

MIRZA INTERNATIONAL LIMITED

CIN-L19129UP1979PLC004821



1st October, 2015

To
The Manager
Department of Corporate Services,
BSE Ltd.,
PhirozeJeejeebhoy Towers,
Dalal Street, Fort,
Mumbai-400001
Scrip Code: 526642

To
The Manager
National Stock Exchange India Limited,
Exchange Plaza, Bandrakurla Complex,
Bandra (E),
Mumbai-400051
Ref: MIRZAINIT

Dear Sirs,

Re: Voting Results at 36th Annual General Meeting held on 29th September, 2015 under Clause 35 A of the Listing Agreement

Please find below details of the voting results at the 36th Annual General Meeting of the Company held on 29th September, 2015, in the prescribed format pursuant to the Clause 35 A of the Listing Agreement.

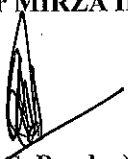
1.	Date of AGM	29 th September, 2015.
2.	Total Number of Shareholders on Record Date :	24665
3.	No. of share holders present in the meeting either in person or through Proxy :	50
	Total	
	Promoters and Promoter Group	12
	Public	38
4.	No. of shareholders attended the meeting through Video conferencing :	Not Applicable
	Promoters and Promoters Group :	-
	Public	-

The mode of Voting for all the resolutions was Remote E-Voting and Poll Conducted at the AGM. The Resolutions Wise Combined Results of Remote E-Voting and poll are provided in Annexure- A. We are also enclosing the following documents:

1. Consolidated Scrutiniser's Report on Remote E-Voting and Poll Conducted at the AGM.

Thanking You,

For **MIRZA INTERNATIONAL LIMITED**


(D.C. Pandey)
COMPANY SECRETARY
M.No. 3333



Annexure-A

Details of the results on each item of AGM notice

Resolution 1. Adoption of Annual Accounts for the Financial Year ended 31st March, 2015, along with Directors Report and Auditors Report

Resolution Required: Ordinary Resolution

MODE OF VOTING (E-VOTING /POLL)

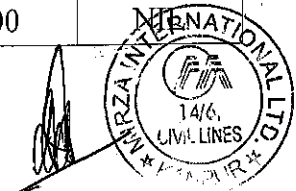
Promoter/ Public	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on out standing shares (3)	No. of Votes favour (4)	No. of votes- against (5)	% of Votes in favour on votes polled (6)	% of Votes against on votes polled (7)
Promoter and Promoter Group	6,11,55,981	450,19,281	73.6	450,19,281	NIL	100	NIL
Public- Institutional Holders	1,37,722	-	-	-	-	-	-
Public- Others	314,12,297	2,44,385	0.8	2,44,385	NIL	100	NIL
Total	927,06,000	452,63,666	48.8	452,63,666	NIL	100	NIL

Resolution 2. To declare dividend on equity shares for the Financial Year ended 31st March, 2015

Resolution Required: Ordinary Resolution

MODE OF VOTING (E-VOTING /POLL)

Promoter/ Public	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on out standing shares (3)	No. of Votes favour (4)	No. of votes- against (5)	% of Votes in favour on votes polled (6)	% of Votes against on votes polled (7)
Promoter and Promoter Group	6,11,55,981	450,19,281	73.6	450,19,281	NIL	100	NIL
Public- Institutional Holders	1,37,722	-	-	-	-	-	-
Public- Others	314,12,297	2,44,385	0.8	2,44,385	NIL	100	NIL
Total	927,06,000	452,63,666	48.8	452,63,666	NIL	100	NIL



Resolution 3. Reappointment of Mr. Shahid Ahmad Mirza (DIN: 00048990), as a Director, who retires by rotation and being eligible, offers himself for re-appointment

Resolution Required: Ordinary Resolution MODE OF VOTING (E-VOTING /POLL)

Promoter/ Public	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on out standing shares (3)	No. of Votes favour (4)	No. of votes- against (5)	% of Votes in favour on votes polled (6)	% of Votes against on votes polled (7)
Promoter and Promoter Group	6,11,55,981	10,00,000	1.6	10,00,000	-	100	-
Public- Institutional Holders	1,37,722	-	-	-	-	-	-
Public- Others	314,12,297	2,25,105	0.7	2,25,105	-	100	-
Total	927,06,000	12,25,105	1.3	12,25,105	-	100	-

