

MIRZA INTERNATIONAL LIMITED

CIN-L19129UP1979PLC004821



September 29, 2017

To
The Manager
National Stock Exchange of India Limited
Exchange Plaza, Bandrakurla Complex
Dalal Street, Fort, Mumbai- 400001
Ref: MIRZAINIT

To
The Manager
BSE Ltd. Phirozejeejeebhoy Towers
Bandra (E) Mumbai-400051
Scrip Code: 526642

Sirs,

Sub: Voting Results of 38th Annual General Meeting of the Company held on September 28, 2017

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 Eight Annual General Meeting (AGM) of Mirza International Limited held on September 28, 2017 at 01:00 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 38th 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

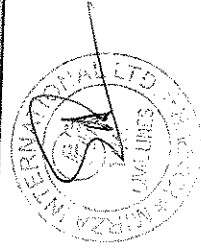
(Ankit Mishra)
Company Secretary
Encl: as above

Company Name	MIRZA INTERNATIONAL LIMITED
Date of the AGM/EGM	
Total number of shareholders on record date	31328
No. of shareholders present in the meeting	
Promoters and Promoter Group:	5
Public:	27
No. of Shareholders attended the meeting through Video Conferencing	NIL
Promoters and Promoter Group:	0
Public:	0
	32

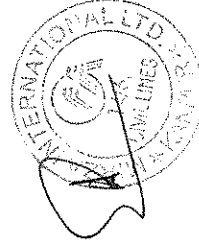
ORDINARY - Consider and adopt Standalone and Consolidated Audited Financial Statements for the Financial Year ended on March 31, 2017 and the Report of the Auditors thereon.									
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?								
Category		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	No								
	E-Voting	88655981	44129740	49.7764	44129740	0	100.0000	0.0000	
	Poll	88655981	41128791	46.3914	41128791	0	0.0000	0.0000	
	Postal Ballot (if applicable)								
Public- Institutions	E-Voting	88655981	0	0.0000	00	0	0.0000	0.0000	
	Poll	8407258	6674085	79.3848	6674085	0	100.0000	0.0000	
	Postal Ballot (if applicable)	8407258	0	0.0000	00	0	0.0000	0.0000	
Public- Non Institutions	E-Voting	8407258	0	0.0000	00	0	0.0000	0.0000	
	Poll	23242761	1806509	7.7724	1806509	0	100.0000	0.0000	
	Postal Ballot (if applicable)	23242761	366863	1.5784	366863	0	0.0000	0.0000	
	Total	120306000	94105988	78.2722	94105988	0	100.0000	0.0000	



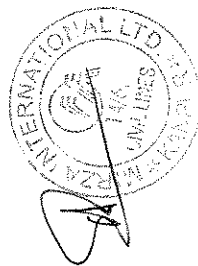
ORDINARY - Declaration of dividend for the Financial Year 2016-17									
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding 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	88655981	44129740	49.7764	44129740	0	100.0000	0.0000	
	Poll	88655981	41128791	46.3914	41128791	0	100.0000	0.0000	
	Postal Ballot (if applicable)								
Public- Institutions	E-Voting	88655981	0	0.0000	00	0	0.0000	0.0000	
	Poll	8407258	6674085	79.3848	6674085	0	100.0000	0.0000	
	Postal Ballot (if applicable)	8407258	0	0.0000	00	0	0.0000	0.0000	
Public- Non Institutions	E-Voting	8407258	0	0.0000	00	0	0.0000	0.0000	
	Poll	23242761	1806509	7.7724	1806509	0	100.0000	0.0000	
	Postal Ballot (if applicable)	23242761	366863	1.5784	366863	0	100.0000	0.0000	
Total		120306000	94105988	78.2222	94105988	0	100.0000	0.0000	0.0000



