

MIRZA INTERNATIONAL LIMITED

CIN-L19129UP1979PLC004821



August 08, 2020

To

National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex
Bandra (East),
MUMBAI- 400 051

BSE Ltd.

Floor 25, P.J. Towers,
Dalal Street,
MUMBAI- 400 001

Subject : Minutes of Postal Ballot/E- Voting Proceedings

Dear Sir(s),


Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find attached herewith a copy of minutes of the proceedings held on August 08, 2020, in relation to the declaration of the results of Postal Ballot/ E- Voting conducted for seeking approval of Members as stated in Postal Ballot Notice dated June 30, 2020.

Kindly take it on your records.

Thanking You

Yours faithfully

For MIRZA INTERNATIONAL LIMITED


Tasneef Ahmad Mirza
Director
DIN: 00049066



MINUTES OF THE PROCEEDINGS HELD ON SATURDAY, AUGUST 08, 2020 AT THE REGISTERED OFFICE OF THE COMPANY AT 14/6, CIVIL LINES, KANPUR-208001 RELATING TO DECLARATION OF THE RESULTS OF POSTAL BALLOT/ E-VOTING CONDUCTED BY THE MIRZA INTERNATIONAL LIMITED PURSUANT TO SECTION 110 & SECTION 108 OF THE COMPANIES ACT, 2013 ON THE RESOLUTION AS SET OUT IN THE NOTICE DATED JUNE 30, 2020.

The Board of Directors of the Company by circulation on June 30, 2020 has, subject to approval of Members and such other approvals, as may be necessary, approved the following Resolution:

1. TO CONSIDER AND ANALYZE THE REQUEST RECEIVED FROM MRS. HUMA MIRZA FOR RE-CLASSIFICATION FROM PROMOTER AND PROMOTER GROUP CATEGORY TO PUBLIC CATEGORY.

The Board of Directors in its meeting also appointed CS K.N. Shridhar, Practicing Company Secretary (Membership No.: F3882) as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner for seeking the approval of members. As required under the Companies Act, 2013 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as per MCA circulars dated April 8, 2020 and April 13, 2020 and June 15, 2020 the Company had offered remote e-voting facility to enable shareholders to cast their votes electronically instead of voting through Postal Ballot.

The dispatch of Postal Ballot Notice, pursuant to Section 110 of the Companies Act, 2013 read with the provisions of Companies (Management and Administration) Rules, 2014 as amended from time to time, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 on "General Meeting" and General Circular No.14/2020 dated April 8, 2020 read with General Circular No.17/2020 dated April 13, 2020 and Circular No. 22/2020 dated June 15, 2020 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") for passing the Resolution as set out in the said Postal Ballot Notice of Members of the Company whose name appeared in the Register of Members as on June 30, 2020 was completed on July 09, 2020 through e-mail to members whose e-mail ids were available with the Company/ the Depositories.

Newspaper advertisement containing the requisite particulars as required under Rule 22 of the Companies (Management and Administration) Rules, 2014 was published in "Business Standard" English and Hindi Edition on Thursday, July 09, 2020.

The members were requested to read the instructions in the Notes under the section 'Voting through electronic means' in this Notice so that they can cast their e-votes, on or before 5:00 P.M. on Friday, August 07, 2020.

After due scrutiny of all the e-voting exercised at the designated website of KFin Technologies Private Limited viz. www.evoting.karvy.com, received up to the 05:00 P.M on August 07, 2020 (being the last fixed for e-voting by Members), CS K.N. Shridhar, Scrutinizer submitted his Report on August 07, 2020 containing the following details:



Company Name	MIRZA INTERNATIONAL LIMITED
Date of the AGM/EGM	
Total number of shareholders on record date	46586
No. of shareholders present in the meeting either in Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	ORDINARY - RECLASSIFICATION OF MRS. HUMA MIRZA FROM PROMOTER TO PUBLIC CATEGORY							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	84764241	0	0.0000	00	0	0.0000	0.0000
	Poll	84764241	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	84764241	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	219288	0	0.0000	00	0	0.0000	0.0000
	Poll	219288	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	219288	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	35322471	507604	1.4371	425629	81975	83.8506	16.1493
	Poll	35322471	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	35322471	0	0.0000	00	0	0.0000	0.0000
Total		120306000	507604	0.4219	425629	81975	83.8506	16.1494

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Declaration of Results:

Mr. Tasneef Ahmad Mirza, Whole Time Director of the Company, after receiving the Scrutinizer's report as referred above, announced that the following Ordinary Resolution as set out in the Postal Ballot Notice dated June 30, 2020, would be deemed to have passed with requisite majority on August 07, 2020, being the last date of e-voting, from the Members of the Company and directed that the resolution be recorded in the Minutes Book recording the proceedings of General Meeting of the Company.

The Ordinary Resolution duly approved by the Members was under:

ITEM NO. 1

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 31A and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments made thereto) (hereinafter referred to as “Listing Regulations”) and other applicable laws, and subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities, as may be necessary, the consent of the shareholders of the Company be and is hereby accorded for re-classification of Mrs. Huma Mirza, currently classified as one of the Promoter Shareholders of the Company holding 33,59,800 equity shares aggregating to 2.79% of paid up capital of the Company from ‘promoter’ category to ‘public’ category.

RESOLVED FURTHER THAT Managing Director or Whole Time Director(s) or the Company Secretary of the Company, be and are hereby severally or jointly authorized to submit application for reclassification to the Stock Exchanges wherein securities of the Company are listed or any other regulatory body as may be required and to take such steps expedient or desirable to give effect to this resolution.

RESOLVED FURTHER THAT upon receipt of approval from the Stock Exchanges on application made by the Company for reclassification of Mrs. Huma Mirza, the Company shall effect such reclassification in the shareholding pattern from the immediate succeeding quarter under Regulation 31 of Listing Regulations and in compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

RESOLVED FURTHER THAT increase in the level of public shareholding pursuant to above mentioned re-classification shall not be counted towards achieving compliance with minimum public shareholding requirement under Rule 19A of the Securities Contracts (Regulation) Rules, 1957, and the provisions of the SEBI LODR.

RESOLVED FURTHER THAT a copy of the above resolution certified by any one of the Directors or Company Secretary be submitted to the concerned authorities and they be requested to act upon the same.”

