

MIRZA INTERNATIONAL LIMITED

CIN-L19129UP1979PLC004821



September 28, 2018

To
The Manager
National Stock Exchange of India Limited
Exchange Plaza, Bandrakurla Complex
Dalal Street, Fort, Mumbai- 400001
Ref: MIRZAINT

To
The Manager
BSE Ltd. Phirozejeejeebhoy Towers
Bandra (E) Mumbai-400051
Scrip Code: 526642

Sirs,

Sub: Voting Results of 39th Annual General Meeting of the Company held on September 26, 2018

Ref: Regulation 44 (3) of SEBI (LODR) Regulations, 2015

Pursuant to the requirements of Regulation 44 (3) of the SEBI (LODR) Regulations, 2015, we are enclosing herewith the details of the result of the remote e-voting as well as Poll conducted at the Thirty-Ninth Annual General Meeting (AGM) of Mirza International Limited held on September 26, 2018, at 01:00 P.M. at the Auditorium of Directorate of Extension, Chandra Shekhar Azad (CSA) University of Agriculture and Technology, Nawabganj, Kanpur in respect of all resolutions set out in the Notice for your information and noting.

All the resolutions contained in the Notice of the above AGM were approved by the requisite majority of the Shareholders through remote e-voting and poll conducted at the AGM.

We request you to kindly take note of the same.

Thanking You
Yours Faithfully

For MIRZA INTERNATIONAL LIMITED


(Ankit Mishra)
Company Secretary
& Compliance Officer
Encl: as above



Date of the AGM/EGM	26/09/2018
Total number of shareholders on record date	41133
No. of shareholders present in the meeting either in person or through proxy	42
Promoters and Promoter Group	4
Public	38
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group	-
Public	-

Resolution No.	1							
Resolution required (Ordinary/ Special)	Ordinary - To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018 (both Standalone and Consolidated basis), together with the Reports of the Auditors and the Board of Directors thereon							
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	8,44,39,670	7,09,27,817	83.9982	7,09,27,817	0	100	0
	Poll		1,35,11,853	16.0018	1,35,11,853	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		8,44,39,670	100	8,44,39,670	0	100	0
Public- Institutions	E-Voting	46,79,871	40,47,107	86.479	40,47,107	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		46,79,871	40,47,107	86.479	40,47,107	0	100
Public- Non Institutions	E-Voting	3,11,86,459	25,20,285	8.0813	25,20,275	10	99.9996	0.0003
	Poll		17,76,596	5.6967	17,76,596	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		42,96,881	13.7780	42,96,871	10	99.9997	0.0003
Total		12,03,06,000	9,27,83,658	77.1230	9,27,83,648	10	99.9999	0.0001

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Resolution No.	2							
Resolution required (Ordinary/ Special)	Ordinary - To declare final dividend for the financial year ended March 31, 2018. The Board recommends a Final Dividend of Rs. 0.90 per Equity Share of Rs. 2/- each, fully paid up.							
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	84,439,670	7,09,27,817	83.9982	7,09,27,817	0	100	0
	Poll		1,35,11,853	16.0018	1,35,11,853	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		84,439,670	8,44,39,670	100	8,44,39,670	0	100
Public- Institutions	E-Voting	46,79,871	40,79,111	87.1629	40,79,111	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		46,79,871	40,79,111	87.1629	40,79,111	0	100
Public- Non Institutions	E-Voting	3,11,86,459	25,20,285	8.0813	25,20,275	10	99.9996	0.0003
	Poll		17,76,596	5.6967	17,76,596	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		3,11,86,459	42,96,881	13.7780	42,96,871	10	99.9997
Total		12,03,06,000	9,28,15,662	77.14965	9,28,15,652	10	99.9999	0.0001