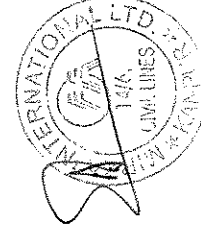
ORDINARY - Appointment of Director in place of Mr. Tauseef Ahmad Mirza (DIN: 00049037) who retires by rotation and being eligible, seeks re-appointment.									
Resolution required: (Ordinary/Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode 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	88655981	25456740	28.7141	25456740	0	100.0000	0.0000	
	Poll	88655981	0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)	88655981	0	0.0000	00	0	0.0000	0.0000	
Public- Institutions	E-Voting	8407258	4400685	52.3439	4080444	320241	92.7229	7.2771	
	Poll	8407258	0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)	8407258	0	0.0000	00	0	0.0000	0.0000	
Public- Non Institutions	E-Voting	23242761	1806509	7.7724	1806455	54	99.9970	0.0030	
	Poll	23242761	366863	1.5784	366863	0	100.0000	0.0000	
	Postal Ballot (if applicable)	23242761	0	0.0000	00	0	0.0000	0.0000	
Total		120306060	32030797	26.6244	31710502	320295	99.0000	1.0000	



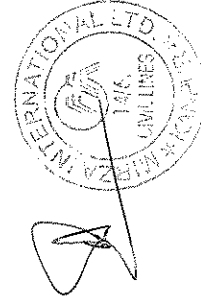
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Director in place of Mr. Shahid Ahmad Mirza (DIN: 00048990) who retires by rotation and being eligible, seeks re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	yes									
Category	Mode 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	88655981	22687150	25.5901	22687150	0	100.0000			
	Poll	88655981	0	0.0000	00	0	0.0000			0.0000
	Postal Ballot (if applicable)	88655981	0	0.0000	00	0				0.0000
Public- Institutions	E-Voting	8407258	6674085	79.3848	2403400	4270685	0.0000			0.0000
	Poll	8407258	0	0.0000	00	0	36.0109			63.9891
	Postal Ballot (if applicable)	8407258		0.0000	00	0	0.0000			0.0000
Public- Non Institutions	E-Voting	23242761	1806509	7.7724	1806455	54	0.0000			0.0000
	Poll	23242761	366863	1.5784	366863	0	99.9970			0.0030
	Postal Ballot (if applicable)	23242761		0.0000	00	0	100.0000			0.0000
Total		120306000	31534607	26.2120	27263868	4270739	86.4570			13.5430



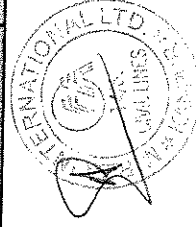
Resolution required: (Ordinary/ Special)		ORDINARY - Appointment of M/s. D R A & Co., Chartered Accountants as Statutory Auditors of the Company								
Whether promoter/ promoter group are interested in the agenda/resolution?		No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (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	88655981	44129740	49.7764	44129740	0	100.0000	0.0000		
	Poll	88655981	41128792	46.3914	41128792	0	100.0000	0.0000		
	Postal Ballot (if applicable)	88655981	0	0.0000	00	0	0.0000	0.0000		
Public- Institutions	E-Voting	8407258	6674085	79.3848	6674085	0	100.0000	0.0000		
	Poll	8407258	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	8407258	0	0.0000	00	0	0.0000	0.0000		
Public- Non Institutions	E-Voting	23242761	1806509	7.7724	1806417	92	99.9949	0.0051		
	Poll	23242761	366863	1.5784	366863	0	100.0000	0.0000		
	Postal Ballot (if applicable)	23242761	0	0.0000	00	0	0.0000	0.0000		
Total		120306000	94105989	78.2222	94105897	92	99.9999	0.0001		



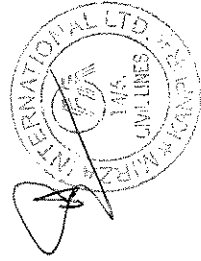
SPECIAL - Re-appointment of Mr. Irshad Mirza (DIN-00048946) as Chairman (Executive) of the Company										
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	yes								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (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	88655981	15567740	17.5597	15567740	0	100.0000			0.0000
	Poll	88655981	0	0.0000	00	0	0.0000			0.0000
	Postal Ballot (if applicable)	88655981	0	0.0000	00	0	0.0000			0.0000
Public- Institutions	E-Voting	8407258	4400685	52.3439	4400685	0	100.0000			0.0000
	Poll	8407258	0	0.0000	00	0	0.0000			0.0000
	Postal Ballot (if applicable)	8407258	0	0.0000	00	0	0.0000			0.0000
Public- Non Institutions	E-Voting	23242761	1806509	7.7724	1806435	74	99.9959			0.0000
	Poll	23242761	366863	1.5784	366863	0	100.0000			0.0041
	Postal Ballot (if applicable)	23242761	0	0.0000	00	0	0.0000			0.0000
Total		120306000	22141797	18.4046	22141723	74	99.9997			0.0003



