

PROCEEDINGS OF THE 35th ANNUAL GENERAL MEETING OF MIRZA INTERNATIONAL LTD. HELD ON 20TH SEPTEMBER, 2014 AT 12:00 NOON AT THE AUDITORIUM OF COUNCIL FOR LEATHER EXPORTS, HBTI CAMPUS, NAWAB GANJ, KANPUR.

The requisite Quorum being present, the Meeting started with the welcome address of the Company Secretary of the Company. The notice of the Meeting alongwith Annual Accounts were taken as read. The Auditors' Report on the Annual Accounts of the Company for the Financial Year 2013-14 was read before the Meeting by the Company Secretary.

Mr. Irshad Mirza, Chairman of the Company delivered his speech. In his speech, he informed about the glorious performance of the Company despite the challenging circumstances in the global economy and slowdown in India. He also appraised members about the steps taken by the Company in meeting out its Corporate Social Responsibilities (CSR).

After his speech, Chairman requested the shareholders to propose / second the resolutions as detailed in the Notice of the meeting and declared the results of e-voting for the following resolutions.

RESOLUTION NO. 1:

CONSIDERATION OF ANNUAL ACCOUNTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2014

Based on the report submitted by the Scrutiniser, the result of e voting for the above resolution is as under:

NO. OF VOTES IN FAVOUR OF RESOLUTION: 13566

NO. OF VOTES AGAINST THE RESOLUTION : 0

On the basis of above, the chairman declared the resolution as passed.

RESOLUTION NO. 2:

DECLARATION OF DIVIDEND

Based on the report submitted by the Scrutiniser, the result of e voting for the above resolution is as under:

NO. OF VOTES IN FAVOUR OF RESOLUTION: 13566

NO. OF VOTES AGAINST THE RESOLUTION : 0

On the basis of above, the chairman declared the resolution regarding declaration of dividend of Rs. 0.50 per share as recommended by the Board of Directors of the Company as passed.

For MIRZA INTERNATIONAL LTD.


VICE PRESIDENT (ACCOUNTS) &
COMPANY SECRETARY

RESOLUTION NO. 3 (a):

RE-APPOINTMENT OF MR. N.P. UPADHYAYA AS DIRECTOR OF THE COMPANY

Based on the report submitted by the Scrutiniser, the result of e voting for reappointment of Mr. N.P. Upadhyaya as Director of the Company, liable to retire by rotation, is as under:

NO. OF VOTES IN FAVOUR OF RESOLUTION: 13566

NO. OF VOTES AGAINST THE RESOLUTION : 0

On the basis of above, the chairman declared the resolution as passed.

RESOLUTION NO. 3(b):

REAPPOINTMENT OF MR. TASNEEF AHMAD MIRZA AS DIRECTOR OF THE COMPANY

Based on the report submitted by the Scrutiniser, the result of e voting for reappointment of Mr. Tasneef Ahmad Mirza as Director of the Company, liable to retire by rotation, is as under:

NO. OF VOTES IN FAVOUR OF RESOLUTION: 13566

NO. OF VOTES AGAINST THE RESOLUTION : 0

On the basis of above, the chairman declared the resolution as passed.

RESOLUTION NO. 4:

REAPPOINTMENT OF AUDITORS OF THE COMPANY

Based on the report submitted by the Scrutiniser, the result of e voting for the resolution regarding reappointment of M/s. Khamesra, Bhatia & Mehrotra, Chartered Accountants as Auditors of the Company to hold office till conclusion of the next Annual General Meeting

NO. OF VOTES IN FAVOUR OF RESOLUTION: 13566

NO. OF VOTES AGAINST THE RESOLUTION : 0

On the basis of above, the chairman declared the resolution as passed.

For MIRZA INTERNATIONAL LTD.

**VICE PRESIDENT (ACCOUNTS) &
COMPANY SECRETARY**

RESOLUTION NO. 5:

APPOINTMENT OF MR. Q.N. SALAM AS INDEPENDENT DIRECTOR OF THE COMPANY

Based on the report submitted by the Scrutiniser, the result of e voting for the above resolution is as under:

NO. OF VOTES IN FAVOUR OF RESOLUTION: 13556

NO. OF VOTES AGAINST THE RESOLUTION : 10

On the basis of above, the chairman declared the resolution as passed.

RESOLUTION NO. 6:

APPOINTMENT OF MR. ISLAMUL HAQ AS INDEPENDENT DIRECTOR OF THE COMPANY

Based on the report submitted by the Scrutiniser, the result of e voting for the above resolution is as under:

NO. OF VOTES IN FAVOUR OF RESOLUTION: 13566

NO. OF VOTES AGAINST THE RESOLUTION : 0

On the basis of above, the chairman declared the resolution as passed.

RESOLUTION NO. 7:

APPOINTMENT OF MR. P. N. KAPOOR AS INDEPENDENT DIRECTOR OF THE COMPANY

Based on the report submitted by the Scrutiniser, the result of e voting for the above resolution is as under:

NO. OF VOTES IN FAVOUR OF RESOLUTION: 13566

NO. OF VOTES AGAINST THE RESOLUTION : 0

On the basis of above, the chairman declared the resolution as passed.

For MIRZA INTERNATIONAL LTD.


