27 September, 2019

To,

Bombay Stock Exchange Limited Corporate Relationships Department 1st 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**

Sub: Declaration of Voting Results for the 29th Annual General Meeting of the company

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 held on 26th September, 2019 along with Scrutinizer's Report.

Please take the same on record.

Thanking you,

Yours faithfully
For Mazda Limited

MAZDA LIMITED AHMEDABAD

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)

Works & Registered Office :
Unit-1
C/1-39/13/16, G.I.D.C.,
Naroda,

Works :
Unit-2
Plot No. 11 & 12, Hitendranagar
Sahakari Vasahat Ltd.,

Works :
Unit-3
C/1-A5, G.I.D.C.,
Odhav,

Works :
Unit-4
Plot No. 17/1, Phase-III,
G.I.D.C., Naroda

Voting results	
Record date	19-09-2019
Total number of shareholders on record date	4295
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	22
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	**12**

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of the financial statements of the company for the year ended 31st March, 2019 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	1795978	1795978	100.0000	1795978	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	1795978	1795978	100.0000	1795978	0	100.0000	0.0000
Public- Institutions	E-Voting	800	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	800	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2208222	191512	8.6727	191512	0	100.0000	0.0000
	Poll		10463	0.4738	10463	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	2208222	201975	9.1465	201975	0	100.0000	0.0000
Total		4005000	1997953	49.8865	1997953	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of dividend on equity shares for the year ended on 31st March, 2019				
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	1795978	1795978	100.0000	1795978	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	1795978	1795978	100.0000	1795978	0	100.0000	0.0000
Public- Institutions	E-Voting	800	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	800	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2208222	191512	8.6727	191512	0	100.0000	0.0000
	Poll		10463	0.4738	10463	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	2208222	201975	9.1465	201975	0	100.0000	0.0000
Total		4005000	1997953	49.8865	1997953	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Percy Avari 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	1795978	1795978	100.0000	1795978	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	1795978	1795978	100.0000	1795978	0	100.0000	0.0000
Public- Institutions	E-Voting	800	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	800	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2208222	191512	8.6727	191512	0	100.0000	0.0000
	Poll		10463	0.4738	10463	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	2208222	201975	9.1465	201975	0	100.0000	0.0000
Total		4005000	1997953	49.8865	1997953	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Mrs. Shanaya Mody Khatua 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	1795978	1795978	100.0000	1795978	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	1795978	1795978	100.0000	1795978	0	100.0000	0.0000
Public- Institutions	E-Voting	800	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	800	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2208222	191512	8.6727	191512	0	100.0000	0.0000
	Poll		10463	0.4738	10463	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	2208222	201975	9.1465	201975	0	100.0000	0.0000
Total		4005000	1997953	49.8865	1997953	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Mr. Sorab Mody as Managing Director and remuneration 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	1795978	1795978	100.0000	1795978	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	1795978	1795978	100.0000	1795978	0	100.0000	0.0000
Public- Institutions	E-Voting	800	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	800	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2208222	191512	8.6727	191512	0	100.0000	0.0000
	Poll		10463	0.4738	10463	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	2208222	201975	9.1465	201975	0	100.0000	0.0000
Total		4005000	1997953	49.8865	1997953	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Percy Avari as Whole-Time Director and remuneration 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	1795978	1795978	100.0000	1795978	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	1795978	1795978	100.0000	1795978	0	100.0000	0.0000
Public- Institutions	E-Voting	800	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	800	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2208222	191512	8.6727	191512	0	100.0000	0.0000
	Poll		10463	0.4738	10463	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	2208222	201975	9.1465	201975	0	100.0000	0.0000
Total		4005000	1997953	49.8865	1997953	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Mrs. Shanaya Mody Khatua as Whole-Time Director and remuneration 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	1795978	1795978	100.0000	1795978	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	1795978	1795978	100.0000	1795978	0	100.0000	0.0000
Public- Institutions	E-Voting	800	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	800	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2208222	191512	8.6727	191512	0	100.0000	0.0000
	Poll		10463	0.4738	10463	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	2208222	201975	9.1465	201975	0	100.0000	0.0000
Total		4005000	1997953	49.8865	1997953	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (8)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Mohib N. Khericha as Independent Director				
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	1795978	1795978	100.0000	1795978	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	1795978	1795978	100.0000	1795978	0	100.0000	0.0000
Public- Institutions	E-Voting	800	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	800	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2208222	191512	8.6727	191512	0	100.0000	0.0000
	Poll		10463	0.4738	10463	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	2208222	201975	9.1465	201975	0	100.0000	0.0000
Total		4005000	1997953	49.8865	1997953	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (9)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Nilesh C. Mankiwala as Independent Director				
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	1795978	1795978	100.0000	1795978	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	1795978	1795978	100.0000	1795978	0	100.0000	0.0000
Public- Institutions	E-Voting	800	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	800	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2208222	191512	8.6727	191512	0	100.0000	0.0000
	Poll		10463	0.4738	10463	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	2208222	201975	9.1465	201975	0	100.0000	0.0000
Total		4005000	1997953	49.8865	1997953	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (10)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Saurin V. Palkhiwala as Independent Director				
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	1795978	1795978	100.0000	1795978	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	1795978	1795978	100.0000	1795978	0	100.0000	0.0000
Public- Institutions	E-Voting	800	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	800	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2208222	191512	8.6727	191512	0	100.0000	0.0000
	Poll		10463	0.4738	10463	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	2208222	201975	9.1465	201975	0	100.0000	0.0000
Total		4005000	1997953	49.8865	1997953	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (11)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 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	1795978	1795978	100.0000	1795978	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	1795978	1795978	100.0000	1795978	0	100.0000	0.0000
Public- Institutions	E-Voting	800	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	800	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2208222	191512	8.6727	191512	0	100.0000	0.0000
	Poll		10463	0.4738	10463	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	2208222	201975	9.1465	201975	0	100.0000	0.0000
Total		4005000	1997953	49.8865	1997953	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (12)								
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 Auditors for the financial year 2019-20				
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	1795978	1795978	100.0000	1795978	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	1795978	1795978	100.0000	1795978	0	100.0000	0.0000
Public- Institutions	E-Voting	800	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	800	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2208222	191512	8.6727	121512	70000	63.4488	36.5512
	Poll		10463	0.4738	10463	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	2208222	201975	9.1465	131975	70000	65.3422	34.6578
Total		4005000	1997953	49.8865	1927953	70000	96.4964	3.5036
Whether resolution is Pass or Not.							Yes	