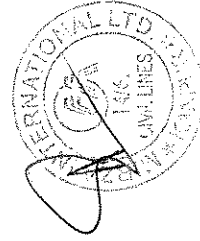
SPECIAL - Re-appointment of Mr. Rashid Ahmed Mirza (DIN-00049009) as Managing Director of the Company									
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (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	88655981	15375690	17.3431	15375690	0	100.0000	0.0000	
	Poll	88655981	0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)	88655981	0	0.0000	00	0	0.0000	0.0000	
Public- Institutions	E-Voting	8407258	6674085	79.3848	6674085	0	100.0000	0.0000	
	Poll	8407258	0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)	8407258	0	0.0000	00	0	0.0000	0.0000	
Public- Non Institutions	E-Voting	23242761	1806509	7.7724	1806435	74	99.9959	0.0041	
	Poll	23242761	366863	1.5784	366863	0	100.0000	0.0000	
	Postal Ballot (if applicable)	23242761	0	0.0000	00	0	0.0000	0.0000	
Total		120306000	24223147	20.1346	24223073	74	99.9997	0.0003	



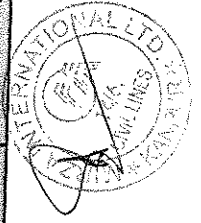
SPECIAL - Re-appointment of Mr. Shahid Ahmad Mirza (DIN-00048990) as Whole Time Director of the Company									
Resolution required: (Ordinary/ Special)	yes								
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 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	88655981	22687150	25.5901	22687150	0	100.0000		0.0000
	Poll	88655981	0	0.0000	00	0	0.0000		0.0000
	Postal Ballot (if applicable)								
Public- Institutions	E-Voting	88655981	0	0.0000	00	0	0.0000		0.0000
	Poll	8407258	6674085	79.3848	6674085	0	100.0000		0.0000
	Postal Ballot (if applicable)	8407258	0	0.0000	00	0	0.0000		0.0000
Public- Non Institutions	E-Voting	8407258	0	0.0000	00	0	0.0000		0.0000
	Poll	23242761	1806509	7.7724	1806415	94	99.9948		0.0052
	Postal Ballot (if applicable)	23242761	366863	1.5784	366863	0	100.0000		0.0000
Total		120506000	31534607	26.2120	31534513	94	99.9997		0.0003



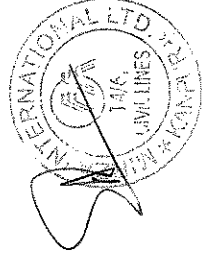
SPECIAL - Re-appointment of Mr. Tauseef Ahmad Mirza (DIN-00049037) as Whole Time Director of the Company									
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (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	88655981	25456740	28.7141	25456740	0	100.0000	0.0000	
	Poll	88655981	0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)	88655981	0	0.0000	00	0	0.0000	0.0000	
Public- Institutions	E-Voting	8407258	4400685	52.3439	4400685	0	100.0000	0.0000	
	Poll	8407258	0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)	8407258	0	0.0000	00	0	0.0000	0.0000	
Public- Non Institutions	E-Voting	23242761	1806509	7.7724	1806415	94	99.9948	0.0052	
	Poll	23242761	366863	1.5784	366863	0	100.0000	0.0000	
	Postal Ballot (if applicable)	23242761	0	0.0000	00	0	0.0000	0.0000	
Total		120306000	32030797	26.5244	32030703	94	99.9997	0.0003	