VICE PRESIDENT (ACCOUNTS) &
COMPANY SECRETARY

RESOLUTION NO. 8:

APPOINTMENT OF DR. YASHVIR SINGH AS INDEPENDENT DIRECTOR OF THE COMPANY

Based on the report submitted by the Scrutiniser, the result of e voting for the above resolution is as under:

NO. OF VOTES IN FAVOUR OF RESOLUTION: 13566

NO. OF VOTES AGAINST THE RESOLUTION : 0

On the basis of above, the chairman declared the resolution as passed.

RESOLUTION NO. 9:

APPOINTMENT OF MR. SUBHASH SAPRA AS INDEPENDENT DIRECTOR OF THE COMPANY

Based on the report submitted by the Scrutiniser, the result of e voting for the above resolution is as under:

NO. OF VOTES IN FAVOUR OF RESOLUTION: 13566

NO. OF VOTES AGAINST THE RESOLUTION : 0

On the basis of above, the chairman declared the resolution as passed.

RESOLUTION NO. 10:

APPOINTMENT OF MR. SUDHINDRA JAIN AS INDEPENDENT DIRECTOR OF THE COMPANY

Based on the report submitted by the Scrutiniser, the result of e voting for the above resolution is as under:

NO. OF VOTES IN FAVOUR OF RESOLUTION: 13566

NO. OF VOTES AGAINST THE RESOLUTION : 0

On the basis of above, the chairman declared the resolution as passed.

FOR DIRECTOR (FINANCE, ACCOUNTS) &
COMPANY SECRETARY

RESOLUTION NO. 11:

APPOINTMENT OF MRS. VINITA KEJRIWAL AS INDEPENDENT DIRECTOR OF THE COMPANY

Based on the report submitted by the Scrutiniser, the result of e voting for the above resolution is as under:

NO. OF VOTES IN FAVOUR OF RESOLUTION: 13566

NO. OF VOTES AGAINST THE RESOLUTION : 0

On the basis of above, the chairman declared the resolution as passed.

RESOLUTION NO. 12:

REAPPOINTMENT OF MR. IRSHAD MIRZA AS CHAIRMAN (EXECUTIVE) OF THE COMPANY

Based on the report submitted by the Scrutiniser, the result of e voting for the above resolution is as under:

NO. OF VOTES IN FAVOUR OF RESOLUTION: 13566

NO. OF VOTES AGAINST THE RESOLUTION : 0

On the basis of above, the chairman declared the resolution as passed.

RESOLUTION NO. 13:

REAPPOINTMENT OF MR. RASHID AHMED MIRZA AS MANAGING DIRECTOR OF THE COMPANY

Based on the report submitted by the Scrutiniser, the result of e voting for the above resolution is as under:

NO. OF VOTES IN FAVOUR OF RESOLUTION: 13566

NO. OF VOTES AGAINST THE RESOLUTION : 0

On the basis of above, the chairman declared the resolution as passed.

For MIRZA INTERNATIONAL LTD.

**VICE PRESIDENT (ACCOUNTS) &
COMPANY SECRETARY**

RESOLUTION NO. 14:

REAPPOINTMENT OF MR. SHAHID AHMAD MIRZA AS WHOLE TIME DIRECTOR OF THE COMPANY

Based on the report submitted by the Scrutiniser, the result of e voting for the above resolution is as under:

NO. OF VOTES IN FAVOUR OF RESOLUTION: 13566

NO. OF VOTES AGAINST THE RESOLUTION : 0

On the basis of above, the chairman declared the resolution as passed.

RESOLUTION NO. 15:

REAPPOINTMENT OF MR. TAUSEEF AHMAD MIRZA AS WHOLE TIME DIRECTOR OF THE COMPANY.

Based on the report submitted by the Scrutiniser, the result of e voting for the above resolution is as under:

NO. OF VOTES IN FAVOUR OF RESOLUTION: 13566

NO. OF VOTES AGAINST THE RESOLUTION : 0

On the basis of above, the chairman declared the resolution as passed.

RESOLUTION NO. 16:

REAPPOINTMENT OF MR. TASNEEF AHMAD MIRZA AS WHOLE TIME DIRECTOR OF THE COMPANY

Based on the report submitted by the Scrutiniser, the result of e voting for the above resolution is as under:

NO. OF VOTES IN FAVOUR OF RESOLUTION: 13566

NO. OF VOTES AGAINST THE RESOLUTION : 0

On the basis of above, the chairman declared the resolution as passed.

For MIRZA INTERNATIONAL LTD.

**VICE PRESIDENT (ACCOUNTS) &
COMPANY SECRETARY**

RESOLUTION NO. 17:

REAPPOINTMENT OF MR. N.P. UPADHYAYA AS WHOLE TIME DIRECTOR OF THE COMPANY

Based on the report submitted by the Scrutiniser, the result of e voting for the above resolution is as under:

NO. OF VOTES IN FAVOUR OF RESOLUTION: 13566

NO. OF VOTES AGAINST THE RESOLUTION : 0

On the basis of above, the chairman declared the resolution as passed.

RESOLUTION NO. 18:

REAPPOINTMENT OF MR. SHUJA MIRZA AS PRESIDENT (MARKETING) OF THE COMPANY

Based on the report submitted by the Scrutiniser, the result of e voting for the above resolution is as under:

NO. OF VOTES IN FAVOUR OF RESOLUTION: 13566

NO. OF VOTES AGAINST THE RESOLUTION : 0

On the basis of above, the chairman declared the resolution as passed.

