

Certified for PED Modules H & H1
by HSB IE Limited (NoBo # 2833)

IBR Certified
ASME "U" / "S"
NATIONAL BOARD "NB"
MEMBERS OF : HTRI-USA



ACCREDITED
Management Systems
Certification Body
MSCB-119

ISO 9001:2015 Certified

0008

ISO 14001:2015 & ISO 45001:2018 Certified



29 May 2023

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:- Submission of Annual Secretarial Compliance Report for the year ended 31st March, 2023

Dear Sir,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08 February, 2019, we hereby submit the Annual Secretarial Compliance Report dated 25th May, 2023 given by Rutul Shukla & Associates, Practicing Company Secretaries for the financial year 2022-2023.

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

Office No. 908, Colonnade 2, Behind Rajpath Club, Opp. Infostretch, Near One World Capital, Bodakdev, Ahmedabad - 380054, Gujarat, India Tel. No. : (079) 4009 0770, E-mail: info@rshuklaassocs.com

Secretarial compliance report of Mazda Limited (CIN: L29120GJ1990PLC014293) for the year ended 31st March, 2023.

I Rutul J. Shukla have examined:

- (a) All the documents and records made available to us and explanation provided by Mazda Limited (“**the listed entity**”),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2023 (“**Review Period**”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; Not Applicable
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; Not Applicable
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not Applicable
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; Not Applicable
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-



Office No. 908, Colonnade 2, Behind Rajpath Club, Opp. Infostretch, Near One World Capital, Bodakdev, Ahmedabad - 380054, Gujarat, India Tel. No. : (079) 4009 0770, E-mail: info@rshuklaassocs.com

| Sr. No. | Compliance Requirement (Regulations/circulars/guidelines including specific clause) | Regulation/Circular No. | Deviations | Action taken by | Type of Action | Details of Violation | Fine Amount | Observations/Remarks of the Practicing Company Secretary | Management Response | Remarks |
|----------------|---|-------------------------|------------|-----------------|----------------|----------------------|-------------|--|---------------------|---------|
| Not Applicable | | | | | | | | | | |

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Compliance Requirement (Regulations/circulars/guidelines including specific clause) | Regulation/Circular No. | Deviations | Action taken by | Type of Action | Details of Violation | Fine Amount | Observations/Remarks of the Practicing Company Secretary | Management Response | Remarks |
|----------------|---|-------------------------|------------|-----------------|----------------|----------------------|-------------|--|---------------------|---------|
| Not Applicable | | | | | | | | | | |

(c) The terms of appointment of Statutory Auditors of the listed entity are in compliance with the provisions of Para 6 (A) and Para 6 (B) of SEBI Circular CIR/CFD /CMD1/114/20L9 dated 18th October 2019. The listed entity does not have any material subsidiaries.

(d) In terms of NSE Circular numbers NSE/CML/2023/21 dated 16th March 2023 and NSE/CML/2023/30 dated 10th April 2023 and BSE circular numbers 20230316-14 dated 15th March 2023 and 20230410-41 dated 10th April 2023, the compliance status of the listed is stated as below:

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations/Remarks by PCS* |
|---------|--|-------------------------------|------------------------------|
| 1. | Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) | Yes | - |
| 2. | Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. All the policies are in conformity with SEBI Regulations and has been reviewed & timely | Yes | - |



| | | | |
|-----|---|-----|---|
| | updated as per the regulations/circulars/guidelines issued by SEBI. | | |
| 3. | Maintenance and disclosures on Website: <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website | Yes | - |
| 4. | Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 | Yes | - |
| 5. | To examine details related to Subsidiaries of listed entities: <ol style="list-style-type: none"> a) Identification of material subsidiary companies b) Requirements with respect to disclosure of material as well as other subsidiaries | NA | - |
| 6. | Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015 | Yes | - |
| 7. | Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations | Yes | - |
| 8. | Related Party Transactions: <ol style="list-style-type: none"> a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee | Yes | - |
| 9. | Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder | Yes | - |
| 10. | Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015 | Yes | - |
| 11. | Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder | NA | - |



RUTUL J. SHUKLA

B. Com., LL.B., PGDBM (Finance), FCS

RUTUL SHUKLA & ASSOCIATES

COMPANY SECRETARIES

Office No. 908, Colonnade 2, Behind Rajpath Club, Opp. Infostretch, Near One World Capital, Bodakdev, Ahmedabad - 380054, Gujarat, India Tel. No. : (079) 4009 0770, E-mail: info@rshuklaassocs.com

| | | | |
|-----|---|----|---|
| 12. | Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc. | NA | - |
|-----|---|----|---|

Place: Ahmedabad

Date: 25th May, 2023



Rutul J. Shukla

ACS/FCS No.:6776

COP No.:7470

UDIN: F006776E000377234