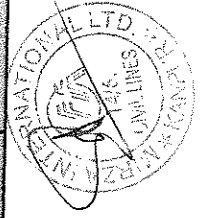
SPECIAL - Re-appointment of Mr. Tasneef Ahmad Mirza (DIN-00049066) as Whole Time Director of the Company									
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (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	88655981	28930040	32.6318	28930040	0	100.0000	0.0000	
	Poll	88655981	0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)	88655981	0	0.0000	00	0	0.0000	0.0000	
Public- Institutions	E-Voting	8407258	4400685	52.3439	4400685	0	100.0000	0.0000	
	Poll	8407258	0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)	8407258	0	0.0000	00	0	0.0000	0.0000	
Public- Non Institutions	E-Voting	23242761	1806509	7.7724	1806415	94	99.9948	0.0052	
	Poll	23242761	366863	1.5784	366863	0	100.0000	0.0000	
	Postal Ballot (if applicable)	23242761	0	0.0000	00	0	0.0000	0.0000	
Total		120308000	35504097	29.5115	35504083	94	99.9997	0.0003	



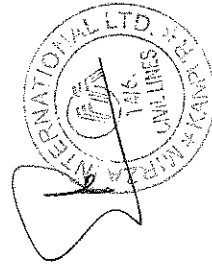
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Narendra Prasad Upadhyay (DIN-00049196) as Whole Time Director of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes 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	88655981	44129740	49.7764	44129740	0	100.0000	0.0000		
	Poll	88655981	41128791	46.3914	41128791	0	100.0000	0.0000		
	Postal Ballot (if applicable)	88655981	0	0.0000	00	0	0.0000	0.0000		
Public- Institutions	E-Voting	8407258	6674085	79.3848	6674085	0	100.0000	0.0000		
	Poll	8407258	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	8407258	0	0.0000	00	0	0.0000	0.0000		
Public- Non Institutions	E-Voting	23242761	1806509	7.7724	1806455	54	99.9970	0.0030		
	Poll	23242761	366863	1.5784	366863	0	100.0000	0.0000		
	Postal Ballot (if applicable)	23242761	0	0.0000	00	0	0.0000	0.0000		
Total		120306000	94105988	78.2222	94105934	54	99.9999	0.0001		



SPECIAL - Re-appointment of Mr. Shuja Mirza, as President (Marketing) of the Company									
Resolution required: (Ordinary/ Special)	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	88655981	0	0.0000	00	0	0.0000	0.0000	
	Poll	88655981	0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)	88655981	0	0.0000	00	0	0.0000	0.0000	
Public- Institutions	E-Voting	8407258	6674085	79.3848	6674085	0	100.0000	0.0000	
	Poll	8407258	0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)	8407258	0	0.0000	00	0	0.0000	0.0000	
Public- Non Institutions	E-Voting	23242761	1806509	7.7724	1806415	94	99.9948	0.0052	
	Poll	23242761	366863	1.5784	366863	0	100.0000	0.0000	
	Postal Ballot (if applicable)	23242761	0	0.0000	00	0	0.0000	0.0000	
Total		120306000	8847457	7.3541	8847363	94	99.9989	0.0011	

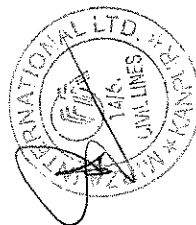


Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Faraz Mirza, as President (Production) of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes 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	88655981	0	0.0000	00	0	0.0000	0.0000		
	Poll	88655981	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)									
Public- Institutions	E-Voting	88655981	0	0.0000	00	0	0.0000	0.0000		
	Poll	8407258	6674085	79.3848	6674085	0	100.0000	0.0000		
	Postal Ballot (if applicable)	8407258	0	0.0000	00	0	0.0000	0.0000		
Public- Non Institutions	E-Voting	8407258	0	0.0000	00	0	0.0000	0.0000		
	Poll	23242761	1806509	7.7724	1806415	94	99.9948	0.0052		
	Postal Ballot (if applicable)	23242761	366863	1.5784	366863	0	100.0000	0.0000		
	Total	23242761	0	0.0000	00	0	0.0000	0.0000		
		120306000	8847457	7.3541	8847363	94	99.9989	0.0011		