RESOLUTION NO. 19:

REAPPOINTMENT OF MR. FARAZ MIRZA AS PRESIDENT (PRODUCTION) OF THE COMPANY

Based on the report submitted by the Scrutiniser, the result of e voting for the above resolution is as under:

NO. OF VOTES IN FAVOUR OF RESOLUTION: 13566

NO. OF VOTES AGAINST THE RESOLUTION : 0

On the basis of above, the chairman declared the resolution as passed.

For MIRZA INTERNATIONAL LTD.


**VICE PRESIDENT (ACCOUNTS) &
COMPANY SECRETARY**

RESOLUTION NO. 20:

APPROVAL FOR INCREASE IN BORROWING POWERS OF THE BOARD ON BEHALF OF THE COMPANY

Based on the report submitted by the Scrutiniser, the result of e voting and postal ballot for the above resolution is as under:

NO. OF VOTES IN FAVOUR OF RESOLUTION: 18266

NO. OF VOTES AGAINST THE RESOLUTION : 125

On the basis of above, the chairman declared the resolution as passed.

RESOLUTION NO. 21:

APPROVAL FOR HYPOTHECATION/MORTGAGE AND/OR CHARGE ALL OR ANY PART OF THE MOVABLE AND/OR IMMOVABLE PROPERTIES OF THE COMPANY

Based on the report submitted by the Scrutiniser, the result of e voting and postal ballot for the above resolution for creation of mortgages/charges etc. in addition to existing mortgages /charges created by the Company is as under:

NO. OF VOTES IN FAVOUR OF RESOLUTION: 18291

NO. OF VOTES AGAINST THE RESOLUTION : 100

On the basis of above, the chairman declared the resolution as passed.

RESOLUTION NO. 22:

ADOPTION OF NEW ARTICLES OF ASSOCIATION

Based on the report submitted by the Scrutiniser, the result of e voting for the adoption of new format of Articles of Association as per Table F of Schedule I of the Act. resolution is as under:

NO. OF VOTES IN FAVOUR OF RESOLUTION: 13566

NO. OF VOTES AGAINST THE RESOLUTION : 0

On the basis of above, the chairman declared the resolution as passed.

For MIRZA INTERNATIONAL LTD.


**VICE PRESIDENT (ACCOUNTS) &
COMPANY SECRETARY**

RESOLUTION NO. 23:

APPROVAL FOR KEEPING REGISTER OF MEMBERS ETC. WITH THE REGISTRAR AND SHARE TRANSFER AGENT

Based on the report submitted by the Scrutiniser, the result of e voting for the above resolution is as under:

NO. OF VOTES IN FAVOUR OF RESOLUTION: 13566

NO. OF VOTES AGAINST THE RESOLUTION : 0

On the basis of above, the chairman declared the resolution as passed.

RESOLUTION NO. 24:

APPROVAL FOR RELATED PARTY TRANSACTIONS

Based on the report submitted by the Scrutiniser, the result of e voting for the resolution for entering into Related Party Transactions by the Company is as under:

NO. OF VOTES IN FAVOUR OF RESOLUTION: 13566

NO. OF VOTES AGAINST THE RESOLUTION : 0

On the basis of above, the chairman declared the resolution as passed.

At last, Chairman thanked the members for their active participation in the meeting and declared the meeting as closed.

For MIRZA INTERNATIONAL LTD.

VICE PRESIDENT (ACCOUNTS) &
COMPANY SECRETARY

S.Kumar & Company

Company Secretaries

SCRUTINIZER'S REPORT

Off.: 74/232, Dhankutti

Kanpur - 208 001

Tel #0512-2319964

9839067735

e-mail :- s_kumarcs@yahoo.com

s_kumarcs@rediffmail.com

To

MIRZA INTERNATIONAL LIMITED


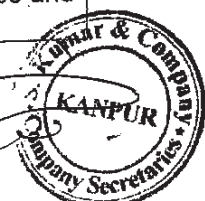
14/6, CIVIL LINES

KANPUR -208001


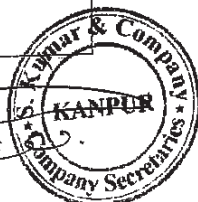
Dear Sirs,

1. The Board of Directors of the Company at its meeting held on 24.07.2014 has appointed me as a Scrutinizer for conducting the E-voting process for passing of resolutions as mentioned in the Notice of the Annual General Meeting dated 24.07.2014 which are reproduced below:

Sl. No	Resolution No	Particulars of the Resolution
1	1	Adoption of Accounts as at 31.03.2014 along with Directors Report and Auditors Report
2	2	To declare dividend on equity shares.
3	3(a) 3(b)	Re-appointment of Sri. Mr. Narendra Prasad Upadhyaya as a director of the Company who retires by rotation. Re-appointment of Sri. Mr. Tasneef Ahmed Mirza as a director of the Company who retires by rotation.
4	4	Re-Appointment of M/s. Khamasra Bhatia & Mehrotra Chartered Accountants (FRN 001410C) as the Statutory Auditors of the Company until the conclusion of Annual General Meeting to be held for the next financial year ending
5	5	Re-Appointment of Mr. Q. N. Salam (DIN - 00051645) director of the Company proposing his candidature for the office of Director be and is hereby appointed as an Independent Director
6	6	Re-Appointment of Mr. Islamul Haq (DIN - 02121287) Director of the Company, proposing his candidature for the office of Director be and is hereby appointed as an independent Director
7	7	Re-Appointment of Mr. P. N. Kapoor (DIN - 00058126) Director of the Company, proposing his candidature for the office of Director be and is hereby appointed as an independent Director
8	8	Re-Appointment of Dr. Yashvir Singh (01479900) Director of the Company, proposing his candidature for the office of Director be and is hereby appointed as an independent Director.