Resolution 4. Reappointment of Mr. Tauseef Ahmad Mirza (DIN: 00049037), as a Director, who retires by rotation and being eligible, offers himself for re-appointment

Resolution Required: Ordinary Resolution MODE OF VOTING (E-VOTING /POLL)

Promoter/ Public	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on out standing shares (3)	No. of Votes favour (4)	No. of votes- against (5)	% of Votes in favour on votes polled (6)	% of Votes against on votes polled (7)
Promoter and Promoter Group	6,11,55,981	10,00,000	1.6	10,00,000	-	100	-
Public- Institutional Holders	1,37,722	-	-	-	-	-	-
Public- Others	314,12,297	2,25,105	0.7	2,25,105	-	100	-
Total	927,06,000	12,25,105	1.3	12,25,105	-	100	-



Resolution 5. Appointment of M/s Khamesra Bhatia & Mehrotra, Chartered Accountants, Kanpur as Statutory Auditors to hold office from the conclusion of this Annual General Meeting of the Company and fixing their remuneration

Resolution Required: Ordinary Resolution

MODE OF VOTING (E-VOTING /POLL)

Promoter/ Public	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on out standing shares (3)	No. of Votes favour (4)	No. of votes- against (5)	% of Votes in favour on votes polled (6)	% of Votes against on votes polled (7)
Promoter and Promoter Group	6,11,55,981	450,19,281	73.6	450,19,281	NIL	100	NIL
Public- Institutional Holders	1,37,722	-	-	-	-	-	-
Public- Others	314,12,297	2,44,385	0.8	2,44,385	NIL	100	NIL
Total	927,06,000	452,63,666	48.8	452,63,666	NIL	100	NIL

As per the Consolidated report of remote E-Voting and Poll Conducted at the Agm on item No. 1-5 of the notice of the AGM, all the resolutions were passed with the requisite Majority.



Form No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of Companies (Management and Administration) Rules, 2014]

To,

The Chairman
36th Annual general Meeting of the Equity Shareholders of
M/s. MIRZA INTERNATIONAL LIMITED
14/6, CIVIL LINES,
KANPUR -208001

Dear Sir,

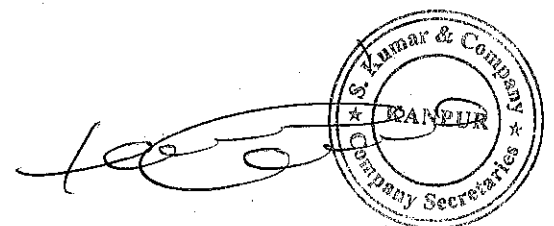
We, S. Kumar & Company, Practicing Company Secretaries, having office 74/232, Dhankutti, Kanpur, U.P. -208001 being appointed as the Scrutinizer by the Board of Directors of M/s. MIRZA INTERNATIONAL LIMITED at their meeting held on 30th July, 2015 for the purpose of scrutinizing voting process in a fair and transparent manner in respect of below mentioned resolutions at the 36th Annual General Meeting of Equity Shareholders of the Company held on 29th September, 2015 at 01.00 P.M. at Auditorium of Council for Leather Exports, HBTI Complex, Nawab Ganj, Kanpur-208002, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, Postal box kept for polling was locked in my presence with due identification marks placed by me..
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were locked and reconciled with the records maintained by the Company/ Registrar and transfer Agents of the Company and the authorizations/ proxies lodged with the Company
3. The poll papers which were incomplete and/ or which were otherwise found defective and those who have already voted under e-voting process have been treated as invalid and kept separately.
4. The results of the poll at the Meeting (AGM) is as under:

(a) Resolution-To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2015 together with the Report of the Board of Directors and Auditors thereon.

(i) Voted in Favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22	45263666	100%



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members ((in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
10	10003050

(b) Resolution- To declare dividend on equity shares.

