

27 November, 2024

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
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Sub: Postal Ballot Notice - Regulation 30 of the SEBI (LODR) 2015

Dear Sir/ Madam,

In terms of Regulation 30 of the SEBI (LODR) Regulations, 2015 (as amended) we are enclosing herewith the copy of Notice of Postal Ballot along with Explanatory Statement ("Notice") dated November 13, 2024 being sent to the members of the company to seek approval by way of remote electronic voting ("e-voting") in respect of the special businesses as set out in the Notice in respect of the following matters:

1. To approve sub-division of face value of Equity Shares of the company from Rs. 10/- (Rupees Ten Only) each to Rs. 2/- (Rupees Two only) each.
2. To approve alteration of capital clause of Memorandum of Association of the company consequent to the sub-division of the face value of the Equity Shares of the company.

Please take the same on record.

Thanking you,

Yours faithfully

For Mazda Limited

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)
+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



CIN: L29120GJ1990PLC014293

Registered Office: C/1-39/13/16, GIDC, Naroda, Ahmedabad – 382 330

Corporate Office: 650/1 Mazda House, Panchwati 2nd Lane, Ambawadi, Ahmedabad – 380 006

Phone: 079-40007000 Email: nishith@mazdalimited.com Website: www.mazdalimited.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India]

E-VOTING COMMENCES ON	E-VOTING CONCLUDES ON
Friday, 29th November, 2024 9:00 A.M. (IST)	Saturday, 28th December, 2024 5:00 P.M. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to and in compliance with the provisions of Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014 (“the Rules”), (including any amendment(s), statutory modifications or re-enactments thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meetings (“SS-2”) and relaxations and circulars issued by the Ministry of Corporate Affairs (“MCA”) General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”) and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities and Exchange Board of India (collectively referred to as “SEBI Circulars”) and other applicable laws and regulations, if any, for seeking approval of shareholders of Mazda Limited (“Company”), to the resolutions appended below through postal ballot by voting through electronic means (‘remote e-voting’).



The items requiring approval from the members are:

- 1. To approve sub-division of face value of Equity Shares of the company from Rs. 10/- (Rupees Ten Only) each to Rs. 2/- (Rupees Two only) each.**
- 2. To approve alteration of capital clause of Memorandum of Association of the company consequent to the sub-division of the face value of the Equity Shares of the company.**

In compliance with MCA Circulars, this Notice is being sent only through electronic mode to those members whose e-mail address is registered with the company/Depositories as on Friday, 22nd November, 2024 (“Cut-off date”). If member’s e-mail address is not registered with the company/ Depositories, then please follow the process provided in the Notes to receive this Notice, login ID and password for remote e-Voting. The instructions for remote e-voting are appended to the Notice.

An explanatory statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and the reasons/ rationale thereof, is appended and forms part of this Notice.

The remote e-voting period **commences from 9.00 a.m. (IST) on Friday, 29th November, 2024 and ends at 5.00 p.m. (IST) on Saturday, 28th December, 2024.** Once a member casts the vote on the resolution, the member will not be allowed to change it subsequently. Assent or Dissent of the members on the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the ‘Notes’ section of this Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on Saturday, 28th December, 2024. The remote e-voting facility will be disabled by CDSL immediately thereafter.

Pursuant to Rule 22(5) of the Rules, the Board of Directors (“Board”) of the company, vide Board resolution dated 13th November, 2024 has appointed Mr. Rutul J. Shukla (Membership No. 6776), Practicing Company Secretaries (COP NO.: 7470) to act as the Scrutinizer for conducting the Postal Ballot (remote e-voting) process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the company is offering facility of e-voting (remote e-voting) through Central Depository Services (India) Ltd. (‘CDSL’) to all Members as on Friday, 22nd November, 2024 (cut-off date) to enable them to cast their votes electronically.



Upon completion of the e-voting process, the Scrutinizer will submit the report to the Chairman of the company or any other person authorized by him. The results of the Postal Ballot will be announced by any one of the Directors of the company or a Company Secretary within timeline prescribed by the applicable provisions/Act. The same shall be communicated to the Stock Exchanges, where shares of the Company are listed i.e. www.bseindia.com, www.nseindia.com and displayed along with the Scrutinizer's Report on the Company's Website i.e. www.mazdalimited.com and on the website of the CDSL i.e. www.evotingindia.com.