9	9	Mr. Subhash Sapra (DIN - 00049243) Director of the Company, proposing his candidature for the office of Director be and is hereby appointed as an independent Director.
10	10	Re- appointment of Mr. Sudhindra Jain (DIN - 00189602) Director of the Company, proposing his candidature for the office of Director be and is hereby appointed as an independent Director.
11	11	Re - appointment of Mrs. Vinita Kejriwal who was appointed as an Additional Director by the Board of Directors, proposing her candidature for the office of Director for a period of 5 (Five) Years.
12	12	Re-appointment/fixation of remuneration of Mr. Irshad Mirza (DIN-00048946) as Chairman (Executive) of the Company for a period of 3 (three) years.
13	13	Re-appointment/fixation of remuneration of Mr.Rashid Ahmed Mirza (DIN-00049009)as Managing Director of the Company to exercise powers of day to day management of affairs of the company for a period of 3 years.
14	14	Re-appointment/fixation of remuneration of Mr. Shahid Ahmad Mirza (DIN- 00048990) as Whole-time Director of the Company to exercise powers of day to day management of affairs of the company for a period of 3 years
15	15	Re-appointment/fixation of remuneration of Mr. Tauseef Ahmad Mirza (DIN -00049037) as Whole-time Director of the Company to exercise powers of day to day management of affairs of the company for a period of 3 years.
16	16	Re-appointment/fixation of remuneration of Mr. Tasneef Ahmad Mirza (DIN-0049066) as Whole-time Director of the Company to exercise powers of day to day management of affairs of the company as may be entrusted by the Board of Directors of the Company from time to time for a period of 3 years.
17	17	Re-appointment/fixation of remuneration of Mr. N. P. Upadhyay (DIN-00049496) as Whole-time Director of the Company for a period of 3 (Three) years.
18	18	Re-appointment/fixation of remuneration of Mr. Shuja Mirza, relative of Directors of the Company, to hold and continue to hold Office or Place of profit under the Company as President (Marketing) for a period of 3(three) years.
19	19	Re-appointment/fixation of remuneration of Mr. Faraz Mirza, relative of Directors of the Company, to hold and continue to hold Office or Place of profit under the Company as President (Production) for a period of 3(three) years.
20	20	Increasing the limit of Borrowing powers of the Board, on such terms and conditions as the Board may deem fit, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company.


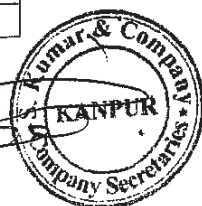
21	21	the Board of Directors ("the Board") authorised for the creation of mortgages and /or charges in addition to the existing mortgage(s) / charge(s) created by the Company.
22	22	Approval/adoption of modified Articles of Association in place of existing Articles of Association of the Company.
23	23	Keeping & Maintaining Register of Members & other records with Company's Register & Transfer Agent at Hyderabad instead of keeping the same at the Registered Office of the Company.
24	24	Approval for entering into related party transactions by the Company.

2. I submit my report as under:

- 2.1 The company has completed on 26.08.2014 the dispatch of annual reports alongwith notice and explanatory statements to its member whose name(s) appeared on the Register of Members / List of Beneficiaries as on dated 13.08.2014.
- 2.2 The e-voting commenced from 14th September, 2014 at 10.00 A.M. and ended on 16th September, 2014 at 6.00 P.M.
- 2.3 I have downloaded the data of e-voting after the E-voting module was disabled by the Karyv Computershare Private Limited on 17th September, 2014.
- 2.4 The votes were unblocked on 18th September, 2014 in presence of two (2) witnesses not in the employment of the Company.
- 2.5 The e-voting data was scrutinized by me for verification of votes cast in favour and against the Resolution.
3. 9 (Nine) Shareholders of the Company, all of them belonging to public category as attached to this report, has participated in E-voting. The summary of the votes received under e-voting process is given below:-

Resolutions 1 to 4 ; 6 to 19; 22 & 24:

Sr. No.	Particulars	No. of ballots	No of shares	% to the total shares representing valid votes
(a)	Total E-Voting ballots received	9	13566	100.00
	Total	9	13566	100.00
(b)	Less: Invalid ballots through e-voting	-	-	-
(c)	Net e-Voting ballots	9	13566	100.00
	Total	9	13566	100.00
(d)	E-voting ballots with assent for	9	13566	100.00

	the resolution.			
	Total	9	13566	100.00
(e)	E-Voting ballots with dissent for the resolution.	0	0	0.00
	Total	0	0	0.00

Resolution No. 5 & 23:

Sr. No.	Particulars	No. of ballots	No of shares	% to the total shares representing valid votes
(a)	Total E-Voting ballots received	9	13566	100.00
	Total	9	13566	100.00
(b)	Less: Invalid ballots through e - voting	-	-	-
(c)	Net e-Voting ballots	9	13566	100.00
	Total	9	13566	100.00
(d)	E-voting ballots with assent for the resolution.	8	13556	99.92
	Total	8	13556	99.92
(e)	E-Voting ballots with dissent for the resolution.	1	10	00.08
	Total	1	10	00.08

