

MIRZA INTERNATIONAL LIMITED

CIN-L19129UP1979PLC004821



October 6, 2015

To,

National Stock Exchange of India Ltd.
Exchange Plaza, Bandra – Kurla Complex
Bandra (East)
MUMBAI-400051

Bombay Stock Exchange Ltd.
Floor 25,P.J.Towers,
Dalal Street MUMBAI-400001

Re.: PROCEEDINGS OF 36th ANNUAL GENERAL MEETING

Ref: Clause 31(d) of the Listing Agreement

Dear Sir/ Madam

In terms of the provisions of Clause 31(d) and other relevant Clauses of the Listing Agreement, if any, Please find enclosed herewith a certified true copy of the minutes of 36th Annual General Meeting of the Members of the Company held on Tuesday, 29 September, 2015 at 01:00 PM at Auditorium of Council for the Leather Export , HBTI Campus, Nawabganj, Kanpur signed by the Chairman of the said meeting. The consolidated result of remote e-voting and poll on all the Resolutions from item nos. 1to 5 and enlisted in the Notice of the 36th Annual General Meeting have been forwarded to the Stock Exchanges in the prescribed format and the same have been uploaded on the website of the Company.

We have also forwarded together scanned copy of above proceedings to the designated e mail ids of the Stock Exchanges.

Kindly take the same on your records.

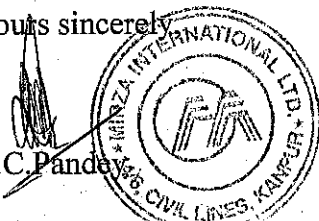
Thanking you,

Yours sincerely,

D.C.Pandey

(Company Secretary)

Encl:As above



**MINUTES OF 36TH ANNUAL GENERAL MEETING OF THE MEMBERS OF
MIRZA INTERNATIONAL LIMITED HELD ON TUESDAY, THE 29TH DAY OF
SEPTEMBER, 2015 AT 01:00PM AT THE AUDITORIUM OF COUNCIL FOR
LEATHER EXPORT, HBTI COMPLEX, NAWABGANJ, KANPUR-208002**

Time of commencement of the Meeting : 01:00 P.M

Time of conclusion of the Meeting : 03:00 P.M

IN ATTENDANCE:-

- | | |
|-----------------------------|----------------------|
| 1. Mr. Irshad Mirza | Chairman/CFO |
| 2. Mr. Rashid Ahmed Mirza | Managing Director |
| 3. Mr. Shahid Ahmad Mirza | Whole Time Director |
| 4. Mr. Tasneef Ahmad Mirza | Whole Time Director |
| 5. Mr. N.P. Upadhyay | Whole Time Director |
| 6. Mr. P. N. Kapoor | Independent Director |
| 7. Mr. Q. N. Salam | Independent Director |
| 8. Mr. Islamul Haq | Independent Director |
| 9. Mr. Sudhindra Kumar Jain | Independent Director |
| 10. Mr. Subhash Sapra | Independent Director |

BY INVITATION:-

Mr. Anand Saxena, FCA

Partner, M/s Khamesra Bhatia & Mehrotra,
Statutory Auditors

Mr. Abhishek Shukla, ACS
Auditors

Partner, ASTO & CO. LLP Secretarial

IN ATTENDANCE:-

Mr. D.C.Pandey

Company Secretary

For MIRZA INTERNATIONAL LTD.



COMPANY SECRETARY

Members present:

39 Members holdings	27276074	Shares
11 Proxies holdings	18532526	Shares
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50	45808600	Shares

At sharp 01:00 P.M Mr. Irshad Mirza, the Chairman of the Company, took the Chair and welcomed the Members to the 36th Annual General Meeting of the Company.

The Chairman before commencing the proceedings of the 36th Annual General Meeting introduced other Board Members sharing the dais and also informed the Members that due to pre occupation in other urgent matters, Mr. Tauseef Ahmad Mirza, Dr. Yashveer Singh & Mrs. Vinita Kejriwal, Directors of the Company could not attend the Meeting. The Chairman further informed Mr. Sudhindra Kumar Jain, Chairman of the Audit Committee is present at this Annual General Meeting & Mr. P.N. Kapoor Chairman of Nomination and Remuneration Committee and also the Chairman of Stakeholder Relationship Committee is present at this Annual General Meeting.

The Chairman also acknowledged the presence of CA Anand Saxena, Chartered Accountant Statutory Auditor of the Company and CS Abhishek Shukla the Secretarial Auditor of the Company.

On informed by the Company Secretary that the requisite Quorum is present the Chairman declared the meeting to order. The requisite quorum for the meeting was present till the close of the Meeting.