(i) Voted in Favor of the resolution:

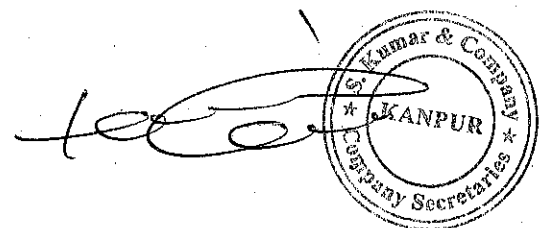
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22	45263666	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members ((in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
10	10003050



(c) Resolution- To appoint a Director in place of Mr. Shahid Ahmad Mirza (DIN : 00048990), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.

(i) Voted in Favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	1225105	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members ((in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
10	10003050

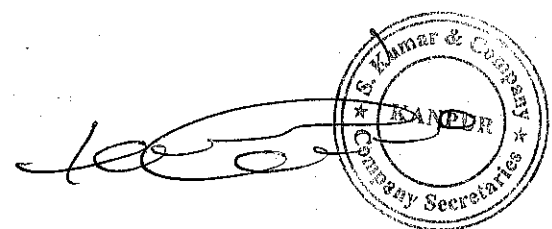
(d) Resolution- To appoint a Director in place of Mr. Tauseef Ahmad Mirza (DIN : 00049037), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.

(i) Voted in Favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	1225105	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



(iii) Invalid votes:

Total number of members ((in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
10	10003050

(e) Resolution- To appoint M/s Khamesra Bhatia & Mehrotra, Chartered Accountants, (FRN : 001410C) as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors.

(i) Voted in Favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22	45263666	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

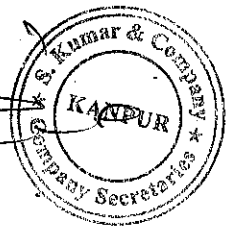
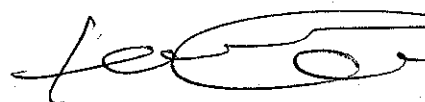
Total number of members ((in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
10	10003050

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declare invalid for each resolution is enclosed.

6.The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Place: Kanpur
Dated: 30.09.2015

For S. Kumar & Company



Sanjay Kumar Gupta
Practicing Company Secretary &
Scrutinizer for E- Voting Process
CP No.3324
M. No. 5381

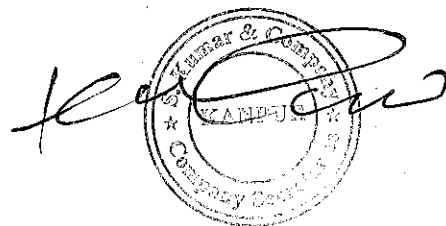
SCRUTINIZER'S REPORT

To
The Chairman of 36th Annual General Meeting
MIRZA INTERNATIONAL LIMITED
14/6, CIVIL LINES,
KANPUR -208001

Dear Sirs,

1. The Board of Directors of the Company at its meeting held on 30.07.2015 has appointed me as a Scrutinizer for conducting the E-voting process for passing of resolutions as mentioned in the Notice of the Annual General Meeting dated 30.07.2015 which are reproduced below:

Sl. No	Resolution No	Particulars of the Resolution
1	1	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2015 together with the Report of the Board of Directors and Auditors thereon.
2	2	To declare dividend on equity shares.
3	3	To appoint a Director in place of Mr. Shahid Ahmad Mirza (DIN : 00048990), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.
4	4	To appoint a Director in place of Mr. Tauseef Ahmad Mirza (DIN : 00049037), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.
5	5	To appoint M/s Khamesra Bhatia & Mehrotra, Chartered Accountants, (FRN : 001410C) as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors.



2. I submit my report as under:

2.1 The company has completed on 31.08.2015 the dispatch of annual reports to its member whose name(s) appeared on the Register of Members / List of Beneficiaries as dated on 21.08.2015.

2.2 The e-voting commenced from 26th September, 2015 at 10.00 A.M. and ended on 28th September, 2015 at 5.00 P.M.

2.3 I have downloaded the data of e-voting after the E-voting module was disabled by the Karvy Computershare Private Limited on Dated 29th September, 2015.

