

MIRZA INTERNATIONAL LIMITED

CIN-L19129UP1979PLC004821



Date: November 23, 2019

To,
BSE Limited
P.J. Towers, Dalal Street, Fort
Mumbai-400 001

To,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai-400 051

Subject: Postal Ballot Notice- Disclosure under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)

Dear Sir(s),

Further to our letter dated November 12, 2019, we wish to inform you that pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable laws and regulations, please find enclosed Postal Ballot notice dated November 12, 2019 along with Explanatory Statement and Postal Ballot forms which is being sent to the members of Mirza International Limited whose names appears in the Registers of Members as on November 15, 2019, being the cut-off date, seeking their approval for business as set out in the said Notice.

The Special Business proposed to be transacted through Postal Ballot are as under:

1. Addition of Ancillary Object Clause 43 in Memorandum of Association of the Company
2. Approval for giving guarantee or providing security in connection with loan availed by any of Company's subsidiary or any other person specified under section 185 of the Companies Act, 2013.

The voting through Postal Ballot and remote e-voting shall commence from Monday, November 25, 2019 (09:00 A.M.) to Tuesday, December 24, 2019 (05:00 P.M.).

The result of postal ballot (including remote e-voting) shall be declared on or before 5.00 P.M. on Thursday, 26th December, 2019 and the same will be placed on the website of the Company i.e. www.mirza.co.in and on website of remote e-voting agency i.e. www.evoting.karvy.com

Please take the above information on record.

Thanking you,

For MIRZA INTERNATIONAL LIMITED



(ANKIT MISHRA)
Company Secretary
& Compliance Officer
Encl.: As Above

MIRZA INTERNATIONAL LIMITED

Registered Office: 14/6 Civil Lines, Kanpur-208 001

CIN: L19129UP1979PLC004821, Tel.:91-512-2530775 Fax:91-512-2530166

Website: www.mirza.co.in E-mail: ankit.mishra@redtapeindia.com

Postal Ballot Notice

[Pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable laws and regulations, that the resolutions appended are proposed to be passed by way of remote e-voting/Postal Ballot.

Pursuant to Section 102 of the Act, the explanatory statement pertaining to the aforesaid items setting out the material facts and reasons thereto is annexed with the Postal Ballot Notice for your consideration. The Notice is being sent to all the Members, whose names appear in the Register of Members as on 15th November, 2019.

The Board of Directors has appointed CS K.N. Shridhar, a qualified Independent Company Secretary, Kanpur (Membership No - F-3882) as the Scrutinizer for conducting the postal ballot / remote e-voting process in a fair and transparent manner.

As required pursuant to Section 108 and other applicable provisions of the Act and the Rules, the Company is pleased to provide the remote e-voting facility to all its Members to enable them to cast their vote electronically and for which purpose, Karvy FinTech Private Limited (Karvy) has been appointed to avail the platform. The Members may, therefore, cast their vote either by sending the enclosed Postal Ballot form by post or by remote e-voting.

Members desiring to exercise their vote by postal ballot are requested to carefully read the Instructions printed in the Postal Ballot Form and return the same duly completed. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.00 PM. on Tuesday, 24th December, 2019.

Members desiring to opt for remote e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means' in this Notice. The Scrutinizer will submit his report to the Chairman or any other Director as authorised by the Board after the completion of the scrutiny of the postal ballots (including remote e-voting). The result of postal ballot (including remote e-voting) shall be declared on or before 5.00 P.M. on Thursday, 26th December, 2019 and the same will be placed on the website of the Company i.e. www.mirza.co.in and on website of remote e-voting agency i.e. www.evoting.karvy.com and will also be communicated to the Stock Exchanges.



RESOLUTIONS:

ITEM NO. 1

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to Section 13 (9) and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 as amended from time to time and in force, Object Clause "B" relating to Ancillary Objects of the Memorandum of Association of the Company be and is hereby amended by adding a following new Clause 43 after existing Clause 42:

43- To give any guarantee or provide any security in connection with any loan taken by any person or body corporate including its subsidiary, joint venture and associate companies or undertake in any way the repayment of money lent or advanced to any of them in accordance with Section 185 of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Tasneef Ahmad Mirza, and/or Mr. Shahid Ahmad Mirza, Whole Time Directors and/or Mr. Ankit Mishra, Company Secretary be and are hereby authorized to take such steps as may be necessary for obtaining approvals, Statutory or otherwise in relation to the above resolution and to do all such acts, deeds, matters and things that may be required or incidental on behalf of the Company to give effect to this resolution.