Resolution No. 20 and 21:

Sr. No.	Particulars	No. of ballots	No of shares	% to the total shares representing valid votes
(a)	Total E-Voting ballots received	9	13566	100.00
	Total	9	13566	100.00
(b)	Less: Invalid ballots through e - voting	-	-	-
(c)	Net e-Voting ballots	9	13566	100.00
	Total	9	13566	100.00
(d)	E-voting ballots with assent for the resolution.	8	13466	99.26
	Total	8	13466	99.26
(e)	E-Voting ballots with dissent for the resolution.	1	100	00.74
	Total	1	100	00.74

4. You may accordingly declare the result of E -voting.

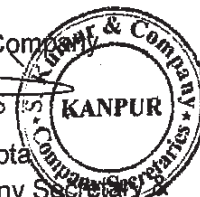
Thanking you.

Place: Kanpur
Dated: 19.09.2014

For S. Kumar and Company



Sanjay Kumar Gupta
Practicing Company Secretary
Scrutinizer for E- Voting Process
CP No.3324



SCRUTINIZER'S REPORT


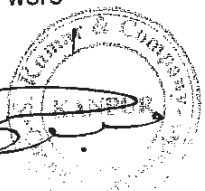
To

The Chairman
MIRZA INTERNATIONAL LIMITED
14/6, CIVIL LINES,
KANPUR – 208001,
Uttar Pradesh

Dear Sir,

Sub: Postal Ballot Process – MIRZA INTERNATIONAL LIMITED

1. The Board of Directors of the company at its meeting held on 24.07.2014 has appointed me as a Scrutinizer for conducting the postal ballot voting process relating to passing of special resolutions under provisions of Section 180(1)(a) & 180(1) (c) and all other applicable provisions, if any, of the Companies Act, 2013.
2. I submit my report as under:
 - 2.1 The company has completed on 26.08.2014 the dispatch of postal ballot forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members / list of beneficiaries as on 13.08.2014.
 - 2.2 The company has published a notice in Financial Express-All editions (English) and Rashtriya Sahara (Hindi) Newspapers on 26.08.2014 regarding dispatch of postal ballot forms to the members of the company.
 - 2.3 Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
 - 2.4 The postal ballot forms were kept under safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.
 - 2.5 The ballot box was opened on 16.09.2014 at 6.30 p.m.
 - 2.6 The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the company / list of beneficiaries as on 13.08.2014.
 - 2.7 All postal ballot forms received up to the close of working hours on 16.09.2014, the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.

2.8 No Envelopes containing postal ballot forms were received after 16.09.2014.

2.9 No Envelopes containing postal ballot forms was returned undelivered.

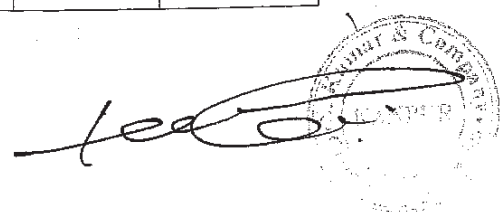
2.10 I did not find any defaced or mutilated ballot paper and the company has not received any invalid postal ballot forms.

Resolution No. 20- A summary of the postal ballot forms received in respect of Increase in the borrowing powers of the Board of the company.

Particulars	No. of postal ballot forms	No. of shares	% of Votes received
(a). Total postal ballot forms Received	11	10340365	100.00
(b). Less: Invalid postal ballot forms (as per register)	-	-	-
(c). Net valid postal ballot forms (as per register)	11	10340365	100.00
(d). Postal ballot forms with assent for the Resolution	10	10340340	99.99
(e). Postal ballot forms with dissent For the Resolution	1	25	.01

Resolution No. 21. A summary of the postal ballot forms received in respect of Special Resolutions relating to hypothecate/mortgage and /or charge all or any part of the movable and/or immovable properties of the company.

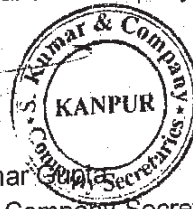
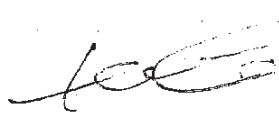
Particulars	No. of postal ballot forms	No. of shares	% of Votes received
(a). Total postal ballot forms Received	11	10340365	100.00
(b). Less: Invalid postal ballot forms (as per register)	-	-	-
(c). Net valid postal ballot forms (as per register)	11	10340365	100.00
(d). Postal ballot forms with assent for the Resolution	11	10340365	100.00
(e). Postal ballot forms with dissent For the Resolution	-	-	-



3. I have handed over the postal ballot forms and other related papers / registers and recorded for safe custody to Mr. Irshad Mirza, Chairman authorised by the Board to supervise the postal ballot process.
4. You may accordingly declare the result of the voting by postal Ballot.

Thanking you.