SPECIAL BUSINESS

ITEMS OF SPECIAL BUSINESS REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT ARE AS UNDER:

ITEM NO.1

TO APPROVE SUB-DIVISION/SPLIT OF FACE VALUE OF EQUITY SHARES OF THE COMPANY FROM RS. 10/- (RUPEES TEN ONLY) EACH TO RS. 2/- (RUPEES TWO ONLY) EACH.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ‘**Ordinary Resolution**’:

“**RESOLVED THAT** pursuant to the provisions of Sections 61(1)(d), 64 and other applicable provisions of the Companies Act, 2013 (‘the Act’) and rules framed thereunder including the statutory modifications thereto and re-enactments thereof for the time being in force and the provisions of Memorandum and Articles of Association of the company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other rules, regulations, circulars, notifications etc. issued thereunder, subject to such approvals and consents from appropriate authorities, the consent of the members of the company be and is hereby accorded for sub-division/split of each equity share of face value of Rs. 10/- (Rupees Ten Only) each into face value of Rs. 2/- (Rupees Two Only) each.”

“**RESOLVED FURTHER THAT** pursuant to the split/sub-division of face value of equity shares of the company, all the issued, subscribed and paid-up equity shares of face value of Rs. 10/- (Rupees Ten only) each of the company existing on the record date to be fixed by the Board of Directors (which expression shall also include a Committee thereof) shall stand sub-divided into equity shares of face value of Rs. 2/- (Rupee Two only) each fully paid up, shall rank pari- passu in all respects with the existing fully paid equity share of Rs. 10/- each of the company.”



“RESOLVED FURTHER THAT upon sub-division/ split of equity shares as aforesaid and with effect from the Record Date:

(a) for the equity shares held in physical form, the existing share certificate(s) in relation to the said equity shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the members to surrender their existing share certificate(s), shall issue new share certificate(s) of the company and shall comply with the prevailing laws/ guidelines in this regard; and

(b) for the equity shares held in dematerialized form, the sub-divided equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the members held with their depository participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s).”

“RESOLVED FURTHER THAT the Board of Directors (which expression shall also include a Committee thereof) and/or any Whole-time Director and/or the Company Secretary of the company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid resolution as per the requirements of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto and such other applicable provisions/ enactments and amendments from time to time, execution of all necessary documents with the Stock Exchanges and the Depositories and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the split/sub-division of the Equity Shares as aforesaid or for any matters connected therewith or incidental thereto.”

ITEM NO. 2

TO APPROVE ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY CONSEQUENT TO THE SUB-DIVISION/SPLIT OF THE FACE VALUE OF THE EQUITY SHARES OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **‘Ordinary Resolution’**:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including statutory modification (s) or enactment (s) thereof, for the time being in force), subject to such approvals as may be necessary, consent of the members of the company be and is hereby accorded to alter and substitute the existing clause V of the Memorandum of Association of the company with the following new Clause V:



“Clause V: The Authorised Share Capital of the company is Rs. 5,00,00,000/- (Rupees Five Crores only) divided into 2,50,00,000/- (Two Crores Fifty lacs) Equity Shares of Rs. 2/- (Rupees Two) each, with power to increase and reduce the capital of the company and to divide the shares in the capital for the time being, into several classes and to attach thereto such preferential, deferred, qualified, guaranteed or special rights, privileges or conditions as may be determined by or in accordance with the Articles of the company for the time being and to vary, modify or abrogate any such rights, privileges or conditions, in such manner as may be permitted by the Act or the Articles of the company for the time being.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors and/or any Whole-time Director and/or the Company Secretary of the company be and is hereby authorised to give such directions, as may in their absolute direction deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with stock exchanges, registrar of companies, registrar & share transfer agents, depositories and/or any other regulatory or statutory authorities, to appoint legal representatives, advocates, attorneys, including to settle any questions, doubts or difficulties that may arise in this respect without requiring to obtain any further approval of members of the company to the end and intent that they shall be deemed to have given their approval thereto and or matters connected therewith or incidental thereto expressly by the authority of this resolution.”

Registered Office:

C/1-39/13/16 GIDC,
Naroda,
Ahmedabad – 382 330

Date: 13/11/2024
Place: Ahmedabad

By Order of the Board,

Sd/-

**Nishith Kayasth
Company Secretary**

NOTES:

1. The explanatory Statement, pursuant to provision of Section 102 read with Section 110 of the Act, and any other applicable provisions of the Act, the Rules made thereunder, Listing Regulations and Secretarial Standards on General Meetings (SS-2), setting out material facts and reasons thereof for the proposed resolutions, forming part of the Notice, is annexed herewith.
2. In accordance with MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to all the members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on 22nd November, 2024 (the “Cut-off date”) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the company’s Registrar and Share Transfer Agent (“RTA”).
3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the company at www.mazdalimited.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Ltd. at www.bseindia.com, National Stock Exchange Limited at www.nseindia.com and on the website of CDSL i.e. www.evotingindia.com.
4. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 Listing Regulations read with SEBI circular on e-voting, dated December 9, 2020; SS-2 and any amendments thereto, the company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The company has engaged the services of Central Depository Services (India) Limited (“CDSL”), the agency to provide e-voting facility. Members are requested to carefully read the instructions for e-voting that are provided as part of this Postal Ballot Notice before casting their vote.
5. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the Cut-off date i.e., 22nd November, 2024. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes only through remote e-voting. A person who is not a member as on the Cut-off date should treat this notice for information purpose only.
6. The remote e-voting period commences from 9.00 a.m. (IST) on Friday, 29th November, 2024 and ends at 5.00 p.m. (IST) on Saturday, 28th December, 2024. During this period, members of the company holding equity shares either in physical form or in dematerialized form, as on the cut- off date i.e., 22nd November, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after Saturday, 28th December, 2024 (5:00 PM IST). Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.
7. Physical copies of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot in line with the exemption provided in the MCA circulars.



8. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e., Saturday, 28th December, 2024.
9. The Scrutinizer will submit his report to the Chairman of the company, or any person authorised by him, after completion of the scrutiny of the votes casted electronically. The result of the Postal Ballot through remote e-voting process shall be announced within timeline prescribed by the applicable provisions/Act and the resolution will be taken as passed, if the results of e-voting indicate that the requisite majority of the Members had assented to the Resolution.
10. The voting results along with Scrutinizer's report would be published on the website of the Company i.e. www.mazdalimited.com and will be communicated to the Stock Exchange where the company's shares are listed i.e. BSE Ltd. at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and on the website of CDSL i.e. www.evotingindia.com.
11. Members are requested to intimate about change in their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to the company's Registrar and Share Transfer Agent, Link Intime India Private Limited, address: 506-508, Amarnath Business Centre -1, Beside Gala Business Centre, Off. C.G. Road, Navarangpura, Ahmedabad – 380 009, Email: ahmedabad@linkintime.co.in in case the shares are held in physical form and to the Depository Participant (DP) in case the shares are held in electronic form.
12. A member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members are required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by e-mail to rutul.shukla@rshuklaassocs.com with a copy marked to helpdesk.evoting@cdslindia.com.

CDSL Remote e-voting Procedure

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.



- (i) The voting period begins on from 9.00 a.m. (IST) on Friday, 29th November, 2024 and ends at 5.00 p.m. (IST) on Saturday, 28th December, 2024. During this period shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 22nd November, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 :Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for **e-Voting for Individual shareholders holding securities** in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company

	<p>name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant MAZDA LIMITED on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; rutul.shukla@rshuklaassocs.com (Scrutinizer) and nishith@mazdalimited.com (company secretary) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES RELATED THERETO

Item No. 1 and 2:

In order to improve the liquidity of company's Share and to make it more affordable for small investors and also to broad base of small investors, the Board of directors of the company in there meeting held on Wednesday, 13th November, 2024 has recommended to sub-divide (split) company's 1 (One) equity share of face value of Rs. 10/- (Rupees Ten Only) each into 5 (Five) equity share of face value of Rs. 2/- (Rupees Two Only) each subject to the approval of members.

The Record date for the aforesaid sub-division shall be fixed by the Board of directors (which expression shall also include a Committee thereof).

Upon approval of shareholder for the sub-division of equity shares, in case the equity shares are held in physical form, the old share certificates of face value of Rs. 10/- each will stand cancelled on the record date and the new share certificate(s) of nominal value of Rs. 2/- each, fully paid up, shall be dispatched to the shareholders, in case the equity shares are in dematerialised form, the sub-divided equity shares will be directly credited to the shareholder's demat account on record date, in lieu of their existing equity shares.

Please find below the pre and post breakup of the equity capital:

Particulars	Pre-Split/Sub-Division			Post-Split/Sub-Division		
	No. of Equity Shares	Face Value (in Rs.)	Total Equity Share Capital (in Rs.)	No. of Equity Shares	Face Value (In Rs.)	Total Equity Share Capital (in Rs.)
Authorised Share Capital	50,00,000	10	5,00,00,000	2,50,00,000	2	5,00,00,000
Issued, Subscribed and paid - up Share-Capital	40,05,000	10	4,00,50,000	2,00,25,000	2	4,00,50,000

The aforesaid Sub-division of equity shares of face value of Rs.10/- each requires amendment to the existing Clause V ‘Capital Clause’ of the Memorandum of Association of the company.

None of the Directors/ Key Managerial Personnel of the company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 1 and 2 of this Notice except to the extent of their respective shareholding entitlements in the company, if any.

The Board of directors recommends the resolutions as set out in Item No. 1 and 2 of this notice to be passed as an Ordinary Resolution.

Registered Office:

C-1/39/13/16 GIDC, Naroda
 Ahmedabad – 382 330

By Order of the Board,

Date: 13/11/2024
Place: Ahmedabad

Sd/-
Nishith Kayasth
Company Secretary