

Certified for PED Modules H & H1
by HSB IE Limited (NoBo # 2833)

IBR Certified
ASME "U" / "S"
NATIONAL BOARD "NB"
MEMBERS OF : HTRI-USA



25 September, 2023

To,

Bombay Stock Exchange Limited Corporate Relationships Department 1 st Floor, New Trading Ring, Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 BSE CODE: 523792	National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 NSE CODE: MAZDA
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Sub: Submission of Voting Results of the 33rd Annual General Meeting of the company and Scrutinizer's Report

Dear Sir,

Pursuant to the requirements of Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, please find attached the voting results of remote e-voting and e-voting at the AGM held on Friday, 22nd September, 2023 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

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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 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 22874945

Works :
Unit-4
Plot No. 17/1, Phase-III,
G.I.D.C., Naroda,
Ahmedabad - 382 330
Phone: +91 (0) 79 40147000

Works :
Unit-5
Plot No. 7610, Phase-IV,
G.I.D.C., Vatva,
Ahmedabad - 382 445
(M) : 9879113091

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Voting results	
Record date	15-09-2023
Total number of shareholders on record date	6577
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	3
b) Public	48
No. of resolution passed in the meeting	
6	
Disclosure of notes on voting results	Add Notes

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Resolution (1)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Consideration and Adoption of the financial statements of the company for the financial year ended 31st March, 2023 and the reports of the Directors and Auditors thereon						
Category	Mode of voting	No. of shares held	No. of votes polled	% 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		1936016	99.9897	1936016	0	100.0000	0.0000
	Poll	1936216						
	Postal Ballot (if applicable)							
	Total	1936216	1936016	99.9897	1936016	0	100.0000	0.0000
Public- Institutions	E-Voting		6200	68.3422	6200	0	100.0000	0.0000
	Poll	9072						
	Postal Ballot (if applicable)							
	Total	9072	6200	68.3422	6200	0	100.0000	0.0000
Public- Non Institutions	E-Voting		15119	0.7340	15119	0	100.0000	0.0000
	Poll	2059712						
	Postal Ballot (if applicable)							
	Total	2059712	15119	0.7340	15119	0	100.0000	0.0000
Total		4005000	1957335	48.8723	1957335	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of Final Dividend of Rs. 14.00 per equity share of the company for the financial year ended on 31st March, 2023				
Category	Mode of voting	No. of shares held	No. of votes polled	% 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		1936016	99.9897	1936016	0	100.0000	0.0000
	Poll	1936216						
	Postal Ballot (if applicable)							
	Total	1936216	1936016	99.9897	1936016	0	100.0000	0.0000
Public- Institutions	E-Voting		6200	68.3422	6200	0	100.0000	0.0000
	Poll	9072						
	Postal Ballot (if applicable)							
	Total	9072	6200	68.3422	6200	0	100.0000	0.0000
Public- Non Institutions	E-Voting		15140	0.7351	15140	0	100.0000	0.0000
	Poll	2059712						
	Postal Ballot (if applicable)							
	Total	2059712	15140	0.7351	15140	0	100.0000	0.0000
Total		4005000	1957356	48.8728	1957356	0	100.0000	0.0000
Whether resolution Is Pass or Not.								Yes
Disclosure of notes on resolution								Add Notes

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



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Resolution (3)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution?				Ordinary Yes				
Description of resolution considered				Re-appointment of Mrs. Sheila Mody (DIN: 00496561) as a director retiring by rotation				
Category	Mode of voting	No. of shares held	No. of votes polled	% 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		1936016	99.9897	1936016	0	100.0000	0.0000
	Poll	1936216						
	Postal Ballot (if applicable)							
	Total	1936216	1936016	99.9897	1936016	0	100.0000	0.0000
Public- Institutions	E-Voting		6200	68.3422	0	6200	0.0000	100.0000
	Poll	9072						
	Postal Ballot (if applicable)							
	Total	9072	6200	68.3422	0	6200	0.0000	100.0000
Public- Non Institutions	E-Voting		15119	0.7340	15119	0	100.0000	0.0000
	Poll	2059712						
	Postal Ballot (if applicable)							
	Total	2059712	15119	0.7340	15119	0	100.0000	0.0000
Total		4005000	1957335	48.8723	1951135	6200	99.6832	0.3168
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								Add Notes

