ASME U STAMP AUTHORISED COMPANY | ISO 9001 BUREAU VERITAS Certification | UKAS MANAGEMENT SYSTEMS 008 | insight CERTIFICATIONS ISO 14001 : 2004 OHSAS 18001 : 2007 | ASCB(E) UK

Mazda LIMITED

04 September, 2018

To,

Bombay Stock Exchange Limited	National Stock Exchange of India Limited
Corporate Relationships Department 1st Floor, New Trading Ring, Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 **BSE CODE: 523792**	Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 **NSE CODE : MAZDA**

Sub: Submission of proceeding at the 28th Annual General Meeting

Dear Sir,

As per the requirement of Regulation 30 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, please find attached the proceedings of the Annual General Meeting of the company held today i.e. 04/09/2018 at 9.30 a.m. at Plot No. 17/1, Phase-III, GIDC, Naroda, Ahmedabad and the meeting was concluded at 09.45 a.m.

Please take the same on record.

Thanking you,

Yours faithfully
For Mazda Limited

Nishith Kayasth
Company Secretary

Encl.: As above

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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

CIN : L29120GJ1990 PLCO14293

PROCEEDINGS AT THE 28TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON TUESDAY, 04TH SEPTEMBER, 2018 AT 9.30 A.M. AT PLOT NO 17/1, PHASE-III, GIDC, NARODA, AHMEDABAD– 382 330

Mr. Percy Avari, Whole-Time Director of the company chaired the meeting.

There were no proxies received.

As there was appropriate quorum present at the meeting, the Chairman called the meeting in order.

The Chairman welcomed the members and introduced the Directors present at the meeting. The Chairman then appraised the shareholders about the performance of the company for the financial year 2017-2018.

The Chairman informed that the Annual Report of the company along with Notice convening 28th Annual General Meeting were delivered to the members as per the statutory requirement. With the permission of the shareholders present, the Notice and Auditor's Report were taken as read.

The Chairman informed the members that pursuant to provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the companies (Management and Administration) Rules, 2014 and Listing Regulations, the company has provided facility for remote e-voting on the resolutions required to be passed at the AGM. The e-voting period commenced on 01st September, 2018 at 9.00 a.m. and ended on 03rd September, 2018 at 5.00 p.m.

CS Rutul Shukla, Practicing Company Secretary was appointed as a scrutinizer by the Board to conduct the E-voting and Poll in a fair and transparent manner.

The following items as stated in the notice of the 28th Annual General Meeting of the company were placed for voting by poll at the AGM.

A. <u>ORDINARY BUSINESS</u>

1. To receive, consider and adopt the financial statements of the company for the year ended 31st March, 2018 including the Audited Balance Sheet as at 31st March, 2018, the statement of Profit and Loss for the year ended on that date and the reports of the Directors and Auditors thereon.

2. To declare dividend of ₹8.10 (81%) per share on equity shares of the company for the financial year ended on 31st March, 2018.

3. To appoint a director in place of Mr. Samuel W. Croll- III (DIN: 001407244), who retires by rotation and being eligible offers himself for re-appointment.

4. To appoint a director in place of Mrs. Houtoxi Contractor (DIN: 00499260), who retires by rotation and being eligible offers herself for re-appointment.

5. Modification to the resolution related to the appointment of Statutory Auditors

MAZDA LIMITED * AHMEDABAD *

B. SPECIAL BUSINESS

6. Ratification of remuneration payable to the Cost Auditor for the financial year 2018-19.

The voting results will be notified to the Stock Exchange as per the Regulation 44(3) of (Listing Obligation and Disclosure Requirement) Regulations, 2015 within 48 hours from the conclusion of the Annual General Meeting and the details of the said results will also be uploaded on the company's website.

Certified True Copy
For Mazda Limited

MAZDA LIMITED AHMEDABAD

Nishith Kayasth
Company Secretary

Date: 04/09/2018
Place: Ahmedabad

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