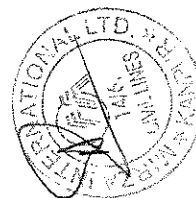


Resolution required: (Ordinary/ Special)	SPECIAL - Approval of material related party transactions u/s 188 of Companies Act, 2013
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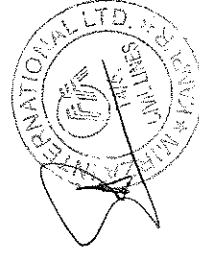
Whether promoter/ group are interested in the agenda/resolution?	yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	88655981	3359800	3.7897	3359800	0	100.0000	0.0000		
	Poll	88655981	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	88655981	0	0.0000	00	0	0.0000	0.0000		
Public- Institutions	E-Voting	8407258	6674085	79.3848	6674085	0	100.0000	0.0000		
	Poll	8407258	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	8407258	0	0.0000	00	0	0.0000	0.0000		
Public- Non Institutions	E-Voting	23242761	1806509	7.7724	1806507	0	99.9999	0.0000		
	Poll	23242761	366863	1.5784	366863	0	100.0000	0.0000		
	Postal Ballot (if applicable)	23242761	0	0.0000	00	0	0.0000	0.0000		
Total		120306000	12207257	10.1468	12207255	2	100.0000	0.0000		



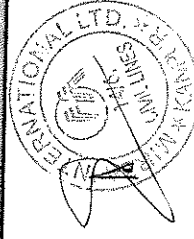
Resolution required: (Ordinary/ Special)	SPECIAL - Fixation of the remuneration of Mr. A K Srivastava, Cost Auditor of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of 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	88655981	44129740	49.7764	44129740	0	100.0000	0.0000		
	Poll	88655981	41128791	46.3914	41128791	0	100.0000	0.0000		
	Postal Ballot (if applicable)	88655981	0	0.0000	00	0	0.0000	0.0000		
Public- Institutions	E-Voting	8407258	6674085	79.3848	6674085	0	100.0000	0.0000		
	Poll	8407258	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	8407258	0	0.0000	00	0	0.0000	0.0000		
Public- Non Institutions	E-Voting	23242761	1806509	7.7724	1806417	92	99.9949	0.0051		
	Poll	23242761	366863	1.5784	366863	0	100.0000	0.0000		
	Postal Ballot (if applicable)	23242761	0	0.0000	00	0	0.0000	0.0000		
	Total	120306000	94105988	78.2272	94105896	92	99.9999	0.0001		



Resolution required: (Ordinary/ Special)	SPECIAL - Fixation of amount for delivery of document upon request of member over and above reimbursement of actual expenses incurred by the Company									
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	88655981	44129740	49.7764	44129740	0	100.0000	0.0000		
	Poll	88655981	41128791	46.3914	41128791	0	100.0000	0.0000		
	Postal Ballot (if applicable)	88655981	0	0.0000	00	0	0.0000	0.0000		
Public- Institutions	E-Voting	8407258	6674085	79.3848	6674085	0	100.0000	0.0000		
	Poll	8407258	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	8407258	0	0.0000	00	0	0.0000	0.0000		
Public- Non Institutions	E-Voting	23242761	1806509	7.7724	1805337	1172	99.9351	0.0649		
	Poll	23242761	366863	1.5784	366863	0	100.0000	0.0000		
	Postal Ballot (if applicable)	23242761	0	0.0000	00	0	0.0000	0.0000		
Total		120306000	94105988	78.2222	94104815	1172	99.9988	0.0012		



SPECIAL - Approval of Scheme of arrangement between Hi-Life Fabricators Private Limited and Mirza International Limited									
Resolution required: (Ordinary/ Special)	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	88655981	0	0.0000	00	0	0.0000	0.0000	
	Poll	88655981	41128791	46.3914	41128791	0	100.0000	0.0000	
	Postal Ballot (if applicable)	88655981	0	0.0000	00	0	0.0000	0.0000	
Public- Institutions	E-Voting	8407258	6674085	79.3848	6674085	0	100.0000	0.0000	
	Poll	8407258	0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)	8407258	0	0.0000	00	0	0.0000	0.0000	
Public- Non Institutions	E-Voting	23242761	1806509	7.7724	1806509	0	100.0000	0.0000	
	Poll	23242761	366863	1.5784	366863	0	100.0000	0.0000	
	Postal Ballot (if applicable)	23242761	0	0.0000	00	0	0.0000	0.0000	
Total		120306000	49976248	41.5409	49976248	0	100.0000	0.0000	



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)

28th September, 2017

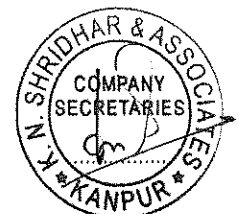
To,

The Chairman of 38th Annual General Meeting of the Equity Shareholders of **Mirza International Limited** held on Thursday, 28th day of September, 2017 at 01:00 P.M. at Auditorium of Council for Leather Exports, HBTI Campus, Nawabganj, Kanpur-208002.