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



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Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Samuel W. Croll-III (DIN: 01407244) as a director retiring by rotation				
Category	Mode of voting	No. of shares held	No. of votes polled	% 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		1936016	99.9897	1936016	0	100.0000	0.0000
	Poll	1936216						
	Postal Ballot (if applicable)							
	Total	1936216	1936016	99.9897	1936016	0	100.0000	0.0000
Public- Institutions	E-Voting		6200	68.3422	0	6200	0.0000	100.0000
	Poll	9072						
	Postal Ballot (if applicable)							
	Total	9072	6200	68.3422	0	6200	0.0000	100.0000
Public- Non Institutions	E-Voting		15119	0.7340	14999	120	99.2063	0.7937
	Poll	2059712						
	Postal Ballot (if applicable)							
	Total	2059712	15119	0.7340	14999	120	99.2063	0.7937
Total		4005000	1957335	48.8723	1951015	6320	99.6771	0.3229
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of remuneration payable to the Cost Auditor for the financial year 2023-24				
Category	Mode of voting	No. of shares held	No. of votes polled	% 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		1936016	99.9897	1936016	0	100.0000	0.0000
	Poll	1936216						
	Postal Ballot (if applicable)							
	Total	1936216	1936016	99.9897	1936016	0	100.0000	0.0000
Public- Institutions	E-Voting		6200	68.3422	6200	0	100.0000	0.0000
	Poll	9072						
	Postal Ballot (if applicable)							
	Total	9072	6200	68.3422	6200	0	100.0000	0.0000
Public- Non Institutions	E-Voting		15119	0.7340	15104	15	99.9008	0.0992
	Poll	2059712						
	Postal Ballot (if applicable)							
	Total	2059712	15119	0.7340	15104	15	99.9008	0.0992
Total		4005000	1957335	48.8723	1957320	15	99.9992	0.0008
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Continuation of Directorship of Mr. Samuel W. Croll-III (DIN: 01407244), as Non-Executive Director of the company after attaining the age of 75 years during his tenure of directorship				
Category	Mode of voting	No. of shares held	No. of votes polled	% 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		1936016	99.9897	1936016	0	100.0000	0.0000
	Poll	1936216						
	Postal Ballot (if applicable)							
	Total	1936216	1936016	99.9897	1936016	0	100.0000	0.0000
Public- Institutions	E-Voting		6200	68.3422	0	6200	0.0000	100.0000
	Poll	9072						
	Postal Ballot (if applicable)							
	Total	9072	6200	68.3422	0	6200	0.0000	100.0000
Public- Non Institutions	E-Voting		15119	0.7340	14999	120	99.2063	0.7937
	Poll	2059712						
	Postal Ballot (if applicable)							
	Total	2059712	15119	0.7340	14999	120	99.2063	0.7937
Total		4005000	1957335	48.8723	1951015	6320	99.6771	0.3229
				Whether resolution is Pass or Not.				Yes
				Disclosure of notes on resolution				Add Notes

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



RUTUL J. SHUKLA

B. Com., LL.B., PGDBM (Finance), FCS

RUTUL SHUKLA & ASSOCIATES
COMPANY SECRETARIES

Office No. 908, Colonnade 2, Behind Rajpath Club, Opp. Infostretch, Near One World Capital, Bodakdev, Ahmedabad - 380054, Gujarat, India Tel. No. : (079) 4009 0770, E-mail : info@rshuklaassocs.com

Consolidated Report of Scrutinizer
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of
The Companies (Management and Administration) Rules, 2014]

To,
The Chairman
33rd Annual General Meeting (AGM) of the members of
MAZDA LIMITED
held on 22nd September, 2023 at 12.00 p.m.
Through Video Conference ("VC") / Other Audio Visual Means ("OAVM")

Dear Sir,

1. I, CS Rutul J. Shukla, Practicing Company Secretary, have been appointed by the Board of Directors of Mazda Limited ("Company") as a Scrutinizer for the purpose of scrutinizing the remote e-voting & e-voting at the time of 33rd Annual General Meeting of the members of the Company and for ascertaining the majority on voting carried out as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions, considered in connection with the 33rd Annual General Meeting held on 22nd September, 2023 at 12.00 p.m. through Video Conference (VC) / Other Audio Visual Means (OAVM).
2. The Management of the Company is responsible to ensure the compliances with the requirements of provisions of Companies Act, 2013 MCA Circulars and Rules relating to voting on the resolutions contained in the Notice to the 33rd Annual General Meeting of the members of the Company.

