

MIRZA INTERNATIONAL LIMITED

CIN-L19129UP1979PLC004821



December 26, 2019

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

Sub: Submission of Postal Ballot Results as per the requirements of Regulation 44 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sirs,

In continuation to our letter dated November 23, 2019, whereby we had submitted the Postal Ballot Notice dated November 12, 2019 and related documents of Mirza International Limited (The Company) for seeking the consent of the members on resolution mentioned in the said Notice.


CS K. N. Shridhar, proprietor of M/s. K.N. Shridhar & Associates, Company Secretary in Whole Time Practice was appointed as scrutinizer by the Company to conduct the Postal Ballot in a fair and transparent manner, has submitted his report today i.e December 26, 2019.

We hereby enclosing the voting results of Postal Ballot of the Company as per the Regulation 44(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 along with scrutinizer report. The resolution set out in the Postal Ballot Notice was approved by the requisite majority.

You are requested to please take the aforesaid results on your records.

Thanking You

Yours Faithfully
For **MIRZA INTERNATIONAL LIMITED**


(Ankit Mishra)
Company Secretary
& Compliance Officer
Encl.: As Above

MIRZA INTERNATIONAL LIMITED

VOTING RESULT OF POSTAL BALLOT AS PER REGULATION 44(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Pursuant to the provisions of Section 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) the consent of the members of the Company was sought on below mentioned resolution as set out in Postal Ballot Notice dated November 12, 2019 through remote e-voting/physical ballot. CS K.N. Shridhar, Proprietor of M/s. K.N.Shridhar & Associates, Company Secretary in Whole Time Practice, (holding Membership No. F3882), who was appointed as scrutinizer for conducting postal ballot process, submitted his report dated December 26, 2019.

Date of Declaration Result	Thursday, December 26, 2019 [Remote e-voting period: Monday, November 25, 2019 at 09:00 A.M IST to December 24, 2019 05:00 P.M IST]
Total number of shareholders on record date	43332
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	NA
Public	
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	NA
Public	

For Mirza International Ltd.

(Amit Mishra)
Company Secretary

Addition of Ancillary Object Clause 43 in Memorandum of Association of the Company.									
Agenda	Special Resolution								
Resolution required (Ordinary/ Special)	No								
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 votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	84443670	39191609	'46.4115	39191609	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	84443670	39191609	'46.4115	39191609	0	100	0	
Public- Institutions	E-Voting	181622	0	0	0	0	0	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	181622	0	0	0	0	0	0	
Public- Institutions Non	E-Voting	35680708	1345354	'3.7705	1336787	7867	'99.3632	'0.5847	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		371372	'1.0408	369592	1780	'99.5206	'0.4793	
	Total	35680708	1716726	'4.8113	1706379	9647	'99.3973	'1.0640	
	Total	120306000	40908335	'34.0036	40897988	9647	'99.9747	'0.0236	

For Mirza International Ltd.

(Ankit Mishra,
Company Secretary

Agenda	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.									
Resolution required (Ordinary/ Special)	Special Resolution									
Whether promoter/promoter group are interested in the agenda/resolution?	Yes									
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 votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	84443670	39191609	'46.4115	39191609	0	100	0		
	Poll		0	0	0	0	0	0		
	Postal Ballot (if applicable)		0	0	0	0	0	0		
	Total	84443670	39191609	'46.4115	39191609	0	100	0		
Public- Institutions	E-Voting	181622	0	0	0	0	0	0		
	Poll		0	0	0	0	0	0		
	Postal Ballot (if applicable)		0	0	0	0	0	0		
	Total	181622	0	0	0	0	0	0		
Public- Institutions Non	E-Voting	35680708	1354804	'3.7970	1336685	17419	'98.6626	'1.2857		
	Poll		0	0	0	0	0	0		
	Postal Ballot (if applicable)		365902	'1.0255	361923	3979	'98.9125	'1.0874		
	Total	35680708	1720706	'34.0069	1698608	21398	'98.7158	'1.2436		
	Total	120306000	40912315		40890217	21398	'99.9460	'0.0523		

For Mirza International Ltd.



(Ankit Mishra)
Company Secretary

K N SHRIDHAR & ASSOCIATES
COMPANY SECRETARIES

205, Chandralok Complex,
26/72-D, Birhana Road, Kanpur
(O) 0512-2300628, 9935648484
Email : kn.shridhar@yahoo.co.in

Consolidated Scrutinizer's Report

[Pursuant to the Section 108 and 110 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Rule 21 of the Companies (Management and Administration) Rules, 2014]

26th December 2019

To,
The Chairman
Mirza International Limited
14/6 Civil Lines, Kanpur, Uttar Pradesh 208001

Dear Sir,

I, K.N. SHRIDHAR, FCS, a Company Secretary in Practice, have been appointed as a Scrutinizer for the purpose of scrutinizing postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in the notice dated November 12, 2019 through Postal Ballot (Postal Ballot Notice).