For S. Kumar and Company



Sanjay Kumar Gupta
Practicing Company Secretary &
Scrutinizer for E- Voting Process
CP No.3324

Place: Kanpur
Dated: **19.09.2014**

Disclosure in terms of Clause 35A of the Listing Agreement in relation to Annual General Meeting of the Company:-

SL	DESCRIPTION	PARTICULARS
1.	Date of AGM	20 th September, 2014.
2.	Total Number of Shareholders on Record Date :	23,981
3.	No. of share holders present in the meeting either in person or through Proxy :	39
	Total	
	Promoters and Promoter Group	5
	Public	34
4.	No. of share holders attended the meeting through Video conferencing :	Not Applicable
	Promoters and Promoters Group :	-
	Public	-

Details of the results on each item of AGM notice

1. Adoption of Annual Accounts for the Financial Year ended 31st March, 2014, along with Directors Report and Auditors Report

Resolution Required; Ordinary Resolution

MODE OF VOTING (E-VOTING)

Promoter/ Public	No. of shares held	No. of Votes polled	% of Votes Polled on out standing shares	No. of Votes in favour	No. of votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	-	-	-	-	-	-	-
Public- Institutional Holders	-	-	-	-	-	-	-
Public- Others	13566	13566	100	13566	0	100	0
Total	13566	13566	100	13566	0	100	0

For MIRZA INTERNATIONAL LTD.

VICE PRESIDENT (ACCOUNTS) &
COMPANY SECRETARY

2. To declare dividend on equity shares.**Resolution Required: Ordinary Resolution****MODE OF VOTING (E-VOTING)**

Promoter/ Public	No. of shares held	No. of Votes polled	% of Votes Polled on out standing shares	No. of Votes favour	No. of votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	-	-	-	-	-	-	-
Public- Institutional Holders	-	-	-	-	-	-	-
Public- Others	13566	13566	100	13566	0	10	0
Total	13566	13566	100	13566	0	100	0

3.(a) Reappointment of Mr. N.P. Upadhyay (DIN: 00049196), as a Director**Resolution Required: Ordinary Resolution****MODE OF VOTING (E-VOTING)**

Promoter/ Public	No. of shares held	No. of Votes polled	% of Votes Polled on out standing shares	No. of Votes favour	No. of votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	-	-	-	-	-	-	-
Public- Institutional Holders	-	-	-	-	-	-	-
Public- Others	13566	13566	100	13566	0	100	0
Total	13566	13566	100	13566	0	100	0

For MIRZA INTERNATIONAL LTD.

VICE PRESIDENT (ACCOUNTS) &
COMPANY SECRETARY

(b) Reappointment of Mr. Tasneef Ahmad Mirza (DIN: 00049066), as a Director

Resolution Required: Ordinary Resolution

MODE OF VOTING (E-VOTING)

Promoter/ Public	No. of shares held	No. of Votes polled	% of Votes Polled on out standing shares	No. of Votes favour	No. of votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	-	-	-	-	-	-	-
Public- Institutional Holders	-	-	-	-	-	-	-
Public- Others	13566	13566	100	13566	0	100	0
Total	13566	13566	100	13566	0	100	0

4.Appointment of Auditors to hold office from the conclusion of this Annual General Meeting of the Company and fixing their remuneration

Resolution Required: Ordinary Resolution

MODE OF VOTING (E-VOTING)

Promoter/ Public	No. of shares held	No. of Votes polled	% of Votes Polled on out standing shares	No. of Votes favour	No. of votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	-	-	-	-	-	-	-
Public- Institutional Holders	-	-	-	-	-	-	-
Public- Others	13566	13566	100	13566	0	100	0
Total	13566	13566	100	13566	0	100	0

For MIRZA INTERNATIONAL LTD.


VICE PRESIDENT (ACCOUNTS) &
COMPANY SECRETARY

5.Appointment of Mr. Qazi Noorus Salam (DIN: 00051645) as an Independent Director**Resolution Required: Ordinary Resolution****MODE OF VOTING (E-VOTING)**

Promoter/ Public	No. of shares held	No. of Votes polled	% of Votes Polled on out standing shares	No. of Votes favour	No. of votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	-	-	-	-	-	-	-
Public- Institutional Holders	-	-	-	-	-	-	-
Public- Others	13566	13566	100	13556	10	99.92	0.08
Total	13566	13566	100	13556	10	99.92	0.08

6.Appointment of Mr. Islamul Haq (DIN: 02121287) as an Independent Director**Resolution Required: Ordinary Resolution****MODE OF VOTING (E-VOTING)**

Promoter/ Public	No. of shares held	No. of Votes polled	% of Votes Polled on out standing shares	No. of Votes favour	No. of votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	-	-	-	-	-	-	-
Public- Institutional Holders	-	-	-	-	-	-	-
Public- Others	13566	13566	100	13566	0	100	0
Total	13566	13566	100	13566	0	100	0

For MIRZA INTERNATIONAL LTD.
**VICE PRESIDENT (ACCOUNTS) &
COMPANY SECRETARY**

7.Appointment of Mr. Pashupati Nath Kapoor (DIN: 00058126) as an Independent Director**Resolution Required: Ordinary Resolution****MODE OF VOTING (E-VOTING)**

Promoter/ Public	No. of shares held	No. of Votes polled	% of Votes Polled on out standing shares	No. of Votes favour	No. of votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	-	-	-	-	-	-	-
Public- Institutional Holders	-	-	-	-	-	-	-
Public- Others	13566	13566	100	13566	0	100	0
Total	13566	13566	100	13566	0	100	0

8.Appointment of Dr. Yashvir Singh (DIN: 01479900) as an Independent Director**Resolution Required: Ordinary Resolution****MODE OF VOTING (E-VOTING)**

Promoter/ Public	No. of shares held	No. of Votes polled	% of Votes Polled on out standing shares	No. of Votes favour	No. of votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	-	-	-	-	-	-	-
Public- Institutional Holders	-	-	-	-	-	-	-
Public- Others	13566	13566	100	13566	0	100	0
Total	13566	13566	100	13566	0	100	0

For MIRZA INTERNATIONAL LTD.