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Resolution No.	3							
Resolution required (Ordinary/ Special)	Ordinary - To appoint a Director in place of Mr. Tasneef Ahmad Mirza (DIN: 00049066), who retires by rotation and being eligible, offers himself for re-appointment							
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 on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	84,439,670	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	46,79,871	40,79,111	87.1629	28,49,811	12,29,300	69.8635	30.1364
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		40,79,111	87.1629	28,49,811	12,29,300	69.8635	30.1364
Public- Non Institutions	E-Voting	3,11,86,459	53,578	0.1718	53,538	40	99.9253	0.0746
	Poll		3,71,770	1.1921	371,514	256	99.9311	0.0688
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		4,25,348	1.3639	4,25,052	296	99.9304	0.0696
Total		120306000	45,04,459	3.7442	32,74,863	12,29,596	72.7027	27.2973



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Resolution No.	4							
Resolution required (Ordinary/ Special)	Ordinary - Approval of Material Related Party Transactions							
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 on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	84,439,670	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	84,439,670	0	0	0	0	0	0
Public- Institutions	E-Voting	46,79,871	40,79,111	87.1629	40,79,111	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	46,79,871	40,79,111	87.1629	40,79,111	0	100	0
Public- Non Institutions	E-Voting	3,11,86,459	53,578	0.1718	8,229	45,349	15.3589	84.6410
	Poll		18,035	0.0578	18,035	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	3,11,86,459	71,613	0.2296	26,264	45,349	36.6749	63.3250
Total		120306000	41,50,724	3.4501	41,05,375	45,349	98.9074	1.0926



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Resolution No.	5							
Resolution required (Ordinary/ Special)	Ordinary - Ratification of the remuneration payable to Cost Auditor							
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	84,439,670	7,09,27,817	83.9982	7,09,27,817	0	100	0
	Poll		1,35,11,853	16.0018	1,35,11,853	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	84,439,670	8,44,39,670	100	8,44,39,670	0	100	0
Public- Institutions	E-Voting	46,79,871	40,79,111	87.1629	40,79,111	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	46,79,871	40,79,111	87.1629	40,79,111	0	100	0
Public- Non Institutions	E-Voting	3,11,86,459	25,20,275	8.0813	25,20,163	112	99.9955	0.0045
	Poll		17,76,596	5.6967	17,76,596	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	3,11,86,459	42,96,871	13.7780	42,96,759	112	99.9974	0.0026
Total		120306000	9,28,15,652	77.1496	9,28,15,540	112	99.9998	0.0002



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Resolution No.	6							
Resolution required (Ordinary/ Special)	Ordinary - To consider and determine the fees for delivery of any document through a particular mode of delivery to a member							
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	84,439,670	7,09,27,817	83.9982	7,09,27,817	0	100	0
	Poll		1,35,11,853	16.0018	1,35,11,853	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		84,439,670	8,44,39,670	100	8,44,39,670	0	100
Public- Institutions	E-Voting	46,79,871	40,79,111	87.1629	40,79,111	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		46,79,871	40,79,111	87.1629	40,79,111	0	100
Public- Non Institutions	E-Voting	3,11,86,459	25,20,285	8.0813	25,20,057	228	99.9909	0.0091
	Poll		17,76,596	5.6967	17,76,596	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		3,11,86,459	42,96,881	13.7780	42,96,653	228	99.9947
Total		120306000	9,28,15,662	77.1496	9,28,15,434	228	99.9997	0.0003



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Consolidated Scrutinizer's Report

[Pursuant to the Section 108 and 109 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 September 2018

To,
The Chairperson of 39th Annual General Meeting of the Members of Mirza International Limited (CIN: L19129UP1979PLC004821) held on Wednesday, 26th day of September, 2018 at 01:00 P.M. at the Auditorium of Directorate of Extension, Chandra Shekher Azad (CSA) University of Agriculture and Technology, Nawabganj, Kanpur – 208002

Dear Sir,

I, K.N. SHRIDHAR, FCS, a Company Secretary in Practice, have been appointed as a Scrutinizer for the purpose of Remote E-Voting and Voting by poll at the 39th Annual General Meeting of Members of Mirza International Limited held on Wednesday, 26th day of September, 2018 at 01:00 P.M. at the Auditorium of Directorate of Extension, Chandra Shekher Azad (CSA) University of Agriculture and Technology, Nawabganj, Kanpur – 208002 on the resolutions contained in the notice to the 39th Annual General Meeting, submit my consolidated report on E-voting and voting by poll at the 39th Annual General Meeting in terms of Section 108 and 109 of the Companies Act, 2013 read with 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:

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 business to be conducted at the 39th Annual General Meeting held on 26th day of September, 2018.



