MIRZA INTERNATIONAL LIMITED
CIN-L19129UP1979PLC004821

August 08, 2020

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 /E- Voting 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 July 07, 2020, whereby we had submitted the Postal Ballot Notice dated June 30, 2020 and related documents of Mirza International Limited (The Company) for seeking the consent of the members on resolution mentioned in the said Notice.

CS 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/ E- Voting in a fair and transparent manner, has submitted his report on August 07, 2020.

We hereby enclosing the voting results of Postal Ballot/ E- Voting 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

MIRZA INTERNATIONAL LTD. 14/6 CIVIL LINES KANPUR

Tasneef Ahmad Mirza
Director
DIN: 00049066
Encl.: As Above

Registered & Head Office : 14/6, Civil Lines, Kanpur - 208 001, INDIA Tel.: 91-512-2530775 Fax : 91-512-2530166
Corporate Office : A-7, Mohan Co-op Indl., Estate Mathura Road, New Delhi - 110 044, India Tel.: 91-11-26959553, Fax : 91-11-26959559
E-mail : mirzaknp@redtapeindia.com • Website : www.mirza.co.in

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 & Section 108 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 inforce) the consent of the members of the Company was sought on below mentioned resolution as set out in Postal Ballot Notice dated June 30, 2020 through remote e-voting. CS 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 August 07, 2020.

Date of Declaration Result	Saturday, August 08, 2020 [Remote e-voting period: Thursday, July 09, 2020 at 09:00 A.M IST to Friday, August 07, 2020 05:00 P.M IST]
Total number of shareholders on record date	46586
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	

Company Name	MIRZA INTERNATIONAL LIMITED
Date of the AGM/EGM	
Total number of shareholders on record date	46586
No. of shareholders present in the meeting either in	
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	ORDINARY - RECLASSIFICATION OF MRS. HUMA MIRZA FROM PROMOTER TO PUBLIC CATEGORY							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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	84764241	0	0.0000	00	0	0.0000	0.0000
	Poll	84764241	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	84764241	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	219288	0	0.0000	00	0	0.0000	0.0000
	Poll	219288	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	219288	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	35322471	507604	1.4371	425629	81975	83.8506	16.1493
	Poll	35322471	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	35322471	0	0.0000	00	0	0.0000	0.0000
	Total	120306000	507604	0.4219	425629	81975	83.8506	16.1494

MIRZA INTERNATIONAL LTD. 14/6 CIVIL LINES KANPUR

K N SHRIDHAR & ASSOCIATES
COMPANY SECRETARIES

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

Consolidated Scrutinizer's Report

[Pursuant to the Section 108 and 110 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Rule 21 of the Companies (Management and Administration) Rules, 2014]

07th August 2020

To,
The Chairman
Mirza International Limited
14/6 Civil Lines, Kanpur, Uttar Pradesh 208001

Dear Sir,

I, **K.N. SHRIDHAR, FCS**, a Company Secretary in Practice, have been appointed as a Scrutinizer for the purpose of scrutinizing voting by E-voting/Postal Ballot means in respect of passing of the resolution contained in the notice dated June 30, 2020 through Postal Ballot Notice.

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 the resolution contained in the Postal Ballot Notice.

   The Company had availed the E-voting facility offered by KFintech e-Voting system for conducting remote e-voting by the shareholders of the Company.

   The E-voting module was kept open from (09:00 A.M.) on 09th day of July, 2020, till (05:00 P.M.) on 07th day of August, 2020 and the KFintech e-voting platform was blocked thereafter.

KAILASH NATH SHRIDHAR
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Date: 2020.08.07 19:12:19 +05'30'

K N SHRIDHAR & ASSOCIATES
COMPANY SECRETARIES

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

2. 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 KFin Technologies Pvt Ltd e-voting system were scrutinized and reviewed.

The results of E-voting/Postal Ballot process are summarized as under:

Resolution No. 1: Ordinary Resolution:

Reclassification of Mrs. Huma Mirza from Promoter to Public Category

Voted in 'Favour' of Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies voted by postal ballot	Number of vote cast in 'Favour' of resolution by postal ballot	Total Number of vote cast through e-voting and postal ballot	% of total number of valid votes cast
98	4,25,629	-	-	4,25,629	83.85%

Voted 'Against' the Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Against' resolution by e-voting	Number of Member/Proxies voted by postal ballot	Number of vote cast in 'Favour' of resolution by postal ballot	Total Number of vote cast through e-voting and postal ballot	% of total number of valid votes cast
19	81,975	-	-	81,975	16.15%

'Invalid/Abstained' Votes

Number of Members	Number of votes cast	Number of Member/	Number of vote cast	Total Number of votes cast through e-voting and

KAILASH NATH SHRIDHAR
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Date: 2020.08.07 19:11:58 +05'30'

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

voted through electronic voting system	invalid by e-voting	Proxies voted by postal ballot	invalid by postal ballot	postal ballot
02	1,170	-	-	1,170

Result:

There being 4,25,629 votes cast in favor of the resolution and 81,975 votes cast against the resolution as set out in Notice as item No. 1, the resolution was passed **as a ordinary resolution**.

3. The E-voting record were handed over to us as authorized by the Board for safe keeping.

Thanking you

Yours faithfully
For K.N. Shridhar & Associates

KAILASH NATH SHRIDHAR
Digitally signed by KAILASH NATH SHRIDHAR Date: 2020.08.07 19:11:37 +05'30'

(K.N. Shridhar) FCS
Proprietor C.P.: 2612

Date: 07/08/2020
Place: Kanpur
UDIN: F003882B000561274

August 08, 2020

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/E- Voting Proceedings

Dear Sir(s),

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 August 08, 2020, in relation to the declaration of the results of Postal Ballot/ E- Voting conducted for seeking approval of Members as stated in Postal Ballot Notice dated June 30, 2020.

