

# Integrated Governance

## MAZDA LIMITED

### General information about company

Scrip code	523792	
NSE Symbol	MAZDA	
MSEI Symbol	NOTLISTED	
ISIN	INE885E01034	
Date of start of financial year	01-04-2024	
Date of end of financial year	31-03-2025	
Reporting Quarter Type	Quarterly	
Date of Quarter Ending	31-12-2024	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	false	Not Applicable during this quarter
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	true	
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	false	Not applicable for December 2024 quarter.
Risk management committee	false	
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities	
Is SCORE ID Available ?	true	
SCORE Registration ID	M00150	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																						
Whether the listed entity has a Regular Chairperson						true																
Whether Chairperson is related to MD or CEO						false	Disqualification of Directors under section 164 of the Companies Act, 2013															
Sr no.	Title(Mr/Ms)	Name of the Director	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director(in months)	No of Directorship in listed entities including this listed entity(Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity(Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN
1	Mr	MOHIB KHERICHA	Non-Executive - Non Independent Director	Chairperson		false				Active	NA		12-09-1992	09-09-2024			3	0	4	1		
2	Mrs	SHEILA MODY	Non-Executive - Non Independent Director	Not Applicable		false				Active	Yes	17-09-2021	20-09-1991	22-09-2023			1	0	1	1		
3	Mrs	HOUTOXI CONTRACTOR	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		02-10-1992	09-09-2024			1	0	0	0		
4	Mr	SAMUEL CROLL-III	Non-Executive - Non Independent Director	Not Applicable		false				Active	Yes	22-09-2023	12-09-1992	22-09-2023			1	0	0	0		Textual Information(1)
5	Mr	PERCY AVARI	Executive Director	Not Applicable		false				Active	NA		29-01-2003	01-04-2023			1	0	1	0		
6	Mrs	SHANAYA MODY KHATUA	Executive Director	Not Applicable		false				Active	NA		22-01-2007	01-04-2023			1	0	0	0		
7	Mr	MIHIR MEHTA	Non-Executive - Independent Director	Not Applicable	Shareholder Director	false				Active	NA		09-09-2024			3.22	1	1	1	0		
8	Mr	ASHOK KAVDIA	Non-Executive - Independent Director	Not Applicable	Shareholder Director	false				Active	NA		09-09-2024			3.22	2	2	3	2		
9	Mrs	SHETAL BHATT	Non-Executive - Independent Director	Not Applicable	Shareholder Director	false				Active	NA		09-09-2024			3.22	1	1	2	0		

Text Block

Textual Information(1)	Samuel Croll III being the foreign national, PAN is not available.
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Annexure I

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	ASHOK KAVDIA	Non-Executive - Independent Director	Chairperson	09-09-2024		
2	MOHIB KHERICHA	Non-Executive - Non Independent Director	Member	09-09-2024		
3	MIHIR MEHTA	Non-Executive - Independent Director	Member	09-09-2024		
4	SHETAL BHATT	Non-Executive - Independent Director	Member	09-09-2024		

### Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	SHETAL BHATT	Non-Executive - Independent Director	Chairperson	09-09-2024		
2	MIHIR MEHTA	Non-Executive - Independent Director	Member	09-09-2024		
3	SHEILA MODY	Non-Executive - Non Independent Director	Member	29-07-2014		

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	SHEILA MODY	Non-Executive - Non Independent Director	Chairperson	29-05-2014		
2	PERCY AVARI	Executive Director	Member	29-05-2014		
3	ASHOK KAVDIA	Non-Executive - Independent Director	Member	09-09-2024		
4	SHETAL BHATT	Non-Executive - Independent Director	Member	09-09-2024		

### Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	SHEILA MODY	Non-Executive - Non Independent Director	Chairperson	29-05-2014		
2	PERCY AVARI	Executive Director	Member	29-05-2014		
3	MIHIR MEHTA	Non-Executive - Independent Director	Member	09-09-2024		
4	SHETAL BHATT	Non-Executive - Independent Director	Member	09-09-2024		



Other Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson					true
Sr	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	MOHIB KHERICHA	EXECUTIVE COMMITTEE	Non-Executive - Non Independent Director	Chairperson	
2	SHEILA MODY	EXECUTIVE COMMITTEE	Non-Executive - Non Independent Director	Member	
3	PERCY AVARI	EXECUTIVE COMMITTEE	Executive Director	Member	

Annexure I

III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	07-08-2024			true	8	8	3
2	13-11-2024	97		true	9	7	3

## Annexure I

### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	07-08-2024				true	3	3	2	0
2	Audit Committee	13-11-2024	97			true	4	4	3	0
3	Other Committee	18-10-2024		EXECUTIVE COMMITTEE		true	3	3	0	0
4	Other Committee	24-12-2024	66	EXECUTIVE COMMITTEE		true	3	3	0	0

## Annexure I

### V. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	true
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

Annexure I

Sr	Subject	Compliance status
1	Name of signatory	NISHITH KAYASTH
2	Designation	Company Secretary and Compliance Officer

### Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	false
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

### Signatory Details

Name of signatory	NISHITH KAYASTH
Designation of person	Company Secretary and Compliance Officer
Place	AHMEDABAD
Date	03-02-2025

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0



**Disclosure of Imposition of Fine or Penalty** The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					Textual Information(1)
Sr.No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	BSE Limited	Imposition of fine of INR 4,90,000 for Non compliance of Regulation 17 and 19 of SEBI (LODR) Regulation, 2015 for the quarter ended on 30th September, 2024.	21-11-2024	Imposition of a fine for non-compliance with the optimum composition of the Board of Directors and Nomination and Remuneration Committee for a period of 70 days.	On basis of the waiver application filed, BSE Limited vide its mail dated 9th December, 2024 had confirmed that the fines will be withdrawn and the final order will be provided afterwards. Therefore, there is no impact on the financials of the company.
2	National Stock Exchange of India Limited	Imposition of fine of INR 4,90,000 for Non compliance of Regulation 17 and 19 of SEBI (LODR) Regulation, 2015 for the quarter ended on 30th September, 2024.	21-11-2024	Imposition of a fine for non-compliance with the optimum composition of the Board of Directors and Nomination and Remuneration Committee for a period of 70 days.	On basis of the waiver application filed, BSE Limited (As a nodal agency for filling waiver application to NSE Limited) vide its mail dated 9th December, 2024 had confirmed that the fines will be withdrawn and the final order will be provided afterwards. Therefore, there is no impact on the financials of the company.

**Text Block**

Textual Information(1)	The company had filed waiver application to BSE Limited (As a Nodal Agency for filing of common waiver application for both the stock exchanges) as there were no non-compliance to the provisions on which the fines where applicables. On basis of our application BSE Limited vide its mail dated 9th December, 2024 had confirmed that the fines will be withdrawn and the final order will be provided afterwards.
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