ITEM NO. 2

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 185 and any other applicable provisions, if any, of the Companies Act, 2013(the Act) read with the Companies (Meetings of Board and Its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), consent of the members be and is hereby accorded to the Company for giving guarantee or to provide any security in respect of loan given by any bank or Financial Institution to any of its subsidiary company or to any person in whom any of the director of the Company is interested as defined under Section 185 of the Act provided that the aggregate amount of guarantee given and security provided pursuant to this resolution does not exceed a sum of Rs. 50,00,00,000 (Rupees Fifty Crore Only) at any point of time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion and to settle any question, difficulty or doubt that may arise in this regard,"

Registered Office:

14/6,

Civil Lines

Kanpur- 208001

By Order of the Board

MIRZA INTERNATIONAL LIMITED



(Ankit Mishra)

Company Secretary &
Compliance Officer

Place: New Delhi

Date: 12th November, 2019

NOTES FOR MEMBERS' ATTENTION

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules framed thereunder, stating all material facts and the reasons for the proposals set out above is annexed herewith.
2. The Board has appointed CS K.N. Shridhar, of K.N. Shridhar & Associates, Company Secretaries as the Scrutinizer for conducting the postal ballot / remote e-voting process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 15 November, 2019. Accordingly, those Members /Beneficial Owners will be considered for the purpose of voting and those who are not the members on the said date shall treat this Notice for Information purpose only.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. In compliance with sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related rules, the Company is pleased to provide remote e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of KARVY for the purpose of providing remote e-voting facility to all its Members. Please note that remote e-voting is an alternate mode to cast votes and is optional.
6. Members can opt for only one mode of voting, i.e., either by physical ballot or remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid. The instructions for electronic voting are annexed to this Notice.
7. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to the Company at ankit.mishra@redtapeindia.com and the Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
8. A Member cannot exercise his/her vote by proxy on postal ballot.
9. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than 5.00 P.M. on Tuesday, 24th December, 2019. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the



address given on the self-addressed Business Reply Envelope. If any postal ballot is received after 5.00 PM. on Tuesday, 24th December, 2019, it will be considered that no reply from the Member has been received.

10. In case of joint-holding, the Postal Ballot Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.

11. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.

12. The Scrutinizer will submit his report to the Chairman or any Director of the Company as authorized by the Board after the completion of scrutiny of the postal ballots (including remote e-voting). The result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before 5.00 P.M. on Thursday, 26th December, 2019 at the Registered Office of the Company and the same will be placed on the website of the Company i.e. www.mirza.co.in, website of remote e-voting agency i.e. www.evoting.karvy.com and will be communicated to the Stock Exchanges on the said date.

13. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

All the material documents referred to in the resolution will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till Tuesday, 24th December, 2019.

14. VOTING THROUGH ELECTRONIC MEANS

The instructions for remote e-voting are as under:

A. In case a Member receives an e-mail from Karvy [for members whose email ID are registered with the Bank/ Depository Participant(s)]:

i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.

ii. Enter the login credentials (i.e. USER ID and password). In case of physical folio, USER ID will be EVEN number followed by folio number. In case of Demat account , USER ID will be your DP ID and Client ID. However, if you are already registered with Karvy for remote e-voting, you can use your existing User ID and password for casting your vote.

iii. After entering the details appropriately, click on LOGIN.



- iv. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case [A-Z], one lower case [a-z], one numeric value (0-9) and a special character (@,#,\$ etc.). The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVENT i.e MIRZA INTERNATIONAL LIMITED.
- vii. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click "FOR"/"AGAINST" as the case may be. You are not required to cast all your votes in the same manner. You may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN" in case you wish to abstain from voting. If you do not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head
- viii. Shareholders holding multiple Folios/ Demat account shall choose the voting process separately for each Folios/ Demat Account.
- ix. Cast your vote by selecting an appropriate option and click on **SUBMIT**. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to Modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution(s).
- x. Corporate/ Institutional shareholders [i.e. other than individuals, HUF, NRI, etc] are required to send scanned copy [PDF/JPG Format] of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory [ies] who are authorized to vote, to the Scrutinizer through e-mail at kn.shridhar@gmail.com with a copy marked to evoting@karvy.com.
- xi. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
- B. In case of Members receiving physical copy of Notice [for members whose email IDS are not registered with the Bank/ Depository Participant(s)]
- i. Remote e-voting Event Number (even), USER ID and Password is provided in Remote e-voting Form.
- ii. Please follow all steps from SL. No. (i) to (xi) above to cast your vote by electronic means

Other Instructions:

- i. The remote e-voting portal will be open for voting from Monday, November 25, 2019 (09:00 A.M.) to Tuesday, December 24, 2019 (05:00 P.M.). During the period, Members of the Company, holding shares



either in physical form or in dematerialised form, as on cut-off date (record date), Friday, November 15, 2019, may cast their vote electronically. The remote e-voting module shall be disabled by KARVY for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

- ii. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on record date.
- iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and remote e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Mrs. C Shobha Anand of Karvy Fintech Pvt. Ltd. At 040-67162222 or at 18003454001(toll free)
- iv. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- v. The results of remote e-voting will be placed by the company on its website :www.mirza.co.in and also communicated to the stock exchanges, where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT 2013

ITEM NO. 1

Addition of Ancilliary Object Clause 43 in Memorandum of Association of the Company.

