 | 1704478 | 0 | 1704478 | 94.32 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | | | | | |
| | | Pub-Institution | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | | | |
| | | Pub. Others | 9 | 18 | 99977 | 2724 | 102701 | 9 | 18 | 27 | 99977 | 2724 | 102701 | 5.68 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | |
| | Total | 12 | 18 | 1804455 | 2724 | 1807179 | 12 | 18 | 30 | 1804455 | 2724 | 1807179 | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