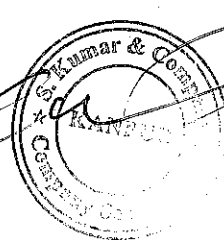
2.4 The votes were unblocked First time on Dated 28th September, 2015 and Second Time dated on 29th September, 2015 in presence of two (2) witnesses not in the employment of the Company each time.

2.5 The e-voting data was scrutinized by me for verification of votes cast in favour and against the Resolution.

3. 23 (Twenty Three) Shareholders of the Company, belonging to FII, FPI, Mutual Fund and public category as attached to this report, has participated in E-voting. The summary of the votes received under e-voting process is given below:-

Resolutions 1,2,3 and 5:

Sr. No.	Particulars	No. of ballots	No of shares	% to the total shares representing valid votes
(a)	Total E-Voting received	23	1544934	100.00
	Total	23	1544934	100.00
(b)	Less: Invalid through e - voting	-	-	-
(c)	Net e-Voting ballots	23	1544934	100.00
	Total	23	1544934	100.00
(d)	E-voting with assent for the resolution.	23	1544934	100.00
	Total	23	1544934	100.00
(e)	E-Voting with dissent for the resolution.	0	0	0.00
	Total	0	0	0.00



Resolution No.4:

Sr. No.	Particulars	No. of ballots	No of shares	% to the total shares representing valid votes
(a)	Total E-Voting ballots received	23	1544934	100.00
	Total	23	1544934	100.00
(b)	Less: Invalid ballots through e - voting	-	-	-
(c)	Net e-Voting ballots	23	1544934	100.00
	Total	23	1544934	100.00
(d)	E-voting ballots with assent for the resolution.	17	1047488	67.802
	Total	17	1047488	67.802
(e)	E-Voting ballots with dissent for the resolution.	6	497446	32.198
	Total	6	497446	32.198

4. You may accordingly declare the result of E –voting.

Thanking you.

Place: Kanpur
Dated: **01.10.2015**

For S. Kumar and Company



Sanjay Kumar Gupta
Practicing Company Secretary &
Scrutinizer for E- Voting Process
CP No.3324
Membership No. 5381

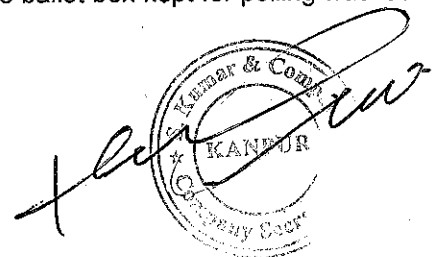

CONSOLIDATED SCRUTINIZERS' REPORT

To,

The Chairman,
M/s. MIRZA INTERNATIONAL LIMITED
14/6, CIVIL LINES,
KANPUR -208001 (U.P.)

We, S. Kumar & Company, Practicing Company Secretaries, having office 74/232, Dhankutti, Kanpur, U.P. -208001 being appointed as the Scrutinizer by the Board of Directors of M/s. MIRZA INTERNATIONAL LIMITED at their meeting held on 30th July, 2015 for the purpose of scrutinizing voting process in a fair and transparent manner in respect of below mentioned resolutions at the 36th Annual General Meeting of Equity Shareholders of the Company held on 29th September, 2015 at 01.00 P.M. at Auditorium of Council for Leather Exports, HBTI Complex, Nawab Ganj, Kanpur-208002, submit my report as under:

1. The management of the Company is responsible to ensure the compliances with the requirements of The Companies Act, 2013 and Rules relating to remote e-voting and polling papers on the resolutions contained in the notice of AGM of the members of the Company. My responsibility as a Scrutinizer for remote e-voting process and through ballot process conducted at the AGM is restricted to make a Consolidated Scrutinizers Report of the votes cast 'in favour' or 'against' the resolutions stated in the said notice, based on the reports generated from the e-voting system provided by Karvy Computershare Pvt. Ltd. the agency engaged by the company to provide remote e-voting facility for e-voting and poll conducted at the AGM.
2. The notice dated July 30, 2015 along with statement setting out material facts under section 102 of the Act was dispatched to the shareholders through courier on September 03rd, 2015 and through e-mail to shareholders whose e-mail IDs are registered with the Company/Depository Participant(s) on August 31st, 2015. The said notice was dispatched on the basis of Register of Members made available by the registrar & Share Transfer Agent of the Company and the list of the beneficial owners made available by the depositories Karvy Computershare Pvt. Ltd. Hyderabad as on Friday, August 21, 2015.
3. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having sent the notice of meeting and providing e-voting facility in Financial Express (English daily) and Rashtriya Sahara (Hindi Daily) on Saturday, September 5, 2015.
4. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (Three) days from Saturday, September 26, 2015 (10:00 A.M.) to Monday, September, 28, 2015 (5:00 P.M.)
5. The voting rights of members were considered in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Tuesday, September 22, 2015.
6. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence and the members who were present.

