MIRZA INTERNATIONAL LIMITED





October 1, 2016

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 $37^{\rm th}$ Annual General Meeting of the Company held on September 29, 2016

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 Seventh Annual General Meeting (AGM) of Mirza International Limited held on September 29, 2016 at 1:00 P.M at HBTI Campus 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

Encl: as above

The state of the s		
Date of the AGM/EGM		29/09/2016
Total number of shareholders on record date	ders on record date	34417
No. of shareholders prese	No. of shareholders present in the meeting either in person or through proxy	39
Promoters and Promoter Group		3
Public		36
No. of Shareholders atter	No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group		
Public		
Resolution No.		
Resolution required	Ordinary	
(Ordinary/Special)		

Resolution No.		The state of the s				***************************************		
Resolution required (Ordinary/ Special)	Ordinary		\$100 mm. 100 m					
Whether promoter/	No			-		The state of the s	A STATE OF THE PROPERTY OF THE	***************************************
promoter group are								
interested in the agenda/resolution?							-	
Category	Mode of Voting	No. of	No. of votes	% of Votes	No. of Votes	No. of	% of Votes in	% of Votes
-		(1)	(2)	outstanding	(4)	against	polled	votes polled
				(3)=[(2)/(1)]* 100		2	0 0 - [(7)/(4)]-(0)	1(7)/(c)1_(/)
Promoter and Promoter Group	E-Voting	88755981	63611131	71.67	63611131	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if aapplicable)	<i>I</i>	***		***	L		F
	Total	88755981	63611131	71.67	63611131	0	100	0
Public- Institutions	E-Voting	932622	527125	56.52	527125	0	100	0
	Poll		0	0	0	0	0	The second secon
	Postal Ballot (if aapplicable)		- And Andrews (Andrews)	S. Community of the com	1	*	*	
and Marketter states	Total	932622	527125	56.52	527125	0	100	0
Public- Non Institutions	E-Voting	30617397	13522	0.04	13522	ı	100	0
	Poll		28528	60.0	28528		100	0
THE PROPERTY OF THE PROPERTY O	Postal Ballot (if applicable)		1	ŀ	1	i		
	Total	30617397	42050	0.13	42050	0	100	
Total		120306000	64180306	53.35	64180306	0	001	0

Resolution No.	2	The second secon			***************************************	***************************************		
Resolution required (Ordinary/ Special)	Ordinary	ANALON DE DESCRIPCION DE LA CONTRACTOR D						Trifficer and the state of the
Whether promoter/	No				P. Verry, de les landaisses de la company de		And the second of the second o	
promoter group are interested in the agenda/resolution?							·	
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*	% of Votes against on votes polled (7)=[(5)/(2)]*1
Promoter and Promoter Group	E-Voting	88755981	63611131	71.67	63611131	0	100	0
	Poll		0	0	0	0	0	. 0
	Postal Ballot (if aapplicable)	r	•		i	6	•	5
and the state of t	Total	88755981	63611131	71.67	63611131	0	1001	0
Public- Institutions	E-Voting	932622	527125	56.52	527125	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		1	ż	1	98	*	40
	Total	932622	527125	56.52	527125	0	100	0
Public- Non Institutions	E-Voting	30617397	13522	0.04	13522	1	1001	0
	Poli		28528	60.0	28528	8	100	0
	Postal Ballot (if applicable)		1	đ	1	k	is the second se	
	Total	30617397	42050	0.13	42050	0	100	0
Total	With the later of	120306000	64180306	53.35	64180306	0	100	0



Resolution No.	8		ARABANANAN ARABAN ARABA					
Resolution required	Ordinary							
(Ordinary/ Special)								
Whether promoter/	Part of Promoter Group are interested in the Resolution	sted in the Resol	ution		A CONTRACTOR OF THE PROPERTY O			
promoter group are interested in the agends/resolution?						•		
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*	% of Votes against on votes polled (7)=[(5)/(2)]*1
Promoter and Promoter Group	E-Voting	88755981	29609240	33.36	29609240	0	100	0
A control of the cont	Poll	T	0	0	0	0	0	0
	Postal Ballot (if aapplicable)	1	in the second se	da.	Ŕ	2		1
	Total	88755981	29609240	33.36	29609240	0	100	0
Public- Institutions	E-Voting	932622	527125	56.52	243318	283807	46.16	53.84
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		1	L.	is.	ŧ	,	4
Control of the Contro	Total	932622	527125	56.52	243318	283807	46.16	53.84
Public- Non Institutions	E-Voting	30617397	13522	0.04	13317	205	98.48	1.52
	Poll		28528	0.00	28528	0	100	0
	Postal Ballot (if applicable)		,	ı	k	5	ş	Į.
	Total	30617397	42050	0.14	41845	205	99.51	0.49
Total		120306000	30178415	25.08	29894403	284012	90.66	0.94