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

FORM NO. MGT – 13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
29th Annual General Meeting of Mazda Limited
C/1 39/13/16 GIDC Naroda,
Ahmedabad – 382330,
Gujarat, India.

Twenty Ninth Annual General Meeting of the Equity Shareholders of Mazda Limited held on Thursday, 26th September, 2019 at 9:30 a.m. at Plot No. 17/1, Phase-III, GIDC, Naroda, Ahmedabad – 382 330, Gujarat, India.

Dear Sir,

I, CS Rutul J. Shukla of M/s. Rutul Shukla & Associates, Company Secretaries, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 29th Annual General Meeting of the Equity Shareholders of Mazda Limited held on Thursday, 26th September, 2019 at 9:30 a.m. at Plot No. 17/1, Phase-III, GIDC, Naroda, Ahmedabad – 382 330, Gujarat, India, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were locked in my presence with due identification marks placed by me.

2. The locked ballot box was subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3. I did not find any poll papers invalid.

RUTUL SHUKLA & ASSOCIATES * COMPANY SECRETARY * REG.No. CP 7470

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

4. The result of the Poll is as under:

(a) As an Ordinary Resolution – Item no. 1

To receive, consider and adopt the financial statements of the company for the year ended 31st March, 2019 including the audited Balance Sheet as at 31st March, 2019, 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:

Number of members present and voting (in person or by proxy)	**Number of Votes cast by them**	**% of total number of valid votes cast**
Number of members present : 22 Number of members present and voting : 21	10463	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	**Number of Votes cast by them**	**% of total number of valid votes cast**
NIL	NIL	NIL

(iii) **Invalid** Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	**Total Number of Votes cast by them**
NIL	NIL

RUTUL SHUKLA & ASSOCIATES * COMPANY SECRETARY * REG.No. CP 7470

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

(b) As an Ordinary Resolution – Item no. 2

To declare dividend of Rs. 9.00 (90 %) per share on equity shares of the company for the financial year ended on 31st March, 2019

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	**Number of Votes cast by them**	**% of total number of valid votes cast**
Number of members present : 22 Number of members present and voting : 21	10463	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	**Number of Votes cast by them**	**% of total number of valid votes cast**
NIL	NIL	NIL

(iii) **Invalid** Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	**Total Number of Votes cast by them**
NIL	NIL