Dear Sir,

I, K.N. SHRIDHAR, FCS, a Company Secretary in Practice, have been appointed as a scrutiner for the purpose of Remote E-Voting and voting by poll at the 38th Annual General Meeting of Equity Shareholders of **Mirza International Limited** held on Thursday, 28th day of September, 2017 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 38th Annual General Meeting in terms of section 108 of Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Amendment Rules, 2015.

- i. 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 38th Annual General Meeting held on 28th day of September, 2017.



KN SHRIDHAR & ASSOCIATES
COMPANY SECRETARIES

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

The E-voting module was kept open from (09:00 A.M.) on 25th day of September, 2017 till (05:00 P.M.) on 27th day of September, 2017. And the Karvy e-voting platform was blocked thereafter.

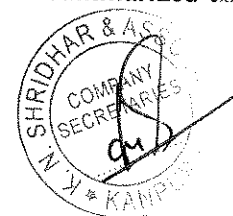
2. The Chairman of Annual General Meeting allowed poll by polling paper in respect of the Resolutions contained in the notice convening 38th Annual General Meeting for all those members who were present at the Annual General Meeting and have not casted their votes by availing the E-voting facility.
3. After the time fixed for closing of the poll by the Chairman, Ballot box kept for the polling were locked with due identification marks.
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 Mr. Pratham Singh, R/O. 255, Lovkush Vihar, Navbast, 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)


(Pratham Singh)

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:

Consider and adopt Standalone and Consolidated Audited Financial Statements for the Financial Year ended on March 31, 2017 and the Report of the Auditors thereon.

Voted in favour of Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
712	94105988	100%

Voted against the Resolution

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

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

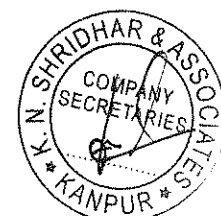
Number of members present and voting (in person or by proxy and E-voting) whose abstained from votes	Number of votes cast by them
-	-

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 :

Declaration of dividend for the Financial Year 2016-17



Voted in **favour** of Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
712	94105988	100%

Voted **against** the Resolution

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

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

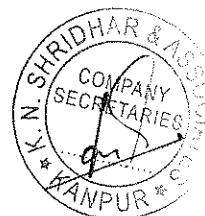
Number of members present and voting (in person or by proxy and E-voting) whose abstained from votes	Number of votes cast by them
-	-

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 :

Appointment of Director in place of Mr. Tauseef Ahmad Mirza (DIN: 00049037) who retires by rotation and being eligible, seeks re-appointment.



Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
696	31710502	99%

Voted **against** the Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
3	320295	1%

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

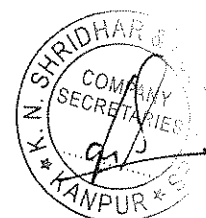
Number of members present and voting (in person or by proxy and E-voting) whose abstained from votes	Number of votes cast by them
13	62075191

Result

There being votes cast against the resolution as set out in Notice in item No. 3 is only 1 % which were much less than the votes cast in favour of resolution, hence ordinary resolution was **passed with requisite majority**.

RESOLUTION NO 4. : Ordinary resolution

Appointment of Director in place of Mr. Shahid Ahmad Mirza (DIN: 00048990) who retires by rotation and being eligible, seeks re-appointment.



Voted in **favour** of Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
691	27263868	86.46%

Voted **against** the Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
11	4270739	13.54%

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
10	62571381

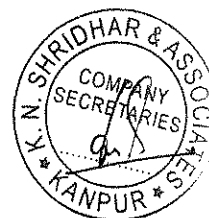
Result

There being votes cast against the resolution as set out in Notice in item No. 4 is only 13.54 % which were much less than 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 voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
710	94105897	99.99%

Voted **against** the Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
2	92	0.01%

Invalid Votes

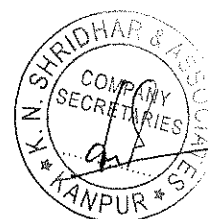
Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of votes cast by them
-	-

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
-	-

Result

There being votes cast against the resolution as set out in Notice in item No. 5 is only 0.01 % which were much less than the votes cast in favour of resolution, hence ordinary resolution was **passed with requisite majority**.



