



December 27, 2017

BSE Limited
Floor 25, P J Towers
Dalal Street,
Mumbai-400 001

National Stock Exchange of India Limited
Exchange Plaza
Bandra-Kurla Complex
Bandra (East), Mumbai-400 051

Dear Sirs,

Sub: Completion of dispatch of the Postal Ballot Notice and Form

The Board of Directors in its Meeting held on November 07, 2017 had approved the Postal Ballot for the purpose of "Reclassification of the Status of Promoters Shareholding into Public Shareholding".

Pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform that the dispatch of the Postal Ballot Notice and Postal Ballot Form along with the postage pre-paid self-addressed Business Reply Envelope has been completed on i.e., December 26, 2017 to the Members of the Company, who were holding Shares in the Company either in physical form or in dematerialized form, as on the closure of the cut-off date i.e. December 08, 2017.

The Postal Ballot Notice and Postal Ballot Form are enclosed for your record.

Thanking You

Yours Faithfully

For MIRZA INTERNATIONAL LIMITED

(Ankit Mishra)
Company Seretary

Enclosure: as above



MIRZA INTERNATIONAL LIMITED

Registered Office: 14/6, Civil Lines, Kanpur-208 001

CIN: L19129UP1979PLC004821, Tel.: 91-512-2530775 Fax: 91-512-2530166

Website: www.mirza.co.in E-mail: ankit.mishra@redtapeindia.com

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and further amendments, if any made thereunder

To,

The Members,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("Act") read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014, as amended from time to time including any statutory modification or re-enactment thereof for the time being in force, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, to the members of Mirza International Limited that it is proposed to transact the following special business by the members of the Company by passing the resolution through postal Ballot or E-Voting:

SPECIAL BUSINESS

RESOLUTION NO.1

Reclassification of the Status of Promoters Shareholding into Public Shareholding

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

"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,



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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".

**By order of the Board
For Mirza International Limited**

Date : 07/11/2017

Place: Kanpur

**(Ankit Mishra)
Company Secretary & Compliance Officer
ACS 30650**

NOTES

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts and reasons for the proposed resolution is appended herein below.
2. Mr. K.N. Shridhar, Practicing Company Secretary (Membership No.: F3882), has been appointed as Scrutinizer for conducting the Postal Ballot and e-voting process in accordance with the Companies Act, 2013 and the Rules made thereunder in a fair and transparent manner.
3. As per Section 110 of the Act read with Rule 20 & 22 of the Companies (Management and Administration) Rules 2014, as amended from time to time, the Postal Ballot Notice may be served on the members through electronic means, or by registered post/speed post or through courier service. Accordingly, Members who have registered their e-mail Ids with depositories or with the Company are being sent this Postal Ballot Notice by e-mail and the members who have not registered their e-mail Ids will receive Postal Ballot Notice along with the Postal Ballot form by any permitted mode.
4. The Postal Ballot Notice is being sent to all the members whose names appear on the Register of Members / list of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on closure of Business hours on December 08, 2017, and a person who ceases to be a Member after the said date, should treat this Notice for information purposes only. Voting Rights shall be reckoned on the paid up value of shares registered in the name of the Members as on December 09, 2017. A member cannot exercise his/her vote by proxy on Postal Ballot.
5. A Postal Ballot Form and a postage prepaid self-addressed business reply envelope are attached to this Notice. The self-addressed envelope bears the address to which duly completed Postal Ballot Form is to be sent.
6. In compliance with the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with the relevant Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has also extended e-voting facility as an alternate, for its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The instructions for e-voting are mentioned in the Postal Ballot Form, given electronically. The Company has engaged the services of Karvy Computershare Private Limited (Karvy) for the purpose of providing e-voting facility to the members.
7. The documents referred to in the Notice and explanatory statement annexed thereto are available for inspection at the registered office of the Company between 11:00 A.M. To 1:00 P.M. on all working days, till January 30, 2018.
8. The Members who do not receive the Postal Ballot Notice and Form may apply to the Company at ankit.mishra@redtapeindia.com to receive the duplicate thereof.
9. The members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot form and record their assent (for) or dissent (against) to the item(s) so listed, by returning the same duly completed and signed in the attached postage pre-paid self-addressed envelope. However, Postal Ballot Forms(s), may also be deposited personally at the



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address given thereon. The duly complete Postal Ballot Form(s) should reach the Scrutinizer on or before 5 P.M. IST of January 30, 2018 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member(s).

10. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. He will submit his report on the result of the voting by Postal Ballot and e-voting to the Chairman or a person authorised by him in writing on Wednesday, January 31, 2018.
11. The final results of the voting by Postal Ballot, as to whether the resolution has been carried or not, will be declared by the Chairman or a person authorised by him in writing, at the registered office of the Company at 14/6, Civil Lines, Kanpur- 208 001 on Wednesday, January 31, 2018, along with details of the number of votes cast for and against the Resolution, invalid votes. The results of the Postal Ballot with details of the number of votes cast for and against the Resolution. Invalid votes and whether the Resolution has been carried or not, along with Scrutinizer Report will be displayed on the Notice Board of the Company at its Registered Office and will also be posted on the website of the Company www.mirza.co.in as well as on the website on Karvy Computershare Private Limited www.evoting.karvy.com and shall be intimated to the Stock Exchanges on which the shares of the Company are listed. The results of the Postal Ballot shall also be published in the newspapers. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting .
12. The Postal Ballot Notice is also placed on the website of the Company www.mirza.co.in and on the website Karvy Computershare Private Limited (Karvy) www.evoting.karvy.com.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Resolution No. 1

Reclassification of the Status of Promoters Shareholding into Public Shareholding

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") has provided a regulatory mechanism for classification of Promoters & Promoter group as Public Shareholders subject to fulfilment of conditions as provided therein.

In this regard, the Company received applications from the person/entities (as set out below) pursuant to Regulation 31A of the Listing Regulations for classifying them under the Public Category since their names have been included as a part of the Promoter and Promoter group.

They are financially independent persons/entities, who take independent investment decisions and are no way related to any of the business carried out by the Company. Further they do not hold any key managerial position or representations of the Board of Directors in the Company and have not engaged in any management or day to day affairs of the Company and also do not have any right either to appoint any Director of the Company or an ability to control the management or policy decisions of the Company in any manner whatsoever including by virtue of their shareholding. Further, they shall not act as a key management person of the Company for a period of more than three years from the date of the shareholders approval in relation to this reclassification. None of their act influences the decision taken by the Company or with the Promoter of the Company.

S. No.	Name of the shareholder proposed to be reclassified	No. of Shares held in the Company as on date of notice from members	% of holding in the total capital of the Company as on date of notice from member
1	Maria Khan	9,00,000	0.75%
2	Wasia Urooj Khan	9,68,200	0.80%
3	Sabiha Hussain	NIL	NIL
	Total	18,68,200	1.55%



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Vide their letters dated November 06, 2017, the Promoter and Promoter Group have requested the Company for:

- (i) Declassification of the various persons/entities (as mentioned in the table above) as the Promoter and Promoter Group; and
- (ii) Reclassification of its shareholding of the various persons/entities (as mentioned in the table above) as public shareholding.

In view of the explanations given by the applicants as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, the Board of Directors of the Company at their meeting held on November 07, 2017, have approved all the applications for reclassification received by the Company as above from Promoter and Promoter Group category to Public category subject to approval by the members and relevant regulatory authorities. As required, intimation has been sent to Stock Exchanges based on declaration received from the aforesaid persons/entities.

Further as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfils the minimum public shareholding requirement of at least 25% and the proposed reclassification does not intend to increase the public shareholding to achieve compliance with the minimum public shareholding requirement.

Further, in accordance with Regulation 31A of the Listing Regulations, the said reclassification requires the approval of the Stock Exchanges, where the shares of the Company are listed. In terms of the procedure adopted by the Stock Exchanges for granting such approval, the Stock Exchanges, inter alia, require that the Company obtain the consent of the Shareholders of the Company, for the said reclassification.

None of the Directors of the Company are interested in the matter except Mr. Irshad Mirza, Mr. Rashid Ahmed Mirza, Mr. Shahid Ahmad Mirza, Mr. Tauseef Ahmad Mirza and Mr. Tasneef Ahmad Mirza, being relative of the above mentioned persons.

The Board recommend the passing of the resolution as set out under item no.1 for approval of the members as Ordinary Resolution through postal ballot.

The relevant documents in this regard are available for inspection in physical and/or electronic form, between 11:00 A.M. to 1:00 P.M. on all working days, till January 30, 2018 at the Registered Office of the Company.

You are requested to communicate your assent or dissent for the aforesaid proposal(s), in accordance with the instructions set out herein.

**By order of the Board
For Mirza International Limited**

**Date : 07/11/2017
Place: Kanpur**

**(Ankit Mishra)
Company Secretary & Compliance Officer
ACS 30650**



MIRZA INTERNATIONAL LIMITED

Registered Office: 14/6, Civil Lines, Kanpur-208 001
CIN: L19129UP1979PLC004821, Tel.: 91-512-2530775 Fax: 91-512-2530166
Website: www.mirza.co.in E-mail: ankit.mishra@redtapeindia.com

POSTAL BALLOT FORM

(To be returned to the Scrutinizer)

Serial No.:

1.	Name(s) of the Shareholder(s) including Joint-holders, if any (in Block Letters)	:	
2.	Registered Address of the Sole/ First named shareholder	:	
3.	Registered Folio no./DPID No. / Client ID No. (*Applicable to investors holding shares in demat form)	:	
4.	No. of Equity Shares held	:	

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN

I/We hereby exercise my/our vote in respect of the Ordinary Resolution to be passed through Postal Ballot for the special business stated in the Postal Ballot Notice of the Company dated 07.11.2017 by sending my/our assent or dissent to the said resolution by placing tick(✓) mark at the appropriate box below.