Your Company may have to give from time to time Corporate Guarantee or provide Securities to any bank or Financial Institutions in respect of Loans availed or being availed by any of the subsidiary of the Company or by any person in whom any of the director of the Company is interested as defined under section 185 of the Companies Act, 2013.

At present there is no provision in the existing object clause of the Memorandum of Association of the Company for giving Corporate Guarantee or provide security to any Bank or Financial Institution in respect of loan availed or to be availed by any subsidiary of the Company or persons as aforesaid. In order to enable the Company to provide for Corporate Guarantee or Securities, a new Object Clause 43 is sought to be added after existing Clause 42 of the Object Clause "B" relating to Ancillary Objects of the Memorandum of Association of the Company.

Accordingly, pursuant to Section 13 of the Companies Act, 2013, members of the Company are further requested to note that their consent to the proposed resolution as recommended by the Audit Committee and approved by the Board of Directors is being sought by way of a Special Resolution to alter the object clause of the Memorandum of Association of the Company.

Copies of Memorandum of Association of the Company before and after proposed amendment are available at the Registered Office of the Company for inspection by the members.

None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested financially or otherwise in the said resolution.

The Board recommends the special resolution as set forth in item No. 1 of the Notice for the approval of the Members.



ITEM NO. 2

Approval for giving guarantee or providing security in connection with loan availed by any of Company's subsidiary or any other person specified under section 185 of the Companies Act, 2013.

As per the provisions of Section 185 of the Companies Act, 2013 as amended, approval of the shareholders by way of special resolution is required by the Company for giving guarantee or providing securities to any bank or financial institution in respect of loan availed by any of the subsidiary of the Company or by any other person in whom any of the director of the Company is interested as defined under the said section.

The Company may have to give Guarantee or provide security to any bank or financial institution in respect of loans availed by any of the Company's subsidiary or persons as aforesaid.

In view of the abovementioned provisions of Section 185 of the Companies Act, 2013 the Board recommends the special resolution as set out in Item No. 2 of the notice for your approval subject to an overall ceiling of Rs. 50 Crore (Rupees Fifty Crore Only) at any point of time.

Any Director of the Company and his relative may be deemed to be concerned or interested in this resolution to the extent the or Guarantee or security is provided in respect of loan availed by any of the Company's Subsidiary or other bodies corporate in which he is interested. None of the Key Managerial Personnel or his relative are in any way concerned or interested in this resolution.

Registered Office:

14/6,

Civil Lines

Kanpur- 208001

Place: New Delhi

Date: 12th November, 2019

By Order of the Board

MIRZA INTERNATIONAL LIMITED




(Ankit Mishra)

Company Secretary &
Compliance Officer



MIRZA INTERNATIONAL LIMITED

Registered Office: 14/6 Civil Lines, Kanpur-208 001
CIN: L19129UP1979PLC004821, Tel.: 91-512-2530775 Fax: 91-512-2530166
Website: www.mirza.co.in E-mail: ankit.mishra@redtapeindia.com

Serial No. :

POSTAL BALLOT FORM

Sr. No	Particulars	
1.	Name & Registered Address of the Sole/First named Shareholder	
2.	Name(s) the Joint Holder(s), if any	
3.	Registered folio No. / DP ID No. / Client ID No.>(*Applicable to Investors holding shares in dematerialized form)	
4.	Number of shares held	

I/ We hereby exercise my / our vote in respect of Special Resolutions to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company by sending my / our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below:

Item No	Resolutions Summary	No. of Shares held by me	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Special Resolution - Addition of object clause 43 of Memorandum of Association of the Company			
2.	Special Resolution - Approval for giving guarantee or providing security in connection with loan availed by any of Company's subsidiary or any other person specified under section 185 of the Companies Act, 2013			

Date :

Place :

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link <https://www.evoting.karvy.com>. The electronic voting particulars are as follows:

EVEN (ELECTRONIC VOTING EVENT NUMBER)	USER ID	PASSWORD/PIN

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-Voting
Monday, November 25, 2019 at 9.00 A.M.	Tuesday, December 24, 2019 at 5.00 P.M.

Note: Please read the instructions printed overleaf carefully before exercising your vote



INSTRUCTIONS

1. A Shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer Mr. K. N. Shridhar, Practicing Company Secretary from K. N. Shridhar & Associates, in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.
2. The self-addressed business reply envelope bears the address of the Scrutinizer.
3. This form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 P.M. on Tuesday, 24th December, 2019. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
5. There will be only one Postal ballot Form for every folio irrespective of the number of joint Shareholder(s).
6. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authority letter.
7. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e., Tuesday, 24th December, 2019.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on Friday, 15th November, 2019.
9. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self- addressed business reply envelope, as all such envelopes will be sent to the Sctutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. A Shareholder need not use all the votes nor needs to cast all the votes in the same way.
11. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
12. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
13. The Company is pleased to offer remote e-voting facility, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The detailed procedure for voting is enumerated in the Notes to the Postal Ballot Notice.