Resolution No.	4				Warning and the second	***************************************		
Resolution required	Ordinary	A Company of the Comp	***************************************					
(Ordinary/ Special)								
Whether promoter/	No		**************************************					7,777,777,777
promoter group are								
interested in the agenda/resolution?	7							-
Category	Mode of Voting	No. of shares held	No. of votes polled (2)	% of Votes Polled on outstanding	No. of Votes - in favour (4)	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
)		(3)=[(2)/(1)]* 100		2	001	00
Promoter and Promoter Group	E-Voting	88755981	63611131	71.67	63611131	0	100	0
	Poll		0	0	0	0	0	0
-	Postal Ballot (if aapplicable)	1		•	i	a	E	+
	Total	88755981	63611131	71.67	63611131	0	100	0
Public- Institutions	E-Voting	932622	527125	56.52	0	527125	0	100
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		<u> </u>		-	•	1	,
	Total	932622	527125	56.52	0	527125	0	100
Public- Non Institutions	E-Voting	30617397	13522	0.04	13317	205	98.48	1.52
and the state of t	Poll		28528	60'0	28528	0	100	0
	Postal Ballot (if applicable)		t	•	ı	ŀ	•	
	Total	30617397	42050	0.13	41845	205	99.51	0.49
Total		120306000	64180306	53.35	63652976	527330	81.66	0.82
					A		£	,



Resolution No.	5		***************************************		***************************************			
Resolution required	Ordinary							
(Ordinary/ Special)								***************************************
Whether promoter/	No	THE PERSON NAMED AND ADDRESS OF THE PERSON NAMED AND ADDRESS O			THE PERSON OF TH			
promoter group are								nonu men
interested in the agenda/resolution?								
Category	· Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*	% of Votes against on votes polled (7)=[(5)/(2)]*1
Promoter and Promoter	E-Voting	88755981	63611131	100	63611131	0	100	0
dance	Poli	,	0	0	0	0		
	Postal Ballot (if aapplicable)		•	ı	•	,) 1
	Total	88755981	63611131	71.67	63611131	0	100	0
Public- Institutions	E-Voting	932622	527125	56.52	527125	0	100	0
And the state of t	Poll		0	0 .	0	0	0	0
	Postal Ballot (if applicable)		B.	*	•	2		No.
	Total	932622	527125	56.52	527125	0	100	
Public- Non Institutions	E-Voting	30617397	13522	0.04	13522	1	100	0
	Poll		28528	60.0	28528	•	100	0
	Postal Ballot (if applicable)		1	g	*	E	* Andrews of the state of the s	
	Total	30617397	42050	0.13	42050	0	100	0
Total		120306000	64180306	53.35	64180306	0	100	0



Resolution No.	9	***************************************			AND THE PROPERTY OF THE PROPER	***************************************		***************************************
Resolution required	Ordinary							
(Ordinary/ Special)								
Whether promoter/	Yes			W	The state of the s	TARAN TO THE TARANTA	A PARTY MANAGEMENT AND ADDRESS OF THE PARTY AN	
promoter group are interested in the								
agenda/resolution?								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*	% of Votes against on votes polled (7)=[(5)(2)]*1
Promoter and Promoter Group	E-Voting	88755981	0	0 001	0	0	0	0
	Poll		0	0	0	0	0	0
11111	Postal Ballot (if aapplicable)	,	*	Ē	44	*		D Å
The state of the s	Total	88755981	0	0	0	0	0	0
Public- Institutions	E-Voting	932622	527125	56.52	243318	283807	46.16	53.84
	Poli		0	0	0	0	0	0
	Postal Ballot (if applicable)		•	-	Ď	1	•	E
	Total	932622	527125	56.52	243318	283807	46.16	53.84
Public- Non Institutions	E-Voting	30617397	13502	0.04	13402	100	99.26	0.74
	Poli		28528	60.0	28528	0	100	0
	Postal Ballot (if applicable)		ŀ	B	1	ľ		E
* Application	Total	30617397	42030	0.13	41930	100	92.66	0.24
Total		120306000	569155	0.47	285248	283907	50.12	49.88