The Notice convening the 36th Annual General Meeting, The Board's Report along with Annexure there to for the Financial Year ended march 31, 2015, the Secretarial Audit Report, the Audited Accounts and the Auditors Report there on for the Financial Year March 31, 2015 , the Proxy Register with the valid Proxies lodged with the Company in connection with this Annual General Meeting, the Register of Directors and Key Managerial Personnel and their shareholding, the Register of Contracts or arrangement in which Directors are interested, the Register of Members and the original Minutes of General Meetings were available during the Meeting for inspection of the Members. All the material documents referred to in the Notice convening 36th Annual General Meeting were also available for inspection by the Members.

With the permission of the Members present at the Meeting, the Notice convening 36th Annual General Meeting of the Company and the Board's Report as circulated to the shareholders of the Company was taken as read.

For MIRZA INTERNATIONAL LTD.



COMPANY SECRETARY

Chairman's Speech:

Thereafter, Mr. Irshad Mirza, the Chairman delivered his speech and made the presentation highlighting the performance of the Company. The Chairman of the Meeting responded to each question of the Members to their satisfaction.

At the request of the Chairman, the Company Secretary informed that in terms of the provisions of Section 145 of Companies Act 2013, if there is no qualification and no observation or comment on financial transaction or matters in the Auditors Report which have any adverse effect on the functioning of the Company, the same is not required to be read. The Company Secretary informed that there were no qualification, reservation or comment on the financial transaction or matters in the Auditors Report, which have any adverse effect on the functioning of the Company. He also informed that there were no qualification, observation etc. in the Report of the Secretarial Auditor. Since there were no such qualifications, observations or comments, the said Reports were not required to be read.

Thereafter, the Company Secretary brought to attention of all the Members the following:

- a) That in compliance with the provision of section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and the Clause 35 B of the Listing Agreement with the Stock Exchanges, the Company has made arrangements for the members to cast their vote on the proposed Resolutions to be passed at this Annual General Meeting through e-voting system or through Poll and any member who has exercised his right to vote through remote e-voting will not be entitled to vote again at the Meeting. The e-voting facility was provided by the Karvy Computershare Private Limited.
- b) The Company has published the necessary advertisement on 5th September, 2015 intimating the shareholders about remote e-voting amongst others matters as per the requirement of the Companies Act and Rules made there under.
- c) The remote e-voting period commenced at 10:00 A.M on 26th September 2015 and ended at 05:00 P.M on 28th September 2015. During this period, Shareholders of the Company, holding shares either in physical form or in de-materialized form, cast their vote electronically.
- d) There are Five Agenda items to be transacted at this 36th Annual General Meeting all of are Ordinary Businesses.
- e) Those Members, who have not exercised their vote through remote e-voting can cast their votes through Poll which would be conducted at this Meeting.

The Company Secretary, thereafter, informed, that the Resolutions prescribed in the Notice convening 36th Annual General Meeting of the Company will be passed through the process of Poll by the Members, representatives and proxy holders present at this Meeting.

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COMPANY SECRETARY

He then informed that Poll will be provided to the Members present in person and through proxy at the Meeting for the voting on all the resolutions of Ordinary Business as set out in the item nos. 1 to 5 of the Notice of the 36th Annual General Meeting. The Members can vote in proportion to the shares held by them on all the Resolutions as set out in the Notice of this Meeting and no resolution will be passed by show of hands.

The Company Secretary, thereafter, explained the procedure in detail for exercising the vote by the Members through process of the Poll. He then stated that for those Members who have not cast their votes electronically, the Ballot Papers have been distributed and that the Members are required to fill their details and indicate their Accent or Decent, as the case may be and drop the duly signed postal ballot in the ballot box placed in the hall..

The Chairman, ordered the Poll on the Resolutions as set out in the item no. 1 to 5 of the Notice of the 36th Annual General Meeting and requested all the Members, representatives and proxy holders present and entitles to vote, to participate in the poll taken immediately after the close of this Meeting which remained open till the members, the representatives and the proxy holders who participated in the poll had cast their votes.

The Company Secretary stated that pursuant to provisions of Section 109 of the Companies Act, 2013 Mr. Sanjay Kumar Gupta, Practicing Company Secretary, who is the proprietor of S. Kumar & Co. was appointed as the Scrutinizer to conduct the process of the Poll in a fair and transparent manner, scrutinize the poll papers and to submit his Report thereof.

The Company Secretary informed that the result of the voting of each resolution shall be determined by adding votes of poll in favour or against a resolution with the electronic vote cast by the Members in favour or against the respective resolution shall indicate separately the votes on the poll and electronic voting and would immediately be intimated to Stock Exchanges. He further stated that the result shall also be uploaded on the Company's Website www.mirza.co.in with the respective reports of the Scrutinizers for the electronic voting and Poll and also shall be available at Registered Office of the Company. Date of passing the resolutions would be the date of the Meeting, as prescribed under the Companies Act 2013.