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

(c) As an Ordinary Resolution – Item no. 3

To appoint a director in place of Mr. Percy Avari (DIN: 04499114), who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	**Number of Votes cast by them**	**% of total number of valid votes cast**
Number of members present : 22 Number of members present and voting : 21	10463	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	**Number of Votes cast by them**	**% of total number of valid votes cast**
NIL	NIL	NIL

(iii) **Invalid** Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	**Total Number of Votes cast by them**
NIL	NIL

RUTUL SHUKLA & ASSOCIATES * COMPANY SECRETARY * REG.No. CP 7470

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

RUTUL SHUKLA & ASSOCIATES
COMPANY SECRETARIES

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Tel. No. : (079) 4009 0770, E-mail: info@rshuklaassocs.com

(d) As an Ordinary Resolution – Item no. 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.

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	**Number of Votes cast by them**	**% of total number of valid votes cast**
Number of members present : 22 Number of members present and voting : 21	10463	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	**Number of Votes cast by them**	**% of total number of valid votes cast**
NIL	NIL	NIL

(iii) **Invalid** Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	**Total Number of Votes cast by them**
NIL	NIL

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

RUTUL SHUKLA & ASSOCIATES
COMPANY SECRETARIES

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Tel. No. : (079) 4009 0770, E-mail: info@rshuklaassocs.com

(e) As an Special Resolution – Item no. 5

Re-appointment of Mr. Sorab R. Mody as Managing Director and remuneration thereon

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	**Number of Votes cast by them**	**% of total number of valid votes cast**
Number of members present : 22 Number of members present and voting : 21	10463	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	**Number of Votes cast by them**	**% of total number of valid votes cast**
NIL	NIL	NIL

(iii) **Invalid** Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	**Total Number of Votes cast by them**
NIL	NIL

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

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COMPANY SECRETARIES

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(f) As an Special Resolution – Item no. 6

Re-appointment of Mr. Percy X. Avari as Whole Time Director and Remuneration thereon

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	**Number of Votes cast by them**	**% of total number of valid votes cast**
Number of members present : 22 Number of members present and voting : 21	10463	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	**Number of Votes cast by them**	**% of total number of valid votes cast**
NIL	NIL	NIL

(iii) **Invalid** Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	**Total Number of Votes cast by them**
NIL	NIL

RUTUL SHUKLA & ASSOCIATES * REG.No. CP 7470 * COMPANY SECRETARY

RUTUL J. SHUKLA
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Tel. No. : (079) 4009 0770, E-mail: info@rshuklaassocs.com

(g) As an Special Resolution – Item no. 7

Re-appointment of Mrs. Shanaya Modi Khatua as Whole Time Director and Remuneration thereon

(iv) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	**Number of Votes cast by them**	**% of total number of valid votes cast**
Number of members present : 22 Number of members present and voting : 21	10463	100%

(v) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	**Number of Votes cast by them**	**% of total number of valid votes cast**
NIL	NIL	NIL

(vi) **Invalid** Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	**Total Number of Votes cast by them**
NIL	NIL

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

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COMPANY SECRETARIES

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(h) As an Special Resolution – Item no. 8

Re-appointment of Mr. Mohib N. Khericha as Independent Director

(vii) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	**Number of Votes cast by them**	**% of total number of valid votes cast**
Number of members present : 22 Number of members present and voting : 21	10463	100%

(viii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	**Number of Votes cast by them**	**% of total number of valid votes cast**
NIL	NIL	NIL

(ix) **Invalid** Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	**Total Number of Votes cast by them**
NIL	NIL

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(i) As an Special Resolution – Item no. 9

Re-appointment of Mr. Nilesh C Mankiwala as Independent Director

(x) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	**Number of Votes cast by them**	**% of total number of valid votes cast**
Number of members present : 22 Number of members present and voting : 21	10463	100%

(xi) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	**Number of Votes cast by them**	**% of total number of valid votes cast**
NIL	NIL	NIL

(xii) **Invalid** Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	**Total Number of Votes cast by them**
NIL	NIL

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

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(j) As an Special Resolution – Item no. 10

Re-appointment of Mr. Saurin V Palkhiwala as Independent Director

(xiii) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	**Number of Votes cast by them**	**% of total number of valid votes cast**
Number of members present : 22 Number of members present and voting : 21	10463	100%

(xiv) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	**Number of Votes cast by them**	**% of total number of valid votes cast**
NIL	NIL	NIL

