

MIRZA INTERNATIONAL LIMITED

CIN-L19129UP1979PLC004821



January 31, 2018

To
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex
Bandra (East),
MUMBAI- 400 051

BSE Ltd.
Floor 25, P.J. Towers,
Dalal Street,
MUMBAI- 400 001

Subject : Minutes of Postal Ballot Proceedings held on January 31, 2018

Dear Sirs,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find attached herewith a copy of minutes of the proceedings held on January 31, 2018, in relation to the declaration of the results of Postal Ballot conducted for seeking approval of Members for Reclassification of the Status of Promoters Shareholding into Public Shareholding as stated in Postal Ballot Notice dated November 07, 2017.

Kindly take it on your records.

Thanking You

Yours faithfully

For MIRZA INTERNATIONAL LIMITED

(Ankit Mishra)
Company Secretary

MINUTES OF THE PROCEEDINGS HELD ON WEDNESDAY, JANUARY 31, 2018 AT THE REGISTERED OFFICE OF THE COMPANY AT 14/6, CIVIL LINES, KANPUR-208 001 RELATING TO DECLARATION OF THE RESULTS OF POSTAL BALLOT CONDUCTED BY THE MIRZA INTERNATIONAL LIMITED PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 ON THE RESOLUTION AS SET OUT IN THE NOTICE DATED NOVEMBER 07, 2017

The Board of Directors of the Company at its meeting held on November 07, 2017 has, subject to approval of Members and such other approvals, as may be necessary, approved the Reclassification of the Status of Promoters Shareholding into Public Shareholding.

The Board of Directors in its meeting also appointed Mr. K.N. Shridhar, Practicing Company Secretary (Membership No.: F3882) as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner for seeking the approval of members. As required under the Companies Act, 2013 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had offered remote e-voting facility as an alternate to enable them to cast their votes electronically instead of voting through Postal Ballot.

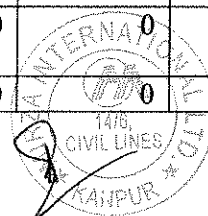
The dispatch of Postal Ballot Notice, Postal Ballot Forms along with the self-addressed postage prepaid envelope, pursuant to Section 110 of the Companies Act, 2013 read with the provisions of Companies (Management and Administration) Rules, 2014 as amended from time to time, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 on "General Meeting" for passing the Resolution as set out in the said Postal Ballot Notice of Members of the Company whose name appeared in the Register of Members as on December 08, 2017, was completed on December 26, 2017 through e-mail to members whose e-mail ids were available with the Company/ the Depositories or through permitted physical mode.

Newspaper advertisement containing the requisite particulars as required under Rule 22 of the Companies (Management and Administration) Rules, 2014 was published in "Business Standard" English and Hindi Edition on Wednesday, December 27, 2017.

The members were requested to return the Postal Ballot Form duly completed with their assent (for) or dissent (against), in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer or cast their votes through e-voting, on or before the close of working hours i.e by 05:00 P.M on Tuesday, January 30, 2018.

After due scrutiny of all the postal ballot forms and e-voting exercised at the designated website of Karvy Computershare Private Limited viz. www.evoting.karvy.com, received up to the 05:00 P.M on January 30, 2017 (being the last fixed for the receipt of the Postal Ballot Form(s) and e-voting by Members), Mr. K.N. Shridhar, Scrutinizer submitted his Report on January 31, 2018 containing the following details:

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	88472181	0	0	0	0	0	0
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	88472181	0	0	0	0	0	0



Public-Institutions	E-Voting	9070952	8263998	91.1040	8263998	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	9070952	8263998	91.1040	8263998	0	100.00	0.00
Public-Non Institutions	E-Voting	22762867	54650	0.2401	6490	48160	11.8755	88.1244
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		1080	0.0047	580	500	53.70	46.30
	Total	22762867	55730	0.2448	7070	48660	12.69	87.31
Total		12030600 0	8319728	6.9155	8271068	48660	99.41	0.59

Declaration of Results:

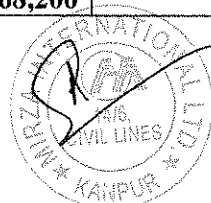
Mr. Irshad Mirza, Chairman of the Company, after receiving the Scrutinizer's report as referred above, announced that the following Ordinary Resolution as set out in the Postal Ballot Notice dated November 07, 2017, would be deemed to have passed with requisite majority on January 30, 2018, being the last date of receipt of Postal Ballot Forms and e-voting, from the Members of the Company and directed that the resolution be recorded in the Minutes Book recording the proceedings of General Meeting of the Company.

The Ordinary Resolution duly approved by the Members was under:

Item No. 01: Reclassification of the Status of Promoters Shareholding into Public Shareholding

“RESOLVED THAT pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other laws and regulations as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), and other applicable provisions; subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities, as may be necessary; the approval of the Members, be and is hereby accorded to reclassify the following persons/entities (hereinafter individually & jointly referred to as the “Applicants”) and currently forming part of the “Promoter and Promoter Group” holding 18,68,200 Equity Shares aggregating to 1.55 % of the paid up capital of the Company, from “Promoter & Promoter Group” shareholding of the Company to the “Public” shareholding of the Company:

Name	No. of Equity Shares	Percentage
Promoter and Promoter Group		
Maria Khan	9,00,000	0.75%
Wasia Urooj Khan	9,68,200	0.80%
Sabiha Hussain	NIL	NIL
Total	18,68,200	1.55%



RESOLVED FURTHER THAT on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicants, the Company shall effect such re-classification in the Statement of Shareholding Pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions”.

“RESOLVED FURTHER THAT any one of the Directors or Mr. Ankit Mishra, Company Secretary & Compliance Officer of the Company, be and is hereby authorized to perform and execute all such acts, deeds, matters and things including but not limited to making timely intimation to stock exchange(s), and to execute all other documents required to be filled in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard to give full effect to the aforesaid resolution”.