The Chairman then requested CS Sanjay Kumar Gupta, Scrutinizer appointed for the Poll, after the closure of the Meeting, to take over the Poll proceedings and requested him to submit his report on the Poll on October 01, 2015. The Chairman stated that the Meeting would stand concluded when the last vote was cast.

Conduct of poll at the Meeting:

Thereafter Sanjay Kumar Gupta, Scrutinizer conducted the Poll, which included distribution of the polling paper, showing empty polling boxes to the members, locking and sealing of empty polling boxes in the presence of the members, representatives and proxy holders. After ensuring that all the Members representatives and Proxy holders

For MIRZA INTERNATIONAL LTD.




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participating in the Poll had cast their votes, the Scrutinizer closed the Poll. The Scrutinizer then took the custody of the Polling Boxes.

ORDINARY BUSINESS

Item no.1: Ordinary Resolution for adoption of Financial Statements for the year ended March 31, 2015:

The Company Secretary then placed before the meeting the audited balance sheet as 31 march, 2015 and the statement of profit and loss for the year ended on that date together with the reports of the Board of Directors and Auditors thereon for the Financial Year 2014-15 for consideration, approval and adoption by the members of the Company. He then mentioned about the Ordinary Resolution for approval of the said accounts, which was as follows:

RESOLVED THAT the Audited Financial statements of the Company as on 31, March 2015, and the Auditor's Report there on and Report of Board of Directors along with the Corporate Governance Report, the Management Discussion & Analysis Report, as laid before the Meeting be and are hereby received considered, approved and adopted by the shareholders of the Company.

The above resolution was proposed by Mr. Bharat Gupta and seconded by Mr. Shyam Awasthi members of the Company to be passed as an Ordinary Resolution

Before putting the resolution to vote, the Chairman opened the floor for discussion and invited the Members to share their views and comments or raise queries. Few Members were informed about the overall performance of the Company during the financial year.

The Chairman then requested all the members present to cast their vote on the above resolution on the Ballot Paper.

Item No. 2: Ordinary Resolution for approval of Dividend for Financial Year 2014-15

The Company Secretary then took next item of agenda which was declaration of Dividend at the rate of Rs. 0.50 per share of Rs. 2 each for the Financial Year 2014-15. The Company Secretary read the resolution which was as follows:

RESOLVED THAT pursuant to recommendation made by the Board of Directors of the Company, a dividend @ 25 % i.e at the rate of Rs. 0.50 per Equity Share of Rs. 2 each be and is here by approved for payment for the financial year 2014-15 and the same be paid to the Equity Shareholders of the Company whose name appear in the registrar of members as on 29th September 2015 be and is here by declared out of profits of the Company for the year ended march 31, 2015

FOR MIRZA INTERNATIONAL LTD.



COMPANY SECRETARY

RESOLVED FURTHER THAT Dividend Warrants be posted within 30 days to all the shareholders who are entitled to receive the payment

The above resolution was proposed by Mr. R.C. Kapoor and seconded by Mr. Sita Ram Gupta Members of the Company to be passed as an Ordinary Resolution.

The Company Secretary then requested all the members present to cast their vote on the above resolution on the Ballot Paper.

Before taking the next item of agenda, the Company Secretary informed that since Mr. Irshad Mirza, Mr. Rashid Ahmed Mirza, Mr. Tasneef Ahmad Mirza, Mr. Shahid Ahmad Mirza were interested in the next agenda items Nos. 3 & 4, so they should leave the meeting for discussion & Poll on the Proposed Resolution.

Item no. 3 Ordinary Resolution for reappointment of Mr. Shahid Ahmad Mirza who retire by rotation:

The Company Secretary then took next item of agenda and informed the Members that Mr. Shahid Ahmad Mirza, Whole Time Director was to retire by rotation and being eligible and has offered himself for re-appointment. He read the resolution which was as follows:

RESOLVED THAT Mr. Shahid Ahmad Mirza (DIN:00048990) , Whole Time Director of the Company, who retires by rotation at this Meeting and being eligible for re-appointment, be and is hereby re-appointed as the Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation.

The above resolution was proposed by Mr. Shanker Dayal Dubey and seconded by Mr. Murli Manohar Agrawal, Members of the Company to be passed as an Ordinary Resolution.

The Company Secretary then requested all the members present except interested Members to cast their vote on the above Resolution on the Ballot Paper.