(xv) **Invalid** Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	**Total Number of Votes cast by them**
NIL	NIL

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(k) As an Special Resolution – Item no. 11

To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 thereon

(xvi) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	**Number of Votes cast by them**	**% of total number of valid votes cast**
Number of members present : 22 Number of members present and voting : 21	10463	100%

(xvii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	**Number of Votes cast by them**	**% of total number of valid votes cast**
NIL	NIL	NIL

(xviii) **Invalid** Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	**Total Number of Votes cast by them**
NIL	NIL

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

RUTUL SHUKLA & ASSOCIATES
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(l) As an ordinary Resolution – Item no. 12

Ratification of remuneration payable to the Cost Auditors for the Financial year 2019-20

(xix) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	**Number of Votes cast by them**	**% of total number of valid votes cast**
Number of members present : 22 Number of members present and voting : 21	10463	100%

(xx) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	**Number of Votes cast by them**	**% of total number of valid votes cast**
NIL	NIL	NIL

(xxi) **Invalid** Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	**Total Number of Votes cast by them**
NIL	NIL

RUTUL SHUKLA & ASSOCIATES * COMPANY SECRETARY * REG.No. CP 7470

RUTUL J. SHUKLA
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5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You,

Yours faithfully,

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

Place: Ahmedabad
Date: 27th September, 2019

Name of the Company: Mazda Limited (CIN: L29120GJ1990PLC014293)

Summary of Remote E-voting & Ballot Voting taken for 29th Annual General Meeting held on Thursday, 26th September, 2019

Res. No.	Resolution		Counts of Valid		No. of Valid Shares Voted			Favor							Against							Invalid	
			Remote E-votes	Ballot Polled	Through Remote E-voting	Through Ballot	Total	Counts of Remote E-votes	Counts of Ballot Polled	Total	Shares Voted through Remote E-voting	Shares Voted through Ballots	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 Ballots	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 31st March, 2019 including the audited Balance Sheet as at 31st March, 2019, the statement of Profit and Loss for the year ended on that date and the reports of the Directors and Auditors thereon. (As an Ordinary Resolution)	Promoter & Promoter Group	3	0	1795978	0	1795978	3	0	3	1795978	0	1795978	89.89 %	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
		Pub. Others	11	21	191512	1046 3	201975	11	21	32	191512	1046 3	201975	10.11 %	0	0	0	0	0	0	0	0	0
		Total	**14**	**21**	**1987490**	**1046 3**	**1997953**	**14**	**21**	**35**	**1987490**	**1046 3**	**1997953**	**100%**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**

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2	To declare dividend of Rs. 9.00 (90 %) per share on equity shares of the company for the financial year ended on 31st March, 2019 (As an Ordinary Resolution)	Promoter & Promoter Group	3	0	1795978	0	1795978	3	0	3	1795978	0	1795978	89.89 %	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
		Pub. Others	11	21	191512	1046 3	201975	11	21	32	191512	1046 3	201975	10.11 %	0	0	0	0	0	0	0	0
		Total	**14**	**21**	**1987490**	**1046 3**	**1997953**	**14**	**21**	**35**	**1987490**	**1046 3**	**1997953**	**100%**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
3	To appoint a director in place of Mr. *Mr.Percy Avari (DIN:04499114)*, who retires by rotation and being eligible offers himself for re-appointment. (As an Ordinary Resolution)	Promoter & Promoter Group	3	0	1795978	0	1795978	3	0	3	1795978	0	1795978	89.89 %	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
		Pub. Others	11	21	191512	1046 3	201975	11	21	32	191512	1046 3	201975	10.11 %	0	0	0	0	0	0	0	0
		Total	**14**	**21**	**1987490**	**1046 3**	**1997953**	**14**	**21**	**35**	**1987490**	**1046 3**	**1997953**	**100%**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**

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. (As an Ordinary Resolution)	Promoter & Promoter Group	3	0	1795978	0	1795978	3	0	3	1795978	0	1795978	89.89 %	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
		Pub. Others	11	21	191512	10463	201975	11	21	32	191512	10463	201975	10.11 %	0	0	0	0	0	0	0	0
		Total	**14**	**21**	**1987490**	**10463**	**1997953**	**14**	**21**	**35**	**1987490**	**10463**	**1997953**	**100%**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
5.	Re-appointment of Mr. Sorab R. Mody as Managing director and remuneration thereon (As an Special Resolution)	Promoter & Promoter Group	3	0	1795978	0	1795978	3	0	3	1795978	0	1795978	89.89 %	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
		Pub. Others	11	21	191512	10463	201975	11	21	32	191512	10463	201975	10.11 %	0	0	0	0	0	0	0	0
		Total	**14**	**21**	**1987490**	**10463**	**1997953**	**14**	**21**	**35**	**1987490**	**10463**	**1997953**	**100%**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
6.	Re-appointment of Mr. Percy X. Avari as	Promoter & Promoter Group	3	0	1795978	0	1795978	3	0	3	1795978	0	1795978	89.89 %	0	0	0	0	0	0	0	0