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

The E-voting module was kept open from (09:00 A.M.) on 23rd day of September, 2018 till (05:00 P.M.) on 25th day of September, 2018 and the Karvy e-voting platform was blocked thereafter.

2. The Chairperson of Annual General Meeting allowed poll by polling paper in respect of the Resolutions contained in the notice convening 39th Annual General Meeting for all those members who were present at the Annual General Meeting and have not casted their votes by availing the E-voting facility.
3. After the time fixed for closing of the poll by the Chairperson, Ballot box kept for the polling were locked with due identification marks.
4. The locked ballot box was subsequently opened in presence of two witnesses viz. Ms. Namrata Shukla, R/O.120/772, Lajpat Nagar, Kanpur, and Ms. Zeba Nehal, R/O. 96/16(G) Colonel ganj, Kanpur, who are not in employment of the Company. They have signed below in confirmation of e-votes being unblocked in their presence

(Namrata)

(Zeba Nehal)

5. No poll paper was found incomplete and / or otherwise found defective.
6. 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 NSDL e-voting system were scrutinized and reviewed.

The Combined results of E-voting and poll conducted at Annual General Meeting is summarized as under:



Resolution No. 1: Ordinary Resolution:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018 (both Standalone and Consolidated basis), together with the Reports of the Auditors and the Board of Directors thereon.

Voted in 'Favour' of Resolution

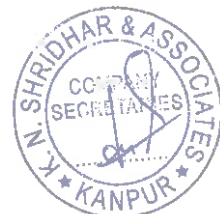
Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Favour' of resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
52	7,74,95,199	32	1,52,88,449	9,27,83,648	100%

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 poll	Number of vote cast in 'Against' resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
1	10	-	-	10	00%

'Invalid/Abstained' Votes

Number of Members voted through	Number of votes cast invalid by e-	Number of Member/Proxies voted by	Number of vote cast invalid by poll	Total Number of votes cast through e-voting and poll
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electronic voting system	voting	poll		
1	32,004	-	-	32,004

Result:

There being 10 votes cast against the resolution as set out in Notice as item No. 1. Hence, resolution was passed **as an ordinary resolution.**

However, 1 (one) shareholder whose shareholding is 32,004 has abstained his voting rights through evoting.

Resolution No. 2: Ordinary Resolution:

To declare final dividend for the financial year ended March 31, 2018. The Board recommends a Final Dividend of Rs 0.90 per Equity Share of Rs. 2/- each, fully paid up.

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 poll	Number of vote cast in 'Favour' of resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
53	7,75,27,203	32	1,52,88,449	9,28,15,652	100%

Voted 'Against' the Resolution

Number of Members voted	Number of votes cast in 'Against'	Number of Member/Proxies voted by poll	Number of vote cast in 'Against'	Total Number of vote cast	% of total number of valid votes
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through electronic voting system	resolution by e-voting		resolution by poll	through e-voting and poll	cast
1	10	-	-	10	

'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 poll	Number of vote cast invalid by poll	Total Number of votes cast through e-voting and poll
-	-	-	-	-

Result

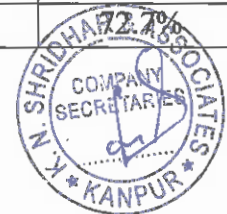
There being 10 votes cast against the resolution as set out in Notice as item No. 2. Hence, resolution was passed as an ordinary resolution.