VICE PRESIDENT (ACCOUNTS) &
COMPANY SECRETARY

9.Appointment of Mr. Subhash Sapra (DIN: 0049243) as an Independent Director**Resolution Required: Ordinary Resolution****MODE OF VOTING (E-VOTING)**

Promoter/ Public	No. of shares held	No. of Votes polled	% of Votes Polled on out standing shares	No. of Votes favour	No. of votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	-	-	-	-	-	-	-
Public- Institutional Holders	-	-	-	-	-	-	-
Public- Others	13566	13566	100	13566	0	100	0
Total	13566	13566	100	13566	0	100	0

10.Appointment of Mr. Sudhindra Jain (DIN: 00189602) as an Independent Director**Resolution Required: Ordinary Resolution****MODE OF VOTING (E-VOTING)**

Promoter/ Public	No. of shares held	No. of Votes polled	% of Votes Polled on out standing shares	No. of Votes favour	No. of votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	-	-	-	-	-	-	-
Public- Institutional Holders	-	-	-	-	-	-	-
Public- Others	13566	13566	100	13566	0	100	0
Total	13566	13566	100	13566	0	100	0

For MIRZA INTERNATIONAL LTD.VICE PRESIDENT (ACCOUNTS) &
COMPANY SECRETARY

11.Appointment of Mrs. Vinita Kejriwal (DIN: 06952088) as an Independent Director**Resolution Required: Ordinary Resolution****MODE OF VOTING (E-VOTING)**

Promoter/ Public	No. of shares held	No. of Votes polled	% of Votes Polled on out standing shares	No. of Votes favour	No. of votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	-	-	-	-	-	-	-
Public- Institutional Holders	-	-	-	-	-	-	-
Public- Others	13566	13566	100	13566	0	100	0
Total	13566	13566	100	13566	0	100	0

12.Re-appointment/Fixation of Remuneration of Mr. Irshad Mirza (DIN: 00048946) as Chairman (Executive) of the Company.**Resolution Required: Special Resolution****MODE OF VOTING (E-VOTING)**

Promoter/ Public	No. of shares held	No. of Votes polled	% of Votes Polled on out standing shares	No. of Votes favour	No. of votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	-	-	-	-	-	-	-
Public- Institutional Holders	-	-	-	-	-	-	-
Public- Others	13566	13566	100	13566	0	100	0
Total	13566	13566	100	13566	0	100	0

IRSHAD MIRZA INDEPENDENT DIRECTOR

IRSHAD MIRZA (ACCOUNTS) &
COMPANY SECRETARY

13.Re-appointment/Fixation of Remuneration of Mr. Rashid Ahmed Mirza (DIN : 00049009) as Managing Director of the Company

Resolution Required: Special Resolution

MODE OF VOTING (E-VOTING)

Promoter/ Public	No. of shares held	No. of Votes polled	% of Votes Polled on out standing shares	No. of Votes favour	No. of votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	-	-	-	-	-	-	-
Public- Institutional Holders	-	-	-	-	-	-	-
Public- Others	13566	13566	100	13566	0	100	0
Total	13566	13566	100	13566	0	100	0

14.Re appointment/Fixation of Remuneration of Mr. Shahid Ahmad Mirza (DIN : 00048990) as Whole Time Director of the Company.

Resolution Required: Special Resolution

MODE OF VOTING (E-VOTING)

Promoter/ Public	No. of shares held	No. of Votes polled	% of Votes Polled on out standing shares	No. of Votes favour	No. of votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	-	-	-	-	-	-	-
Public- Institutional Holders	-	-	-	-	-	-	-
Public- Others	13566	13566	100	13566	0	100	0
Total	13566	13566	100	13566	0	100	0

For MIRZA INTERNATIONAL LTD.

VICE PRESIDENT (ACCOUNTS) &
COMPANY SECRETARY

15. Re appointment/Fixation of Remuneration of Mr. Tauseef Ahmad Mirza (DIN : 00049037) as Whole Time Director of the Company.

Resolution Required: Special Resolution

MODE OF VOTING (E-VOTING)

Promoter/ Public	No. of shares held	No. of Votes polled	% of Votes Polled on out standing shares	No. of Votes in favour	No. of votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	-	-	-	-	-	-	-
Public- Institution al Holders	-	-	-	-	-	-	-
Public- Others	13566	13566	100	0	100	0	13566
Total	13566	13566	100	0	100	0	13566

16. Re appointment/Fixation of Remuneration of Mr. Tasneef Ahmad Mirza (DIN : 00049066) as Whole Time Director of the Company.

Resolution Required: Special Resolution

MODE OF VOTING (E-VOTING)

Promoter/ Public	No. of shares held	No. of Votes polled	% of Votes Polled on out standing shares	No. of Votes in favour	No. of votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	-	-	-	-	-	-	-
Public- Institutional Holders	-	-	-	-	-	-	-
Public- Others	13566	13566	100	0	100	0	0
Total	13566	13566	100	0	100	0	0

FOR MIRZA INTERNATIONAL LTD.