	Whole Time Director and Remuneration thereon (As an Special Resolution)	Pub-Institution	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
		Pub. Others	11	21	191512	1046 3	201975	11	21	32	191512	1046 3	201975	10.11 %	0	0	0	0	0	0	0	0	0
		Total	**14**	**21**	**1987490**	**1046 3**	**1997953**	**14**	**21**	**35**	**1987490**	**1046 3**	**1997953**	**100%**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
7.	Re-appointment of Mrs. Shanaya modi Khatua as Whole Time Director and Remuneration thereon (As an Special Resolution)	Promoter & Promoter Group	3	0	1795978	0	1795978	3	0	3	1795978	0	1795978	89.89 %	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
		Pub. Others	11	21	191512	1046 3	201975	11	21	32	191512	1046 3	201975	10.11 %	0	0	0	0	0	0	0	0	0
		Total	**14**	**21**	**1987490**	**1046 3**	**1997953**	**14**	**21**	**35**	**1987490**	**1046 3**	**1997953**	**100%**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
8.	Re-Appointment of Mr. Mohib N Khericha as Independent Director (As an Special Resolution)	Promoter & Promoter Group	3	0	1795978	0	1795978	3	0	3	1795978	0	1795978	89.89 %	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
		Pub. Others	11	21	191512	1046 3	201975	11	21	32	191512	1046 3	201975	10.11 %	0	0	0	0	0	0	0	0	0

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		Total	**14**	**21**	**1987490**	**10463**	**1997953**	**14**	**21**	**35**	**1987490**	**10463**	**1997953**	**100%**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
9.	Re-Appointment of Mr. Nilesh C. Mankiwala as Independent Director (As an Special Resolution)	Promoter & Promoter Group	3	0	1795978	0	1795978	3	0	3	1795978	0	1795978	89.89 %	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
		Pub. Others	11	21	191512	10463	201975	11	21	32	191512	10463	201975	10.11 %	0	0	0	0	0	0	0	0
		Total	**14**	**21**	**1987490**	**10463**	**1997953**	**14**	**21**	**35**	**1987490**	**10463**	**1997953**	**100%**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
10.	Re-appointment of Mr. Saurin V Palkhiwala as Independent Director (As an Special Resolution)	Promoter & Promoter Group	3	0	1795978	0	1795978	3	0	3	1795978	0	1795978	89.89 %	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
		Pub. Others	11	21	191512	10463	201975	11	21	32	191512	10463	201975	10.11 %	0	0	0	0	0	0	0	0
		Total	**14**	**21**	**1987490**	**10463**	**1997953**	**14**	**21**	**35**	**1987490**	**10463**	**1997953**	**100%**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**

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11.	To Adopt New Set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 (As an Special Resolution)	Promoter & Promoter Group	3	0	1795978	0	1795978	3	0	3	1795978	0	1795978	89.89 %	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
		Pub. Others	11	21	191512	1046 3	201975	11	21	32	191512	1046 3	201975	10.11 %	0	0	0	0	0	0	0	0
		Total	**14**	**21**	**1987490**	**1046 3**	**1997953**	**14**	**21**	**35**	**1987490**	**1046 3**	**1997953**	**100%**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
12.	Ratification of remuneration payable to the cost Auditors for the financial year 2019-20 (As an Ordinary Resolution)	Promoter & Promoter Group	3	0	1795978	0	1795978	3	0	3	1795978	0	1795978	89.89 %	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
		Pub. Others	11	21	191512	1046 3	201975	10	21	31	121512	1046 3	131975	6.61%	1	0	1	70000	0	70000	3.5%	0	0
		Total	**14**	**21**	**1987490**	**1046 3**	**1997953**	**13**	**21**	**34**	**1917490**	**1046 3**	**1927953**	**96.5 %**	**1**	**0**	**1**	**70000**	**0**	**70000**	**3.5%**	**0**	**0**