

# 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**

**Subject : Minutes of Postal Ballot Proceedings**

Dear Sirs,

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 December 26, 2019, in relation to the declaration of the results of Postal Ballot conducted for seeking approval of Members as stated in Postal Ballot Notice dated November 12, 2019.

Kindly take it on your records.

Thanking You

Yours faithfully

For **MIRZA INTERNATIONAL LIMITED**

  
**(Ankit Mishra)**  
**Company Secretary**  
**& Compliance Officer**

**MINUTES OF THE PROCEEDINGS HELD ON THURSDAY, DECEMBER 26, 2019 AT THE REGISTERED OFFICE OF THE COMPANY AT 14/6, CIVIL LINES, KANPUR-208 001 RELATING TO DECLARATION OF THE RESULTS OF POSTAL BALLOT CONDUCTED BY THE MIRZA INTERNATIONAL LIMITED PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 ON THE RESOLUTION AS SET OUT IN THE NOTICE DATED NOVEMBER 12, 2019**

The Board of Directors of the Company at its meeting held on November 12, 2019 has, subject to approval of Members and such other approvals, as may be necessary, approved the following Resolutions:

1. Addition of Ancilliary 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 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, the Company had offered remote e-voting facility as an alternate to enable them to cast their votes electronically instead of voting through Postal Ballot.

The dispatch of Postal Ballot Notice, Postal Ballot Forms along with the self-addressed postage prepaid envelope, 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" 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 November 15, 2019, was completed on November 25, 2019 through e-mail to members whose e-mail ids were available with the Company/ the Depositories or through permitted physical mode.

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 Monday, November 25, 2019.

The members were requested to return the Postal Ballot Form duly completed with their assent (for) or dissent (against), in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer or cast their votes through e-voting, on or before the close of working hours i.e by 05:00 P.M on Tuesday, December 24, 2019.

After due scrutiny of all the postal ballot forms and e-voting exercised at the designated website of Kfin Technologies Private Limited viz. [www.evoting.karvy.com](http://www.evoting.karvy.com), received up to the 05:00 P.M on December 24, 2019 (being the last fixed for the receipt of the Postal Ballot Form(s) and e-voting by Members), CS K.N. Shridhar, Scrutinizer submitted his Report on December 26, 2019 containing the following details:

For MIRZA INTERNATIONAL LTD.



  
Director

ITEM NO. 1

**Addition of Ancillary Object Clause 43 in Memorandum of Association of the Company.**

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
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	84443670	39191609	'46.4115	39191609	0	100	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0	0	0		0
	<b>Total</b>		39191609	'46.4115	39191609	0	100	0
<b>Public- Institutions</b>	<b>E-Voting</b>	181622	0	0	0	0	0	0
	<b>Poll</b>		0	0	0	0	0	
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	
	<b>Total</b>		0	0	0	0	0	
<b>Public- Non Institutions</b>	<b>E-Voting</b>	35680708	1344654	'3.7686	1336787	7867	'99.4149	'0.5847
	<b>Poll</b>		0	0	0	0	0	
	<b>Postal Ballot (if applicable)</b>		371372	'1.0408	369592	1780	'99.5206	'0.4793
	<b>Total</b>		1716026	'4.8094	1706379	9647	'99.4378	'0.5619
<b>Total</b>		<b>120306000</b>	<b>40907635</b>	'34.0030	40897988	9647	<b>'99.9764</b>	<b>'0.0236</b>

For MIRZA INTERNATIONAL LTD.



*[Handwritten Signature]*  
Director

**ITEM NO. 2****Approval for giving loan or 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.**

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
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	84443670	39191609	'46.4115	39191609	0	100	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0
	<b>Total</b>		39191609	'46.4115	39191609	0	100	0
<b>Public-Institutions</b>	<b>E-Voting</b>	181622	0	0	0	0	0	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0
	<b>Total</b>		0	0	0	0	0	0
<b>Public- Non Institutions</b>	<b>E-Voting</b>	35680708	1354104	'3.7951	1336685	17419	'98.7136	'1.2864
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		365902	'1.0255	361923	3979	'98.9125	'1.0874
	<b>Total</b>		1720006	'4.8205	1698608	21398	'98.7559	'1.2441
<b>Total</b>		<b>120306000</b>	<b>40912315</b>	<b>'34.0063</b>	<b>40890217</b>	<b>21398</b>	<b>'99.9477</b>	<b>'0.0523</b>

**Declaration of Results:**

Mr. Rashid Ahmed Mirza, Chairman cum Managing Director of the Company, after receiving the Scrutinizer's report as referred above, announced that the following Special Resolution as set out in the Postal Ballot Notice dated November 12, 2019, would be deemed to have passed with requisite majority on December 24, 2019, being the last date of receipt of Postal Ballot Forms and 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 Special Resolution duly approved by the Members was under:

**ITEM NO. 1****Addition of Ancillary Object Clause 43 in Memorandum of Association of the Company.**

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

For MIRZA INTERNATIONAL LTD.



*[Signature]*  
Director

**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 of the Company 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

**Approval for giving loan or 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.**

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 modifications 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,”

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For MIRZA INTERNATIONAL LTD.



*[Handwritten Signature]*  
Director