My responsibility as a scrutinizer for the voting process is restricted to make Scrutinizer's Report of the votes casted "in favour" or "against" the resolutions stated below, based on the scrutiny of the reports generated from the e-voting (both remote e-voting and e-voting during the AGM) system provided by M/s Central Depository Services (India) Limited ("CDSL"), the authorized agency to provide e-voting facilities as appointed by the Company.

3. Further to the above, I submit my consolidated report as under:

A. For Remote E-Voting:

1. The remote e-voting period remained open from Tuesday, 19th September, 2023 (9.00 a.m.) to Thursday, 21st September, 2023 (5.00 p.m.).



RUTUL J. SHUKLA

B. Com., LL.B., PGDBM (Finance), FCS

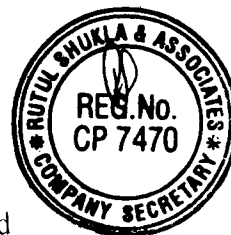
RUTUL SHUKLA & ASSOCIATES
COMPANY SECRETARIES

Office No. 908, Colonnade 2, Behind Rajpath Club, Opp. Infostretch, Near One World Capital, Bodakdev, Ahmedabad - 380054, Gujarat, India Tel. No. : (079) 4009 0770, E-mail : info@rshuklaassocs.com

- II. The Members of the Company as on "cut off" date i.e 15th September, 2023 were entitled to vote on the resolutions stated in the Notice of the 33rd Annual General Meeting. The paid up capital as on cut-off date was Rs. 4,00,50,000/- divided into 40,05,000 Equity Share of Rs. 10/- each.
- III. The votes casted were subsequently unblocked by me on 22nd September, 2023 around 12.45 p.m. in the presence of two witnesses who are not in the employment of the Company and electronic ballots were diligently scrutinized by me.
- IV. The electronic ballots were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorization lodged with the Company.
- V. Thereafter, the details of members, who have voted "For" or "Against" each of the resolutions permitted for remote e-voting, were prepared based on report generated from the e-voting website of CDSL.

B. For E-voting during the AGM:

- I. The e-voting was conducted together on all the item nos. 1 to 6 on the agenda during the AGM.
- II. The e-voting during the AGM was conducted to enable the members of the Company who have attended the AGM through VC/OAVM and had not casted their vote through Remote E-voting facility.
- III. After ensuring that all the members who desire to cast their vote through e-voting at the AGM have exercised their right to vote and after seeking permission from the Chairman of the 33rd Annual General Meeting, e-voting at the AGM was closed/blocked.
- IV. The electronic votes casted by the members during the AGM were subsequently unblocked by me immediately after the conclusion of AGM and electronic ballots were diligently scrutinized. The electronic votes were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorization / proxies lodged with the Company.
- V. Thereafter, the details of members, who have voted "For" or "Against" each of the resolutions permitted for e-voting during the AGM, were prepared based on report generated from the e-voting system of CDSL.



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4. Based on such scrutiny of the Remote E-voting & E-voting during the AGM, the result of the voting is as under:

(a) Resolution Number 1: (Ordinary Business – Ordinary Resolution):

Ordinary Resolution for consideration and adoption of the financial statements of the company for the year ended 31st March, 2023 including the Audited Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss for the year ended on that date and the reports of the Directors and Auditors thereon.:

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	54	19,57,282	100%
E-voting (During AGM)	6	53	100%
Total	60	19,57,335	100%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	0	0	0%
E-voting (During AGM)	0	0	0%
Total	0	0	0%

(iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	0	0	0%
E-voting (During AGM)	0	0	0%
Total	0	0	0%



(b) Resolution No. 2: (Ordinary Business – Ordinary Resolution):