Item no. 4 Ordinary Resolution for reappointment of Mr. Tauseef Ahmad Mirza who retire by rotation:

The Company Secretary then took next item of agenda and informed the Members that Mr. Tauseef Ahmad Mirza, Whole Time Director was to retire by rotation and being eligible and has offered himself for re-appointment. He read the Resolution which was as follows:

RESOLVED THAT Mr. Tauseef Ahmad Mirza (DIN:00049037) , Whole Time Director of the Company, who retires by rotation at this Meeting and being eligible for re-appointment, be and is here by re-appointed as the Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation.

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The above resolution was proposed by Mr. Akhilesh Mishra and seconded by Mr. Aslam Mahmood, members of the Company to be passed as an Ordinary Resolution.

The Chairman then requested all the members present except interested Members to cast their vote on the above resolution on the Ballot Paper.

Company Secretary then requested to Mr. Irshad Mirza, Mr. Rashid Ahmed Mirza, Mr. Tasneef Ahmad Mirza, Mr. Shahid Ahmad Mirza, to resume their Chair.

Item no. 5 Ordinary Resolution for appointment of Auditors and fixing their remuneration:

The Company Secretary informed that M/s Khamesra Bhatia Mehrotra, Chartered Accountants (FRN:001410C) Chartered Accountant, were appointed as Statutory Auditors of the Company to hold office upto the conclusion of next Annual General Meeting and they have furnished their consent to be reappointed and being eligible to hold the office upto the conclusion of next Annual General Meeting of the Company. The Company Secretary read the Resolution, which are as under:

RESOLVED THAT pursuant to Sec 139 and other applicable provisions if any of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the Members of the Company at the Annual General Meeting held on 29th September 2015 appointed M/s. Khamesra Bhatia Mehrotra, Chartered Accountants (FRN:001410C) to hold office upto the conclusion of next Annual General Meeting of the Company.

RESERVED FURTHER THAT Board of Directors of the Company be and is here by authorised to fix such remuneration as may be determined by the audit committee in consultation of Statutory Auditors apart from reimbursement of actual out-of- pocket expenses as may be incurred by them for the purpose of audit.

The above resolution was proposed by Mr. V. P. Awasthi and seconded by Mr. Vivek Vishnoi Members of the Company to be passed as an Ordinary Resolution.

The Company Secretary then requested all the members present to cast their vote on the above resolution on the Ballot Paper.

RESULT OF ELECTRONIC VOTING (REMOTE E-VOTING) AND THE POLL ON THE ORDINARY BUSINESSES AT THE 36TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON TUESDAY, THE 29TH DAY OF SEPTEMBER, 2015

On the basis of the Scrutinizer's Report for the electronic voting (Remote E-voting) dated October 01, 2015 and Scrutinizers Report for the Poll at the Annual General Meeting the summary of which is mentioned hereunder. The Chairman announced the results of voting

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on 1 October, 2015 that all the resolutions for the Ordinary Businesses set out in the item Nos. 1 to 5 in the Notice of 36th Annual General Meeting of the Company have been duly passed with requisite majority:

SR. No.	Item No.	Type of Resolution	No. of Votes in favour	%of votes in favour	No of votes against	% of votes against
1.	To receive consider approve and adopt Audited Financial Statement for the Financial Year ended on March 31, 2015 and the reports of Board of Directors and Auditors there on.	Ordinary	45808600	100	NIL	NIL
2.	To declare dividend @25% i.e Rs. 0.50 per share on fully paid up equity share of Rs. 2 each for the Financial Year 2014-15	Ordinary	45808600	100	NIL	NIL
3.	To appoint a Director in place of Mr. Shahid Ahmad Mirza who retires by rotation being eligible offers himself for re-appointment.	Ordinary	2770039	100	NIL	NIL
4.	To appoint a Director in place of Mr. Tauseef Ahmad Mirza who retires by rotation being eligible offers himself for re-appointment.	Ordinary	2272593	82.04	497446	17.96
5.	To appoint M/s Khamesra Bhatia & Mehrotra, Chartered Accountants(FRN:001410C) as Statutory Auditors of the Company and fixing their remuneration.	Ordinary	45808600	100	NIL	NIL

For MIRZA INTERNATIONAL LTD.




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The Resolutions for the Ordinary Businesses as set out in item nos. 1 to 5 in the Notice of 36th Annual General Meeting, duly approved by the Members with the requisite majority are recorded hereunder as part of the proceedings of 36th Annual General Meeting of the members held on Tuesday, 29 September 2015.

The Chairman announced the formal closure of the 36th Annual General Meeting of the Company thanking the Members for their participation and suggestions.



Irshad Mirza

(Chairman of the 36th Annual General Meeting)

Place: Kanpur

Date: 5th October 2015

For MIRZA INTERNATIONAL LTD.



COMPANY SECRETARY