7. The locked ballot box was subsequently opened in my presence and in the presence of two witness and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer agent of the Company and the authorizations /proxies lodged with the Company.
8. As required under the said rules ,after the closure of the voting at the Annual General Meeting , the votes cast through poll were counted , thereafter the votes cast under remote e-voting facility were unblocked in the presence of Ms. Pankhuri Khanna and Ms. Siddhi Gupta who are not in employment with the Company. They have signed below in conformation of the votes being unlocked in their presence.

a. Ms. Pankhuri Khanna

Pankhuri

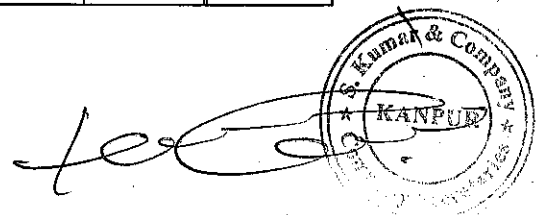
b. Ms. Siddhi Gupta

9. I found 10 (Ten) poll papers invalid.

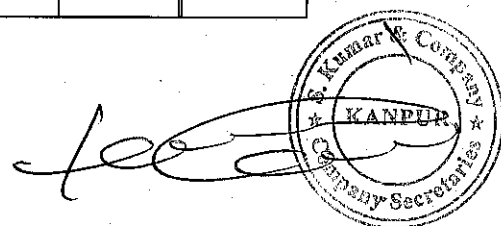
10. Summary of the e-voting and poll is as follows :

11. The results of the e-voting and the polling at the Meeting (AGM), for the resolutions starting from serial no 1 to 5 are passed with the requisite majority, are as under:

Res No.	Particulars	Mode	Votes in		Total Shares	Votes casted	
			Favour	Against		% For	% Against
1	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2015 together with the Report of the Board of Directors and Auditors thereon.	E-voting	1544934	0	1544934	3.37	0
		Polling at AGM	44263666	-	44263666	96.63	-
	Total :		45808600	-	45808600	100	-
2	To declare dividend on equity shares.	E-voting	1544934	0	1544934	3.37	0



		Polling at AGM	44263666	-	44263666	96.63	-
	Total		45808600	-	45808600	100	-
3	To appoint a Director in place of Mr. Shahid Ahmad Mirza (DIN : 00048990), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.	E-voting	1544934	0	1544934	55.77	0
		Polling at AGM	1225105	-	1225105	44.23	-
	Total :		2770039	-	2770039	100	-
4	To appoint a Director in place of Mr. Tauseef Ahmad Mirza (DIN : 00049037), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.	E-voting	1047488	497446	1544934	67.802	32.198
		Polling at AGM	1225105	-	1225105	100	-
	Total :		2272593	497446	2770039	82.04	17.96
5	To appoint M/s Khamesra Bhatia & Mehrotra, Chartered Accountants, (FRN : 001410C) as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting	E-voting	1544934	0	1544934	100	0



	until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors.						
		Polling at AGM	44263666	-	44263666	96.63	-
	Total		45808600	-	45808600	100	-

12. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declare invalid for each resolution is enclosed.
13. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Place: Kanpur
Dated: 30.09.2015

For S. Kumar & Company

Sanjay Kumar Gupta
Sanjay Kumar Gupta
Practicing Company Secretary &
Scrutinizer for E- Voting Process
CP No.3324
M. No. 5381

