



**Proceedings at the 24<sup>th</sup> Annual General Meeting of the company held on 30<sup>th</sup> September, 2014 at 9.30 a.m. at the registered office of the company situated at C/1-39/13/16, GIDC, Naroda, Ahmedabad**

Following directors were present at the 24<sup>th</sup> Annual General Meeting:

1. Mr. Mohib Khericha, Chairman
2. Mr. Percy Avari, Whole-Time Director
3. Mrs. Sheila Mody, Director
4. Mr. Nilesh Mankiwala, Director
5. Mr. Saurin Palkhiwala, Director

Mr. Mohib Khericha, Chairman was voted to the chair.

As there was appropriate quorum present at the meeting, the chairman declared the meeting in order.

The Notice, Director's Report, Auditor's Report and financial statements were taken as read.

There were no proxies received.

The Chairman informed the members that as per the provisions of Companies Act, 2013 and Listing Agreement with the Stock Exchanges, the company has provided facility for e-voting on the resolutions required to be passed at the AGM. The e-voting period commenced on 25<sup>th</sup> September, 2014 and ended on 26<sup>th</sup> September, 2014.

M/S. RUTUL SHUKLA & ASSOCIATES, Company Secretaries was appointed as the scrutinizer for e-voting as well as the poll process.

The combined result as per the report of scrutinizer for e-voting and poll process is as follows:

**Item No. 1**

**Adoption of the financial statements of the company for the year ended 31st March, 2014 and the reports of the Directors and Auditors thereon**

Mode of Voting process	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
	Nos.	% age	Nos.	% age	Nos.	% age
E-voting	18,19,634	100%	NIL	NIL	NIL	NIL
Poll	2,327	100%	NIL	NIL	NIL	NIL
<b>TOTAL</b>	<b>18,21,961</b>	<b>100%</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

The resolution passed as an Ordinary Resolution.



**Sales & Admn. Office :**

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 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

**Item No. 2.**

**Declaration of dividend on equity shares for the year ended on 31st March, 2014**

Mode of Voting process	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
	Nos.	% age	Nos.	% age	Nos.	% age
E-voting	18,19,634	100%	NIL	NIL	NIL	NIL
Poll	2,327	100%	NIL	NIL	NIL	NIL
<b>TOTAL</b>	<b>18,21,961</b>	<b>100%</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

The resolution passed as an Ordinary Resolution.

**Item No. 3.**

**Re-appointment of Mrs. Sheila Mody, retiring by rotation**

Mode of Voting process	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
	Nos.	% age	Nos.	% age	Nos.	% age
E-voting	18,19,634	100%	NIL	NIL	NIL	NIL
Poll	2,327	100%	NIL	NIL	NIL	NIL
<b>TOTAL</b>	<b>18,21,961</b>	<b>100%</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

The resolution passed as an Ordinary Resolution.

**Item No. 4.**

**Appoint auditors and fix their remuneration**

Mode of Voting process	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
	Nos.	% age	Nos.	% age	Nos.	% age
E-voting	18,19,634	100%	NIL	NIL	NIL	NIL
Poll	2,327	100%	NIL	NIL	NIL	NIL
<b>TOTAL</b>	<b>18,21,961</b>	<b>100%</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

The resolution passed as an Ordinary Resolution.



**Item No. 5.**

**Appointment of Mr. Mohib Khericha as an Independent Director**

Mode of Voting process	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
	Nos.	% age	Nos.	% age	Nos.	% age
E-voting	18,19,634	100%	NIL	NIL	NIL	NIL
Poll	2,327	100%	NIL	NIL	NIL	NIL
<b>TOTAL</b>	<b>18,21,961</b>	<b>100%</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

The resolution passed as an Ordinary Resolution.

**Item No. 6.**

**Appointment of Mr. Nilesh Mankiwala, Additional Director as Independent Director**

Mode of Voting process	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
	Nos.	% age	Nos.	% age	Nos.	% age
E-voting	18,19,634	100%	NIL	NIL	NIL	NIL
Poll	2,327	100%	NIL	NIL	NIL	NIL
<b>TOTAL</b>	<b>18,21,961</b>	<b>100%</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

The resolution passed as an Ordinary Resolution.

**Item No. 7.**

**Appointment of Mr. Saurin Palkhiwala, Additional Director as Independent Director**

Mode of Voting process	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
	Nos.	% age	Nos.	% age	Nos.	% age
E-voting	18,19,634	100%	NIL	NIL	NIL	NIL
Poll	2,327	100%	NIL	NIL	NIL	NIL
<b>TOTAL</b>	<b>18,21,961</b>	<b>100%</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

The resolution passed as an Ordinary Resolution.



**Item No. 8.**

**Re-appointment of Mr. Sorab Mody, Managing Director and to fix his remuneration**

Mode of Voting process	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
	Nos.	% age	Nos.	% age	Nos.	% age
E-voting	18,19,634	100%	NIL	NIL	NIL	NIL
Poll	2,327	100%	NIL	NIL	NIL	NIL
<b>TOTAL</b>	<b>18,21,961</b>	<b>100%</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

The resolution passed as a Special Resolution.

**Item No. 9.**

**Re-appointment of Mr. Percy Avari, Whole-Time Director and to fix his remuneration**

Mode of Voting process	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
	Nos.	% age	Nos.	% age	Nos.	% age
E-voting	18,19,634	100%	NIL	NIL	NIL	NIL
Poll	2,327	100%	NIL	NIL	NIL	NIL
<b>TOTAL</b>	<b>18,21,961</b>	<b>100%</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

The resolution passed as a Special Resolution.



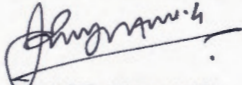
**Item No. 10.**

**Re-appointment of Mrs. Shanaya Mody Khatua, Whole-Time Director and to fix her remuneration**

Mode of Voting process	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
	Nos.	% age	Nos.	% age	Nos.	% age
E-voting	18,19,634	100%	NIL	NIL	NIL	NIL
Poll	2,327	100%	NIL	NIL	NIL	NIL
<b>TOTAL</b>	<b>18,21,961</b>	<b>100%</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

The resolution passed as a Special Resolution.

**Certified True Copy  
For Mazda Limited**



**Nishith Kayasth  
Company Secretary**

Date: 04/10/2014  
Place: Ahmedabad