Special Business

RESOLUTION NO 6: Special Resolution :

Re-appointment of Mr. Irshad Mirza (DIN-00048946) as Chairman (Executive) of the Company

Voted in **favour** of Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
697	22141723	99.99%

Voted **against** the Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
3	74	0.01%

Invalid Votes

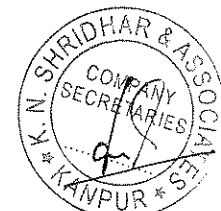
Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of votes cast by them
-	-

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
12	85077391

Result

There being votes cast against the resolution as set out in Notice in item No. 6 is only 0.01 % which were much less than the votes cast in favour of resolution, hence special resolution was passed with requisite majority.



RESOLUTION NO 7 . Special resolution

Re-appointment of Mr. Rashid Ahmed Mirza (DIN-00049009) as Managing Director of the Company

Voted in **favour** of Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
700	24223073	99.99%

Voted **against** the Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
3	74	0.01%

Invalid Votes

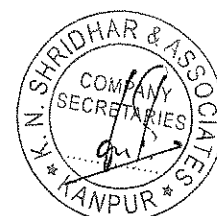
Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of votes cast by them
-	-

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
9	69882841

Result

There being votes cast against the resolution as set out in Notice in item No. 7 is only 0.01 % which were much less than the votes cast in favour of resolution, hence special resolution was **passed with requisite majority**.



RESOLUTION NO 8: Special Resolution :

Re-appointment of Mr. Shahid Ahmad Mirza (DIN-00048990) as Whole Time Director of the Company

Voted in **favour** of Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
698	31534513	99.99%

Voted **against** the Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
3	94	0.01%

Invalid Votes

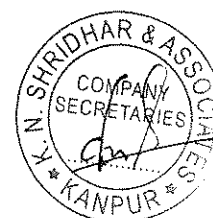
Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of votes cast by them
-	-

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
11	62075191

Result

There being votes cast against the resolution as set out in Notice in item No. 8 is only 0.01% which were much less than the votes cast in favour of resolution, hence special resolution was **passed with requisite majority.**



RESOLUTION NO 9: Special Resolution :

Re-appointment of Mr. Tauseef Ahmad Mirza (DIN-00049037) as Whole Time Director of the Company

Voted in **favour** of Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
695	32030703	99.99%

Voted **against** the Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
3	94	0.01%

Invalid Votes

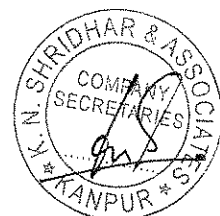
Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of votes cast by them
-	-

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
14	62075191

Result

There being votes cast against the resolution as set out in Notice in item No.09 is only 0.01 % which were much less than the votes cast in favour of resolution, hence special resolution was **passed with requisite majority.**



RESOLUTION NO 10: Special Resolution:

Re-appointment of Mr. Tasneef Ahmad Mirza (DIN-00049066) as Whole Time Director of the Company

Voted in **favour** of Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
696	35504003	99.99%

Voted **against** the Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
3	94	0.01%

Invalid Votes

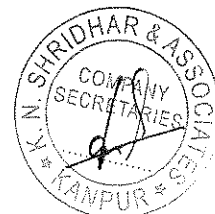
Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of votes cast by them
-	-

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
13	58601891

Result

There being votes cast against the resolution as set out in Notice in item No. 10 is only 0.01 % which were much less than the votes cast in favour of resolution, hence ordinary resolution was **passed with requisite majority**.



RESOLUTION NO 11: Special Resolution :

Re-appointment of Mr. Narendra Prasad Upadhyay (DIN-00049196) as Whole Time Director of the Company

Voted in **favour** of Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
705	94105934	99.99%

Voted **against** the Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
2	54	0.01%

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
-	-

Result

There being votes cast against the resolution as set out in Notice in item No. 11 is only 0.01 % which were much less than the votes cast in favour of resolution, hence special resolution was **passed with requisite majority**.



