



MAZDA LIMITED

CIN : L29120GJ1990PLC014293

Registered Office & Works: C/1-39/13/16, GIDC Naroda, Ahmedabad - 382330, Gujarat, India. Tel: + 91-79-2282 1779

Website: www.mazdalimited.com; Email: nishith@mazdalimited.com; Company Secretary & Compliance Officer: Mr. Nishith Kayasth

POST BUY-BACK PUBLIC ADVERTISEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF THE EQUITY SHARES OF MAZDA LIMITED

This public announcement (the "Post Buy-Back Public Advertisement") is being made in compliance with Regulation 24(vi) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, for the time being in force including any statutory modifications and amendments from time to time (the "Buy-Back Regulations"). This Post Buy-Back Public Advertisement should be read in conjunction with the Public Announcement dated March 7, 2019 published on March 8, 2019 (the "Public Announcement"). The terms used but not defined in this Post Buy-Back Public Advertisement shall have the same meanings as assigned in the Public Announcement.

1. THE BUY-BACK

- Mazda Limited ("Company") had announced the buy-back ("Buy-Back") of fully paid up equity shares of face value of ₹ 10 (Rupees Ten only) each of the Company ("Equity Shares"), from the existing owners/ beneficial owners of the Equity Shares of the Company from the open market through the stock exchanges using the electronic trading facilities of the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (collectively, referred to as "Stock Exchanges") in accordance with the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013, the Buy-Back Regulations and pursuant to article 27A of the articles of association of the Company at a maximum price not exceeding ₹ 550 (Rupees Five Hundred and Fifty only) per Equity Share ("Maximum Buy-Back Price") payable in cash for an aggregate amount not exceeding ₹ 1,100 Lakhs (Rupees Eleven Hundred Lakhs only) ("Maximum Buy-Back Size"). The Maximum Buy-Back Size does not include brokerage, costs, fees, turnover charges, taxes such as Securities Transaction Tax, Goods and Services Tax (if any), Stamp Duty and other transaction charges (collectively referred to as "Transaction Costs").
- The Buy-Back commenced on March 19, 2019 and closed on April 22, 2019 (w.e.f. closure of trading/market hours).
- As of Buy-Back closure date, the Company has bought back 2,53,000 Equity Shares having face value of ₹ 10 (Rupees Ten only) each, out of which 1,87,688 Equity Shares have been extinguished and the balance 65,312 Equity Shares are under the process of extinguishment.

2. DETAILS OF THE BUY-BACK

- The total amount utilized in the Buy-Back excluding Transaction Costs is approximately ₹ 10,92,20,406 (Rupees Ten Crore Ninety Two Lakh Twenty Thousand Four Hundred and Six only) (rounded off to the nearest rupee) which is approximately 99.29% of the Maximum Buy-Back Size authorized for the Buy-Back.
- The price at which 2,53,000 Equity Shares were bought back was dependent on the price quoted on the Stock Exchanges during the Buy-Back period. The highest price at which the Equity Shares were bought back was ₹ 450.76 per Equity Share while the lowest price was ₹ 396.00 per Equity Share. The Equity Shares were bought back at a weighted average price of ₹ 431.70 per Equity Share (price calculated has been rounded to the nearest paisa). These prices are based on the contract note issued by the Company's Broker excluding Transaction Costs.
- The Equity Shares were bought in the dematerialized segment from the Stock Exchanges. As the offer for the Buy-Back of the Equity Shares of the Company was from the open market through Stock Exchanges, the identity of shareholders from whom Equity Shares exceeding one percent of the total Equity Shares bought in the Buy-Back is not known.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- The capital structure of the Company, pre and post Buy-Back, is as under:

Particulars	As on the date of Public Announcement	Post Buy-Back ⁽¹⁾
Authorised Share Capital	₹ 500.00 Lakh (50,00,000 equity shares of ₹ 10 each)	₹ 500.00 Lakh (50,00,000 equity shares of ₹ 10 each)
Issued, subscribed and fully paid up share capital	₹ 425.80 Lakh (42,58,000 equity shares of ₹ 10 each)	₹ 400.50 Lakh (40,05,000 equity shares of ₹ 10 each)

⁽¹⁾ Subject to extinguishment of 65,312 (Sixty Five Thousand Three Hundred and Twelve only) Equity Shares

- The Shareholding Pattern of the Company, pre and post Buy-Back is as under:

Category of Shareholder	Pre Buy-Back ⁽¹⁾		Post Buy-Back ⁽²⁾	
	Number of Shares	%	Number of Shares	%
(A) Promoter & Promoter Group	17,95,978	42.18	17,95,978	44.84
(B) Public	24,62,022	57.82	22,09,022	55.16
(C1) Shares underlying DRs	-	-	-	-
(C2) Shares held by Employee Trusts	-	-	-	-
(C) Non Promoter – Non Public (C= C1+C2)	-	-	-	-
Grand Total (A+B+C)	42,58,000	100.00	40,05,000	100.00

⁽¹⁾ as on March 1, 2019

⁽²⁾ Subject to extinguishment of 65,312 (Sixty Five Thousand Three Hundred and Twelve only) Equity Shares

4. MERCHANT BANKER TO THE BUY-BACK

EQUIRUS CAPITAL PRIVATE LIMITED

SEBI Registration Number: INM000011286

12th Floor, C Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai -400 013 Tel.: +91 22 4332 0600; Fax: +91 22 4332 0601

Email: mazda.buyback@equirus.com; Website: www.equirus.com Contact Person: Mr. Pavan Naik/ Mr. Gaurav Phadke

5. DIRECTORS' RESPONSIBILITY

As per Regulation 24(i)(a) of the Buy-Back Regulations, the Board accepts responsibility for the information contained in this Post Buy-Back Public Advertisement and confirms that the information included herein contains true, factual and material information and does not contain any misleading information

For and on behalf of the Board of Directors of Mazda Limited

Place : Ahmedabad
Date : April 24, 2019

Sd/-
Sorab Mody
Managing Director

Sd/-
Percy Avari
Whole-Time Director

Sd/-
Nishith Kayasth
Company Secretary &
Compliance Officer