Resolution No.	7			***************************************				
Resolution required	Ordinary							
(Ordinary/ Special)								
Whether promoter/	No						A THE PARTY WHITE PARTY AND ALL AND ADDRESS OF THE PARTY AND ADDRESS OF	THE RESIDENCE AND ADDRESS OF THE PERSON OF T
promoter group are								
interested in the agenda/resolution?	,							-
Category	Mode of Voting	No. of shares held (1)	No. of votes polled	% of Votes Polled on outstanding	No. of Votes - in favour (4)	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
			(3)	shares (3)=[(2)/(1)]* 100		6	$(6)=[(4)/(2)]^*$ 100	(7)=[(5)/(2)]*1 00
Promoter and Promoter Group	E-Voting	88755981	63611131	71.67	63611131	0	100	0
	Poll	T	0	0	0	0	0	0
	Postal Ballot (if aapplicable)	1			1		8	*
	Total	88755981	63611131	71.67	63611131	0	1001	0
Public- Institutions	E-Voting	932622	527125	56.52	527125	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		•	1	*		1	E
	Total	932622	527125	56.52	527125	0	100	0
Public- Non Institutions	E-Voting	30617397	13522	0.04	13322	200	98.52	1.48
	Poil		28528	60.0	28528	0	100	0
	Postal Ballot (if applicable)			8	1	•	P	
	Total	30617397	42050	0.13	41850	200	99.52	0.48
Total		120306000	64180306	53.35	64180106	200	66.66	0.01



KNSHRIDHAR LASSOCIATES COMPANY SECRETARIES

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Scrutinizer's Report e-voting

(Pursuant to the section 108 and 109 of the Companies Act and the rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014)

30th September, 2016

To,

The Chairman of 37th Annual General Meeting of the Equity Shareholders of **Mirza International Limited** held on Thursday, 29th day of September, 2016 at 01:00 P.M. at Auditorium of Council for Leather Exports, HBTI Campus, Nawabgani, Kanpur - 208002

Dear Sir,

- l, 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 37th Annual General Meeting (AGM) of Equity Shareholders of **Mirza International Limited** held on Thursday, 29th day of September, 2016 at 01:00 P.M. at Auditorium of Council for Leather Exports, HBTI Campus, Nawabganj, Kanpur 208002, on the below mentioned resolutions, submit my consolidated report on E-voting and voting by poll at the 37th AGM in terms of section 108 of Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Amendment Rules, 2015:
- 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 37th AGM held on 29th September, 2016.

The E-voting module was kept open from 09:00 A.M. on September 26, 2016 till 05:00 P.M. on September, 2016. And the Karvy e-voting platform was blocked thereafter.

- 2. The Chairman of AGM allowed poll by polling paper in respect of the Resolutions contained in the notice convening 37th AGM for all those members who were present at the AGM and have not casted their votes by availing the E-voting facility.
- 3. After the time fixed for closing of the poll by the Chairman, Ballot box kept for the polling were locked with due identification marks.



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4. The locked ballot box were subsequently opened in presence of two witness viz. Mr. Rohit Sharma, R/O. 12/18, Gandhi Nagar, Shukla Ganj, Unnao and ms. Ankita Pandey, R/O. 128/354 H' Block Kidwai Nagar, Kanpur who are not in employment of the company. The have signed below in confirmation of e-votes being unblocked in their presence

(Kolid Sterona)

Ankita Pandey)

- 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 Karvy e-voting system were scrutinized and reviewed.

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

Ordinary Business

RESOLUTION NO 1.Ordinary resolution:

To receive consider and adopt the Audited Profit & Loss Account for the year ended 31st March 2016, the Balance Sheet as on that date and the reports of the Directors' and Auditors' Report thereon.

Voted in favour of Resolution

Number of members present and	Number of	%of total Number of
voting (in person or by proxy and		
E-voting)	by them	
66	64180306	100%

Number of members present and	Number of	%of total Number of
voting (in person or by proxy and		valid votes cast.
E-voting)	by them	
	-	- /

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Invalid Votes

Number of members present and	Number of votes cast by them
voting (in person or by proxy and	
E-voting) whose votes were	
declared invalid	
•	-

Abstained votes

Number of members present and voting (in person or by proxy and E-voting) whose abstained from votes	Number of votes cast by them
e-	-

Result

There being no votes cast against the resolution as set out in Notice as item No. 1. Hence ordinary resolution was passed unanimously.

RESOLUTION NO 2.: Ordinary resolution:

To declare Dividend:

Voted in favour of Resolution

Number of members present and	Number of	%of total Number of
voting (in person or by proxy and	valid votes cast	valid votes cast.
E-voting)	by them	
66	64180306	100%

Number of members present and	Number of	%of total Number of
voting (in person or by proxy and	valid votes cast	valid votes cast.
E-voting)	by them	
-	-	-



K N SHRIDHAR & ASSOCIATES COMPANY SECRETARIES

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Invalid Votes

Number of members present and voting (in person or by proxy and E-voting) whose votes were	Number of votes cast by them
declared invalid	
-	_
Į .	