RESOLUTION NO 12: Special Resolution :

Re-appointment of Mr. Shuja Mirza, as President (Marketing) of the Company

Voted in **favour** of Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
689	8847363	99.99%

Voted **against** the Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
3	94	0.01%

Invalid Votes

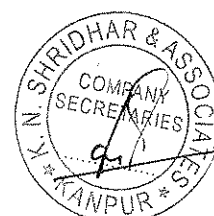
Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of votes cast by them
-	-

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
20	85258531

Result

There being votes cast against the resolution as set out in Notice in item No. 12 is only 0.01 % which were much less than the votes cast in favour of resolution, hence special resolution was **passed with requisite majority**.



RESOLUTION NO 13: Special Resolution :

Re-appointment of Mr. Faraz Mirza, as President (Production) of the Company

Voted in **favour** of Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
689	8847363	99.99%

Voted **against** the Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
3	94	0.01%

Invalid Votes

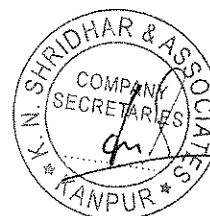
Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of votes cast by them
-	-

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
20	85258531

Result

There being votes cast against the resolution as set out in Notice in item No. 13 is only 0.01 % which were much less than the votes cast in favour of resolution, hence special resolution was **passed with requisite majority**.



RESOLUTION NO 14: Ordinary Resolution :

Approval of material related party transactions u/s 188 of Companies Act, 2013

Voted in **favour** of Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
692	12207255	99.99%

Voted **against** the Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
1	2	0.01%

Invalid Votes

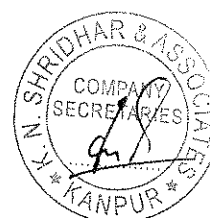
Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of votes cast by them
-	-

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
19	81898731

Result

There being votes cast against the resolution as set out in Notice in item No. 13 is only 0.01 % which were much less than the votes cast in favour of resolution, hence ordinary resolution was **passed with requisite majority**.



RESOLUTION NO 15: Ordinary Resolution :

Fixation of the remuneration of Mr. A K Srivastava, Cost Auditor of the Company

Voted in **favour** of Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
710	94105896	99.99%

Voted **against** the Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
2	92	0.01 %

Invalid Votes

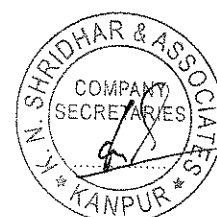
Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of votes cast by them
-	-

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
-	-

Result

There being votes cast against the resolution as set out in Notice in item No. 15 is only 0.01 % which were much less than the votes cast in favour of resolution, hence ordinary resolution was **passed with requisite majority**.



RESOLUTION NO 16: Ordinary Resolution :

Fixation of amount for delivery of document upon request of member over and above reimbursement of actual expenses incurred by the Company

Voted in **favour** of Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
704	94104816	99.99%

Voted **against** the Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
4	1172	0.01%

Invalid Votes

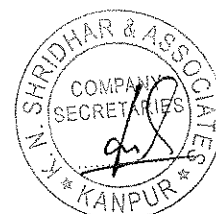
Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of votes cast by them
-	-

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
-	-

Result

There being votes cast against the resolution as set out in Notice in item No. 16 is only 0.01 % which were much less then the votes cast in favour of resolution, hence ordinary resolution was **passed with requisite majority**.



RESOLUTION NO 17: Ordinary Resolution :

Approval of Scheme of arrangement between Hi-Life Fabricators Private Limited and Mirza International Limited

Voted in **favour** of Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
697	49976248	100%

Voted **against** the Resolution

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

Invalid Votes

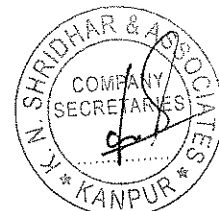
Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of votes cast by them
-	-

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
15	44129740

Result

There being votes cast against the resolution as set out in Notice in item No. 17 is only 0.01 % which were much less than the votes cast in favour of resolution, hence ordinary resolution was **passed with requisite majority**.



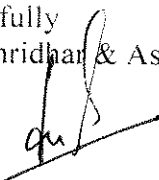
K N SHRIDHAR & ASSOCIATES
COMPANY SECRETARIES

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