1. The Company had provided Remote E-voting facility as per the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (the Rules) for its members to exercise their right to vote in respect of the resolutions contained in the Postal Ballot Notice.

The Company had availed the E-voting facility offered by KFintech e-Voting system for conducting remote e-voting by the shareholders of the Company.

The E-voting module was kept open from (09:00 A.M.) on 25th day of November, 2019, till (05:00 P.M.) on 24th day of December, 2019 and the KFintech e-voting platform was blocked thereafter.



2. The ballot papers were received from KFin Technologies Pvt Ltd, Hyderabad.

The postal ballots received by post by KFin Technologies Pvt Ltd, till the time fixed for closing of the postal ballot i.e. 5:00 P.M. on the 24th day of December, 2019, were considered for my scrutiny.

3. With respect to resolution 1 there were 16 persons who had sent postal ballots but had not voted in favor of or against any resolutions. There were 3 persons also whose signature did not tally as per the records of KFin Technologies Pvt Ltd.

With respect to resolution 2 there were 12 persons who had sent postal ballots but had not voted in favor of or against any resolutions. There were 3 persons also whose signature did not tally as per the records of KFin Technologies Pvt Ltd.

4. The votes cast under remote e-voting facility were thereafter unblocked in the presence of 2 witnesses who were not in the employment of the Company. The data downloaded from KFin Technologies Pvt Ltd e-voting system were scrutinized and reviewed.

The Combined results of E-voting and Postal ballot process are summarized as under:

Resolution No. 1: Special Resolution:

Addition of object clause 43 to the Memorandum of Association of the Company.

Voted in 'Favour' of Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies voted by postal ballot	Number of vote cast in 'Favour' of resolution by postal ballot	Total Number of vote cast through e-voting and postal ballot	% of total number of valid votes cast
40	4,05,28,396	51	3,69,592	4,08,97,988	99.98%



Voted 'Against' the Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Against' resolution by e-voting	Number of Member/Proxies voted by postal ballot	Number of vote cast in 'Favour' of resolution by postal ballot	Total Number of vote cast through e-voting and postal ballot	% of total number of valid votes cast
12	7,867	8	1,780	9,647	0.02%

'Invalid/Abstained' Votes

Number of Members voted through electronic voting system	Number of votes cast invalid by e-voting	Number of Member/Proxies voted by postal ballot	Number of vote cast invalid by postal ballot	Total Number of votes cast through e-voting and postal ballot
01	9,450	19	4,435	13,885

Result:

There being 4,08,97,988 votes cast in favor of the resolution and 9,647 votes cast against the resolution as set out in Notice as item No. 1, the resolution was passed as a **special resolution**.

Resolution No. 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.



Voted in 'Favour' of Resolution

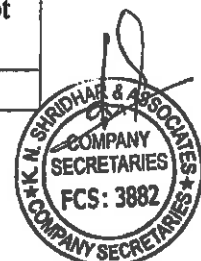
Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies voted by postal ballot	Number of vote cast in 'Favour' of resolution by postal ballot	Total Number of vote cast through e-voting and postal ballot	% of total number of valid votes cast
38	4,05,28,294	52	3,61,923	4,08,90,217	99.95%

Voted 'Against' the Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Against' resolution by e-voting	Number of Member/Proxies voted by postal ballot	Number of vote cast in 'Against' resolution by postal ballot	Total Number of vote cast through e-voting and postal ballot	% of total number of valid votes cast
15	17,419	11	3,979	21,398	0.05%

'Invalid/Abstained' Votes

Number of Members voted through electronic voting system	Number of votes cast invalid by e-voting	Number of Member/Proxies voted by postal ballot	Number of vote cast invalid by postal ballot	Total Number of votes cast through e-voting and postal ballot
00	00	15	9,905	9,905



K.N. SHRIDHAR & ASSOCIATES
COMPANY SECRETARIES

205, Chandralok Complex,
26/72-D, Birhana Road, Kanpur
(O) 0512-2300628, 9935648484
Email : kn.shridhar@yahoo.co.in

Result

There being 4,08,90,217 votes cast in favor of the resolution and 21,398 votes cast against the resolution as set out in Notice as item No. 2, the resolution was passed as a **special resolution**.

5. The postal ballot forms and all other relevant records were sealed and handed over to us as authorized by the Board for safe keeping.

Thanking you

Yours faithfully
For K.N. Shridhar & Associates



(K.N. Shridhar) FCS
Proprietor C.P.: 2612



Date: 26/12/2019
Place: Kanpur