Ordinary Resolution for declaration of Final Dividend of Rs. 14.00 per equity share of fully paid-up face value of `10 each of the company for the financial year ended on 31st March, 2023.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	55	19,57,303	100%
E-voting (During AGM)	6	53	100%
Total	61	19,57,356	100%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	0	0	0%
E-voting (During AGM)	0	0	0%
Total	0	0	0%

(iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	0	0	0%
E-voting (During AGM)	0	0	0%
Total	0	0	0%



(c) Resolution No. 3: (Ordinary Business – Ordinary Resolution):

Ordinary Resolution for appointment of a director in place of Mrs. Sheila Mody (DIN: 00496561), who retires by rotation and being eligible, offers herself for re-appointment:

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	53	19,51,082	99.68%
E-voting (During AGM)	6	53	100%
Total	59	19,51,135	99.68%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	1	6200	0.32%
E-voting (During AGM)	0	0	0%
Total	1	6200	0.32%

(iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	0	0	0%
E-voting (During AGM)	0	0	0%
Total	0	0	0%



(d) Resolution No. 4: (Ordinary Business – Ordinary Resolution):

Ordinary Resolution for appointment of Mr. Samuel W. Croll-III (DIN: 01407244), who retires by rotation and being eligible, offers himself for re-appointment.:

(i) Voted in favour of the resolution:

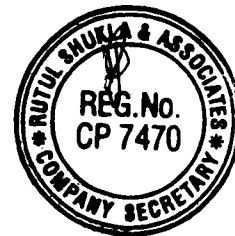
Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	52	19,50,962	99.68%
E-voting (During AGM)	6	53	100%
Total	58	19,51,015	99.68%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	2	6320	0.32%
E-voting (During AGM)	0	0	0%
Total	2	6320	0.32%

(iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	0	0	0%
E-voting (During AGM)	0	0	0%
Total	0	0	0%



(e) Resolution No. 5: (Special Business – Ordinary Resolution):

Ordinary Resolution for Ratification of remuneration payable to the Cost Auditors for the financial year 2023-24:

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	53	19,57,267	100%
E-voting (During AGM)	6	53	100%
Total	59	19,57,320	100%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	1	15	0%
E-voting (During AGM)	0	0	0%
Total	1	15	0%

(iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	0	0	0%
E-voting (During AGM)	0	0	0%
Total	0	0	0%



RUTUL J. SHUKLA

B. Com., LL.B., PGDBM (Finance), FCS

**RUTUL SHUKLA & ASSOCIATES
COMPANY SECRETARIES**

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(f) Resolution No. 6: (Special Business – Special Resolution):

Special Resolution for Continuation of Directorship of Mr. Samuel W. Croll-III (DIN: 01407244), as Non-Executive Director of the company after attaining the age of 75 years during his tenure of directorship:

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	52	19,50,962	99.68%
E-voting (During AGM)	6	53	100%
Total	58	19,51,015	99.68%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	2	6320	0.32%
E-voting (During AGM)	0	0	0
Total	2	6320	0.32%

(iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	0	0	0%
E-voting (During AGM)	0	0	0%
Total	0	0	0%



RUTUL J. SHUKLA

B. Com., LL.B., PGDBM (Finance), FCS

**RUTUL SHUKLA & ASSOCIATES
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5. A compact disk (CD) /Excel Sheet and other supportive documents containing list of equity shareholders who voted "For" or "Against" and those votes which were considered "Invalid" for each resolution and also resolutions received from corporate shareholders etc. will be returned for safe keeping by our separate letter to the Company.
6. The reports generated in respect of electronic ballots and all other relevant records will also be handed over by me to the Company Secretary authorised by the Board for safe keeping.

Thanking you,

**For RUTUL SHUKLA & ASSOCIATES
Company Secretaries**



R. J. Shukla
Rutul J. Shukla
Proprietor
COP. No.: 7470
FCS No.: 6776
UDIN: F006776E001059630

Place: Ahmedabad

Date: 22nd September, 2023

Countersigned by:

For Mazda Limited



Nishith Kayasth
Nishith Kayasth
ACS: 19347

Company Secretary and Compliance Officer

**Mazda Limited
(Authorised Representative appointed by Chairman)**