**VICE PRESIDENT (ACCOUNTS) &
COMPANY SECRETARY**

17. Re appointment/Fixation of Remuneration of Mr. N.P. Upadhayay (DIN : 00049196) as Whole Time Director of the Company.

Resolution Required: Special Resolution

MODE OF VOTING (E-VOTING)

Promoter/ Public	No. of shares held	No. of Votes polled	% of Votes Polled on out standing shares	No. of Votes favour	No. of votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	-	-	-	-	-	-	-
Public- Institutional Holders	-	-	-	-	-	-	-
Public- Others	13566	13566	100	13566	0	100	0
Total	13566	13566	100	13566	0	100	0

18. Re appointment/Fixation of Remuneration of Mr. Shuja Mirza, relative of Directors of the Company, as President (Marketing)

Resolution Required: Special Resolution

MODE OF VOTING (E-VOTING)

Promoter/ Public	No. of shares held	No. of Votes polled	% of Votes Polled on out standing shares	No. of Votes favour	No. of votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	-	-	-	-	-	-	-
Public- Institutional Holders	-	-	-	-	-	-	-
Public- Others	13566	13566	100	13566	0	100	0
Total	13566	13566	100	13566	0	100	0

For MIRZA INTERNATIONAL LTD.

**VICE PRESIDENT (ACCOUNTS) &
COMPANY SECRETARY**

19.Re appointment/Fixation of Remuneration of Mr. Faraz Mirza, relative of Directors of the Company, as President (Production)

Resolution Required: Special Resolution

MODE OF VOTING (E-VOTING)

Promoter/ Public	No. of shares held	No. of Votes polled	% of Votes Polled on out standing shares	No. of Votes favour	No. of votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	-	-	-	-	-	-	-
Public- Institutional Holders	-	-	-	-	-	-	-
Public- Others	13566	13566	100	13566	0	100	0
Total	13566	13566	100	13566	0	100	0

20.Increase in the borrowing powers of the Board

Resolution Required: Special Resolution

MODE OF VOTING (E-VOTING & POSTAL BALLOT)

Promoter/ Public		No. of shares held	No. of Votes polled	% of Votes Polled on out standing shares	No. of Votes favour	No. of votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-voting	-	-	-	-	-	-	-
	Postal Ballot	10335540	10335540	100	10335540	0	100	-
Public- Institutional Holders	E-voting	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
Public- Others	E-voting	13566	13566	100	13466	100	99.26	0.74
	Postal Ballot	4825	4825	100	4800	25	99.48	0.52

For MIRZA INTERNATIONAL LTD.

**VICE PRESIDENT (ACCOUNTS) &
COMPANY SECRETARY**

21.Consent to hypothecate/mortgage and/or charge all or any part of the movable and/or immovable properties of the Company

Resolution Required: Special Resolution

MODE OF VOTING (E-VOTING & POSTAL BALLOT)

Promoter/ Public		No. of shares held	No. of Votes polled	% of Votes Polled on out standing shares	No. of Votes favour	No. of votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-voting	-	-	-	-	-	-	-
	Postal Ballot	10335540	10335540	100	10335540	0	100	-
Public-Institutional Holders	E-voting	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
Public- Others	E-voting	13566	13566	100	13466	100	99.26	0.74
	Postal Ballot	4825	4825	100	4825	0	100	-

22.Approval and adoption of proposed draft regulations in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company

Resolution Required: Special Resolution

MODE OF VOTING (E-VOTING)

Promoter/ Public	No. of shares held	No. of Votes polled	% of Votes Polled on out standing shares	No. of Votes favour	No. of votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	-	-	-	-	-	-	-
Public-Institutional Holders	-	-	-	-	-	-	-
Public- Others	13566	13566	100	13566	0	100	0
Total	13566	13566	100	13566	0	100	0

For MIRZA INTERNATIONAL LTD.

VICE PRESIDENT (ACCOUNTS) &
COMPANY SECRETARY

23.Approval for keeping the Register of Members and copies of Annual Returns along with annexures in Hyderabad at the office of Registrar and Share Transfer Agents of the Company.

Resolution Required: Special Resolution

MODE OF VOTING (E-VOTING)

Promoter/ Public	No. of shares held	No. of Votes polled	% of Votes Polled on out standing shares	No. of Votes favour	No. of votes- against	% of Votes in favour on votes pollled	% of Votes against on votes pollled
Promoter and Promoter Group	-	-	-	-	-	-	-
Public- Institutional Holders	-	-	-	-	-	-	-
Public- Others	13566	13566	100	13556	10	99.92	0.08
Total	13566	13566	100	13556	10	99.92	0.08

24.Approval for Related Party Transactions

Resolution Required: Special Resolution

MODE OF VOTING (E-VOTING)

Promoter/ Public	No. of shares held	No. of Votes polled	% of Votes Polled on out standing shares	No. of Votes favour	No. of votes- against	% of Votes in favour on votes pollled	% of Votes against on votes pollled
Promoter and Promoter Group	-	-	-	-	-	-	-
Public- Institutional Holders	-	-	-	-	-	-	-
Public- Others	13566	13566	100	13566	0	100	0
Total	13566	13566	100	13566	0	100	0

FOR MOHAR INTERNATIONAL LTD.

VICE PRESIDENT (ACCOUNTS) &
COMPANY SECRETARY