

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

Sub: Submission of Postal Ballot Results as per the requirements of Regulation 44 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sirs,

In continuation to our letter dated December 27, 2017, whereby we had submitted the Postal Ballot Notice dated November 07, 2017 and related documents of Mirza International Limited (The Company) for seeking the consent of the members on resolution mentioned in the said Notice.

Mr. K.N.Shridhar, proprietor of M/s. K.N. Shridhar & Associates, Company Secretary in Whole Time Practice was appointed as scrutinizer by the Company to conduct the Postal Ballot in a fair and transparent manner, has submitted his report today i.e January 31, 2018.

We hereby enclosing the voting results of Postal Ballot of the Company as per the Regulation 44(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 along with scrutinizer report. The resolution set out in the Postal Ballot Notice was approved by the requisite majority.

You are requested to please take the aforesaid results on your records.

Thanking You

Yours Faithfully

For MIRZA INTERNATIONAL LIMITED

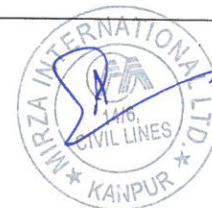

(Ankit Mishra)
Company Secretary

MIRZA INTERNATIONAL LIMITED

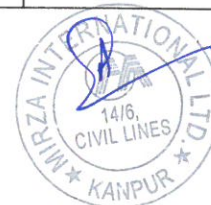
VOTING RESULT OF POSTAL BALLOT AS PER REGULATION 44(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Pursuant to the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) the consent of the members of the Company was sought on below mentioned resolution as set out in Postal Ballot Notice dated November 07, 2017 through remote e-voting/physical ballot. Mr. K.N. Shridhar, Proprietor of M/s. K.N.Shridhar & Associates, Company Secretary in Whole Time Practice, (holding Membership No. F3882), who was appointed as scrutinizer for conducting postal ballot process, submitted his report dated January 31, 2017.

Date of Declaration Result	Wednesday, January 31, 2018 [Remote e-voting period: Monday, January 01, 2018 at 09:00 IST to January 30, 2018 05:00 p.m IST]
Total number of shareholders on record date	34903
No. of shareholders present in the meeting either in person or through proxy	NA
Promoters and Promoter Group	
Public	
No. of Shareholders attended the meeting through Video Conferencing	NA
Promoters and Promoter Group	
Public	



Agenda	Re-classification of the Status of Promoter Shareholding into Public Shareholding							
Resolution required (Ordinary/ Special)	Ordinary							
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	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		120306000	8319728	6.9155	8271068	48660	99.41	0.59



Consolidated Scrutinizer's Report

(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)

31ST JANUARY 2018

To,

The Chairman,
Mirza International Limited
14/6 Civil Lines
KANPUR

Dear Sir,

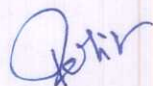
I, **K.N. SHRIDHAR, FCS**, a Company Secretary in Practice, have been appointed as a scrutinizer for the purpose of Remote E-Voting and voting by poll of Equity Shareholders of **Mirza International Limited**. E-Voting and Physical Ballot were commenced on 1st January 2018 and closes on 30th January 2018 at 5.00 P.M. for the below mentioned resolution. The scrutinizer submits its consolidated report on E-voting and voting by poll 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 as reported below:

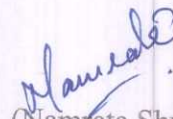


The E-voting module was kept open from (09:00 A.M.) on 1st January, 2018 till (05:00 P.M.) on 30th January 2018, and the Karvy e-voting platform was blocked thereafter.

2. The sealed ballot papers were received in Company's Registered Office at Kanpur, which were kept in steel box, duly locked and the keys were with the scrutinizer.
3. After the time fixed for closing of the poll by the Ballot box kept for containing Ballot Box was kept in custody of Scrutinizer.
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. Namrata Shukla, R/O. 120/772, Lajpat Nagar, Kanpur who are not in employment of the company. They have signed below in confirmation of e-votes being unblocked in their presence



(Rohit Sharma)



(Namrata Shukla)

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:

Contd..3..



Resolution No 1. Reclassification of the status of Promoters Shareholding into Public Shareholding.

Voted in favour of Resolution

Number of members voting (through E-voting and by ballot)	Number of valid votes cast by them	%of total Number of valid votes cast.
52	8271068	99.41%

Voted against the Resolution

Number of members voting (through E-voting and by ballot)	Number of valid votes cast by them	%of total Number of valid votes cast.
13	48660	0.59%

Invalid Votes

Number of members voting (through E-voting and by ballot)	Number of votes cast by them
-	-

Abstained votes

Number of members voting (through E-voting and by ballot)	Number of valid votes cast by them	%of total Number of valid votes cast.
1	30	00%

Result

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

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K N SHRIDHAR & ASSOCIATES
COMPANY SECRETARIES

111, Chandralok Complex,
26/72-D, Birhana Road, Kanpur
(O) 0512-2300628, 9935648484
Email : kn.shridhar@yahoo.co.in

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
For K.N. Shridhar & Associates


(K.N. SHRIDHAR)FCS
C.P. 2612