Item No.	Description	No. of Shares held	I/we assent to the Resolution (For)	I/we assent to the Resolution (Against)
1.	Reclassification of the Status of Promoters Shareholding into Public Shareholding			

Place :

Date:

(Signature of the Shareholder)

Notes : If the voting rights are exercised electronically, there is no need to use this form.

Please read carefully the instructions printed in the Postal Ballot Notice before exercising the vote.

INSTRUCTIONS FOR VOTING:

- A. In case a Member receives an e-mail from Karvy [for members whose email addresses are registered with the Company/ Depositories]:
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. USER ID and password). In case of physical folio, USER ID will be EVEN number followed by folio number. In case of Demat account , USER ID will be your DP ID and Client ID. However, if you are already registered with Karvy for remote e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering the details appropriately, click on LOGIN.
 - iv. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case [A-Z], one lower case [a-z], one numeric value (0-9) and a special character (@, #, \$ etc.). The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the EVENT i.e MIRZA INTERNATIONAL LIMITED.
 - vii. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click "FOR"/"AGAINST" as the case may be. You are not required to cast all your votes in the same manner. You may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding

as mentioned herein above. You may also choose the option "ABSTAIN" in case you wish to abstain from voting. If you do not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head

- viii. Shareholders holding multiple Folios/ Demat account shall choose the voting process separately for each Folios/ Demat Account.
- ix. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to Modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution(s).
- x. Corporate/ Institutional shareholders [i.e. other than individuals, HUF, NRI, etc.] are required to send scanned copy [PDF/ JPG Format] of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory [ies] who are authorized to vote, to the Scrutinizer through e-mail at kn.shridhar@gmail.com with a copy marked to evoting@karvy.com.
- xi. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
- B. In case of Members receiving physical copy of Notice [for members whose email IDS are not registered with the Bank/ Depository Participant(s)]
 - i. Remote E-voting Event Number (even), USER ID and Password is provided in E-voting Form.
 - ii. Please follow all steps from SL. No. (i) to (xii) above to cast your vote by electronic means

C. PROCESS FOR MEMBER OPTING FOR VOTING BY POSTAL BALLOT

- i. Members desiring to cast their vote by Postal Ballot should complete and sign the postal ballot form and send it to the scrutinizer, Mr. K.N Shridhar, Practicing Company Secretary (Membership No.: F3882) at the Registered Office of the Company. Postal Ballot Forms deposited in person will also be accepted .
- ii. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next name member.
- iii. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the complete Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution /Authority Letter, with the specimen signature(s) of the authorised signatory(ies) duly attested .
- iv. The signature of the members on this postal ballot form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialized form or in physical form, respectively.
- v. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than Tuesday, January 30, 2017 (5:00 P.M. IST) Postal Ballot Forms received after this date will be considered invalid.
- vi. The Postal ballot form shall be considered invalid if:
 - (a) A form other than the one issued by the Company has been used.;
 - (b) It has not been signed by or on behalf of the Member.
 - (c) Signature on the postal ballot form doesn't match the specimen signatures with the Company
 - (d) it is not possible to determine without any doubt the assent or dissent of the Member;
 - (e) Neither assent nor dissent is mentioned;
 - (f) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
 - (g) The envelope containing the postal ballot form is received after the last date prescribed;
 - (h) The Postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - (i) It is received from a Member who is in arrears of payment of calls;
 - (j) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
 - (k) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
- vii. A Member seeking duplicate Postal Ballot form or having any grievance pertaining to the postal Ballot process can write to Mr. Ankit Mishra, Company Secretary & Compliance Officer of the Company at e-mail ID ankit.mishra@redtapeindia.com.
- viii. Members are requested not to send paper (other than the resolution/authority as mentioned above) along with the postal Ballot Form.

D. Other Instructions :

- i The e-voting period commences on Monday, January 01, 2018 (9:00 A.M. IST) and ends on Tuesday, January 30, 2018 (5.00 P.M. IST) and voting shall not be allowed beyond the said date and time. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Saturday, December 09, 2017, may cast their vote electronically. The e-voting module shall be disabled by Karvy Computershare Private Limited for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- ii The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company on Saturday, December 09, 2017.
- iii Voting rights in the Postal Ballot/e-voting cannot be exercised by a proxy.
- iv Mr. K.N. Shridhar, Practicing Company Secretary (Membership No.: F3882) has been appointed as the Scrutinizer to e-voting process (including the Ballot Form received from Members who do not have access to the e-voting process) in a fair and transparent manner.
- v The Scrutinizer will submit his report to the Chairman of the Company or the person authorized by him on Wednesday, January 31, 2018.
- vi Members who do not have access to e-voting facility may send duly/completed Ballot Form so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. K.N. Shridhar, Practicing Company Secretary (Membership No.: F3882) at the Registered Office of the Company not later than Tuesday, January 30, 2018 (5:00 P.M. IST).
- vii. A member cannot vote both by post and e-voting and if he votes by post and e-voting, his vote by post shall be treated as invalid.