Abstained votes

Number of members present and voting (in person or by proxy and E-voting) whose abstained from	Number of votes cast by them
votes	
*	~

Result

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

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 present and	Number of	%of total Number of
voting (in person or by proxy and	valid votes cast	valid votes cast.
E-voting)	by them	
53	29894403	100%

Number of members present and voting (in person or by proxy and E-voting)		
3	284012	100%



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Invalid Votes

Number of members present and voting (in person or by proxy and E-voting) whose votes were	Number of votes cast by them
declared invalid	-

Abstained votes

Number of members present and voting (in person or by proxy and E-voting) whose abstained from votes	Number of votes cast by them
10	34001891

Result

There being votes cast against the resolution as set out in Notice in item No. 3 is only 0.94 % which were much less then the votes cast in favour of resolution, hence ordinary resolution was passed with requisite majority.

RESOLUTION NO 4. : Ordinary resolution

To appoint a Director in place of Mr. Narendra Prasad Upadhyay, (DIN 00049196) who retires by rotation and being eligible offers himself for re-appointment:

Voted in favour of Resolution

Number of members present and voting (in person or by proxy and	1	1
E-voting)	by them	
58	63652976	100%

Number of members present and	Number of	%of total Number of
voting (in person or by proxy and	valid votes cast	valid votes cast.
E-voting)	by them	
8	527330	100%



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Invalid Votes

Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of votes cast by them
declared lilvalid	
-	-

Abstained votes

Number of members present and	Number of votes cast by them
voting (in person or by proxy and	
E-voting) whose abstained from	
votes	
-	-

Result

There being votes cast against the resolution as set out in Notice in item No. 4 is only 0.82 % which were much less then the votes cast in favour of resolution, hence ordinary resolution was passed with requisite majority.

RESOLUTION NO 5.: Ordinary resolution

To Appoint Auditors and fix their remuneration:

Voted in favour of Resolution

Number of members present and	Number of	%of total Number of
voting (in person or by proxy and	valid votes cast	valid votes cast.
E-voting)	by them	
66	64180306	100%

	Number of members present and	Number of	%of total Number of	
	voting (in person or by proxy and	valid votes cast	valid votes cast.	
	E-voting)	by them		28.40
	-	-	- /3	16 July 18 18 18 18 18 18 18 18 18 18 18 18 18
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			(2)	SECRA
			1	\ X /*

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Invalid Votes

Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of votes cast by them
•	-

Abstained votes

Number of members present and	Number of votes cast by them
voting (in person or by proxy and	
E-voting) whose abstained from	
votes	
44	11

Result

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

Special Business

RESOLUTION NO 6. Ordinary resolution:

Approval of Related Party transactions:

Voted in favour of Resolution

Number of members present and		
voting (in person or by proxy and	valid votes cast	valid votes cast.
E-voting)	by them	
45	285248	100%

Number of members present and voting (in person or by proxy and E-voting)		
2	283907	100%

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Invalid Votes

Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of votes cast by them
-	_

Abstained votes

Number of members present and voting (in person or by proxy and E-voting) whose abstained from votes	Number of votes cast by them
21	63611151

Result

There being 569155 votes cast out of which 283907 votes were cast against the resolution totaling 49.88% against votes cast in favour were 285248 totaling 50.12% as set out in Notice as item No. 5, hence ordinary resolution was passed with requisite majority.

RESOLUTION NO 7. Ordinary resolution

Appointment of Cost Auditor:

Voted in favour of Resolution

Number of members present and voting (in person or by proxy and	1	í
E-voting)	by them	
65	64180106	100%

1 200 100%	Number of members present and voting (in person or by proxy and E-voting)	Į.	1 1
	1	200	100%

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Invalid Votes

Number of members present and	Number of votes cast by them
voting (in person or by proxy and	·
E-voting) whose votes were	
declared invalid	
-	-

Abstained votes

Number of members present and voting (in person or by proxy and E-voting) whose abstained from votes	Number of votes cast by them
44	11

Result

There being 64169106 votes cast out of which 200 votes were cast against the resolution as set out in Notice as item No. 7. Hence ordinary resolution was **passed with requisite** majority.

- 7. A Compact Disc (CD) containing a list of Equity shareholders who voted "For", "Against" and those whose votes were declared invalid for each resolution is enclosed.
- 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

(K. N. Shidhan) FCS CP: 2612