Resolution No. 3: Ordinary Resolution:

To appoint a Director in place of Mr. Tasneef Ahmad Mirza (DIN: 00049066), who retires by rotation and being eligible, offers himself for re-appointment

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 poll	Number of vote cast in 'Favour' of resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
29	29,03,349	27	3,71,514	32,74,863	72.7%



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 poll	Number of vote cast in 'Against' resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
12	12,29,340	1	256	12,29,596	27.3%

'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 poll	Number of vote cast invalid by poll	Total Number of votes cast through e-voting and poll
14	7,33,94,524	4	1,49,16,679	8,83,11,203

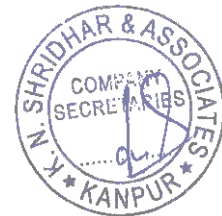
Result

There being 12,29,596 votes cast against the resolution as set out in Notice as item No. 3. Hence, resolution was passed as an **ordinary resolution**.

However, 18 shareholders whose shareholding is 8,83,11,203 has abstained his voting rights through evoting/poll.

Resolution No. 4: Ordinary Resolution:

Approval of Related Party Transactions



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 poll	Number of vote cast in 'Favour' of resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
35	40,87,340	26	18,035	41,05,375	98.9%

Voted 'Against' the Resolution

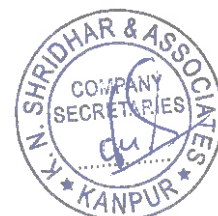
Number of Members voted through electronic voting system	Number of votes cast in 'Against' resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Against' resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
6	45,349	-	-	45,349	1.1%

'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 poll	Number of vote cast invalid by poll	Total Number of votes cast through e-voting and poll
14	7,33,94,524	6	1,52,70,414	8,86,64,938

Result

There being 45,349 votes cast against the resolution as set out in Notice as item No. 4. Hence, resolution was passed as an **ordinary resolution**.



However, (20) shareholders whose shareholding is 8,86,64,938 has abstained his voting rights through evoting/poll.

Resolution No. 5: Ordinary Resolution:

Ratification of the remuneration payable to Cost Auditor

Voted in 'Favour' of Resolution

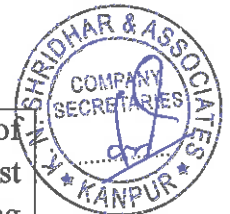
Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Favour' of resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
51	7,75,27,091	32	1,52,88,449	9,28,15,540	100%

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 poll	Number of vote cast in 'Against' resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
4	112	-	-	112	00%

'Invalid/Abstained' Votes

Number of Members voted through electronic	Number of votes cast invalid by e-voting	Number of Member/Proxies voted by poll	Number of vote cast invalid by poll	Total Number of votes cast through e-voting and poll
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voting system				
-	-	-	-	-

Result

There being 112 votes cast against the resolution as set out in Notice as item No. 5. Hence, resolution was passed as an ordinary resolution.

Resolution No. 6: Ordinary Resolution:

To consider and determine the fees for delivery of any document through a particular mode of delivery to a member

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 poll	Number of vote cast in 'Favour' of resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
51	7,75,26,985	32	1,52,88,449	9,28,15,434	99.99%

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 poll	Number of vote cast in 'Against' resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
4	228	-	-	228	.01%



'Invalid/Abstained'

Number of Members voted through electronic voting system	Number of votes cast invalid by e-voting	Number of Member/Proxies voted by poll	Number of vote cast invalid by poll	Total Number of votes cast through e-voting and poll
-	-	-	-	-

Result

There being 228 votes cast against the resolution as set out in Notice as item No. 6. Hence, resolution was passed **as an ordinary resolution.**

7. As per electronic dashboard report total ballots received are 54 for resolution no. (1 to 6). While in resolution no. (3 to 6) ballots in favor + against + invalid becomes 55 against total 54 ballots were received. Total votes cast for resolution No.3 to 6 were only 77527213.

8. The poll papers and all other relevant records were sealed and handed over to yourself 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: 26/09/2018
Place: Kanpur.