Kindly take it on your records.

Thanking You

Yours faithfully

For MIRZA INTERNATIONAL LIMITED

MIRZA INTERNATIONAL LTD. 14/6 CIVIL LINES KANPUR

Tasneef Ahmad Mirza
Director
DIN: 00049066

MINUTES OF THE PROCEEDINGS HELD ON SATURDAY, AUGUST 08, 2020 AT THE REGISTERED OFFICE OF THE COMPANY AT 14/6, CIVIL LINES, KANPUR-208001 RELATING TO DECLARATION OF THE RESULTS OF POSTAL BALLOT/ E-VOTING CONDUCTED BY THE MIRZA INTERNATIONAL LIMITED PURSUANT TO SECTION 110 & SECTION 108 OF THE COMPANIES ACT, 2013 ON THE RESOLUTION AS SET OUT IN THE NOTICE DATED JUNE 30, 2020.

The Board of Directors of the Company by circulation on June 30, 2020 has, subject to approval of Members and such other approvals, as may be necessary, approved the following Resolution:

1. TO CONSIDER AND ANALYZE THE REQUEST RECEIVED FROM MRS. HUMA MIRZA FOR RE-CLASSIFICATION FROM PROMOTER AND PROMOTER GROUP CATEGORY TO PUBLIC CATEGORY.

The Board of Directors in its meeting also appointed CS 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, and as per MCA circulars dated April 8, 2020 and April 13, 2020 and June 15, 2020 the Company had offered remote e-voting facility to enable shareholders to cast their votes electronically instead of voting through Postal Ballot.

The dispatch of Postal Ballot Notice, 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" and General Circular No.14/2020 dated April 8, 2020 read with General Circular No.17/2020 dated April 13, 2020 and Circular No. 22/2020 dated June 15, 2020 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") 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 June 30, 2020 was completed on July 09, 2020 through e-mail to members whose e-mail ids were available with the Company/ the Depositories.

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 Thursday, July 09, 2020.

The members were requested to read the instructions in the Notes under the section 'Voting through electronic means' in this Notice so that they can cast their e-votes, on or before 5:00 P.M. on Friday, August 07, 2020.

After due scrutiny of all the e-voting exercised at the designated website of KFin Technologies Private Limited viz. www.evoting.karvy.com, received up to the 05:00 P.M on August 07, 2020 (being the last fixed for e-voting by Members), CS K.N. Shridhar, Scrutinizer submitted his Report on August 07, 2020 containing the following details:

MIRZA INTERNATIONAL LTD.
14/6
CIVIL LINES
KANPUR

Company Name	MIRZA INTERNATIONAL LIMITED
Date of the AGM/EGM	
Total number of shareholders on record date	46586
No. of shareholders present in the meeting either in	
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	ORDINARY - RECLASSIFICATION OF MRS. HUMA MIRZA FROM PROMOTER TO PUBLIC CATEGORY							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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
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Public- Institutions	E-Voting	219288	0	0.0000	00	0	0.0000	0.0000
	Poll	219288	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	219288	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	35322471	507604	1.4371	425629	81975	83.8506	16.1493
	Poll	35322471	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	35322471	0	0.0000	00	0	0.0000	0.0000
	Total	120306000	507604	0.4219	425629	81975	83.8506	16.1494

MIRZA INTERNATIONAL LTD. 14/6 CIVIL LINES KANPUR

Declaration of Results:

Mr. Tasneef Ahmad Mirza, Whole Time Director 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 June 30, 2020, would be deemed to have passed with requisite majority on August 07, 2020, being the last date of 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. 1

To consider and, if thought fit, to pass the following rsesolution as an ***Ordinary Resolution:***

"**RESOLVED THAT** pursuant to Regulation 31A and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments made thereto) (hereinafter referred to as "Listing Regulations") and other applicable laws, and subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities, as may be necessary, the consent of the shareholders of the Company be and is hereby accorded for re-classification of Mrs. Huma Mirza, currently classified as one of the Promoter Shareholders of the Company holding 33,59,800 equity shares aggregating to 2.79% of paid up capital of the Company from 'promoter' category to 'public' category.

RESOLVED FURTHER THAT Managing Director or Whole Time Director(s) or the Company Secretary of the Company, be and are hereby severally or jointly authorized to submit application for reclassification to the Stock Exchanges wherein securities of the Company are listed or any other regulatory body as may be required and to take such steps expedient or desirable to give effect to this resolution.

RESOLVED FURTHER THAT upon receipt of approval from the Stock Exchanges on application made by the Company for reclassification of Mrs. Huma Mirza, the Company shall effect such reclassification in the shareholding pattern from the immediate succeeding quarter under Regulation 31 of Listing Regulations and in compliance with 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 increase in the level of public shareholding pursuant to above mentioned re-classification shall not be counted towards achieving compliance with minimum public shareholding requirement under Rule 19A of the Securities Contracts (Regulation) Rules, 1957, and the provisions of the SEBI LODR.

RESOLVED FURTHER THAT a copy of the above resolution certified by any one of the Directors or Company Secretary be submitted to the concerned authorities and they be requested to act upon the same."

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MIRZA INTERNATIONAL LTD. 14/6 CIVIL LINES KANPUR