

MIRZA INTERNATIONAL LIMITED

CIN-L19129UP1979PLC004821



October 23, 2015

To,

National Stock Exchange of India Ltd.,
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East)
MUMBAI – 400051

Bombay Stock Exchange Ltd,
Floor 25th P J Towers,
Dalal Street,
MUMBAI – 400001

Dear Sirs,

**Sub: Declaration of Results of Resolutions proposed to the Public
Shareholders- Postal Ballot/E Voting Notice dated 9th September, 2015**

This is further to our letter dated 18th September, 2015 enclosing *inter alia* Copies of Postal Ballot/E-Voting Notice sent to the public shareholders (Equity shareholders other than those forming part of Promoters and Promoter Group) seeking their approval to the Scheme of Amalgamation of Genesisfootwear Enterprises Private Limited with Mirza International Limited under section 391 to 394 of the Companies Act, 1956 read with section 100 to 103 of the Companies Act, 2013 and other relevant provisions of the Act.

The Voting on the said Postal Ballot which commenced on 23rd September, 2015 and closed on 22nd October, 2015 and based on the report submitted by the Scrutinizer, Mr S K Gupta, Practicing Company Secretary, the Result of Voting was declared on 23rd October, 2015 and the Resolutions proposed in the said Postal Ballot Notice have been passed with requisite majority.

Particulars of votes cast in favour of the said resolutions under the Postal Ballot/E-voting Process as reported by the Scrutinizer are annexed herewith.

The Report of the Chairman on the results of the meeting would be filed with the Hon'ble High Court of Allahabad within the time period under Companies (Court) Rules, 1959.

Kindly take it on your records please.

Thanking You,

FOR MIRZA INTERNATIONAL LTD.


(D.C. PANDEY)

COMPANY SECRETARY



Encl : As above

CONSOLIDATED SCRUTINIZERS' REPORT

To,

The Chairman appointed by Honb'le High court of Judicature at Allahabad

For the Court convened meeting of the Equity Shareholders of

MIRZA INTERNATIONAL LIMITED (L19129UP1979PLC004821)

held on Saturday, 17th October, 2015 at 11.30 A.M

at Auditorium of Uttar Pradesh Stock Exchange,

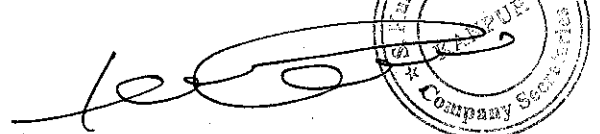
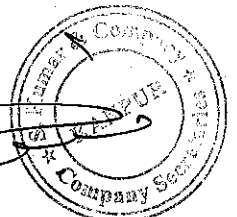
Padam Tower, 14/113, Civil Lines

KANPUR -208001. U.P

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 in pursuant to 108 and 110 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the remote e-voting process and to scrutinize the Postal Ballot Form received from the Shareholders in respect of the below mentioned resolution passed at the Court convened meeting of the Equity Shareholders of the Company held on 17th, October 2015 at 11.30 A.M. at Auditorium of Uttar Pradesh Stock Exchange, Padam Tower, Civil Lines, Kanpur-208001, U.P.

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 Postal ballot papers on the resolutions contained in the notice of Court convened meeting of the equity shareholders of the Company. Our responsibility as a Scrutinizer for remote e-voting process and through ballot process conducted at the Court convened meeting is restricted to make a Consolidated Scrutinizers Report of the votes cast 'in favour' or 'against' in respect of 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 Postal Ballot conducted at the Court convened meeting as recd. by us on or before the date mentioned herein after.
2. The notice dated 09th September, 2015 along with statement setting out material facts under section 102 of the Act was dispatched to the shareholders through Courier on Saturday, September 19th, 2015 and through e-mail to shareholders whose e-mail IDs are registered with the Company/Depository Participant(s) on Wednesday, September 16th 2015. The said notice was dispatched on the basis of Register of Members / List of beneficial owner as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the Cut-off Date being Friday, 11th September, 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-

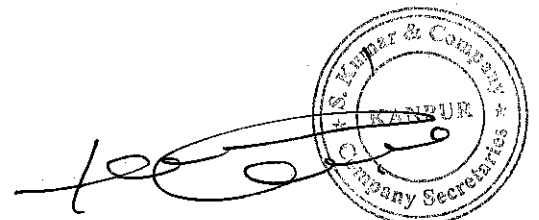
voting facility in Financial Express (English Daily) and Rashtriya Sahara (Hindi – Daily) on Monday, September 21, 2015.

4. In terms of the aforesaid Notice, voting through postal Ballot including voting through electronic means was kept open for 30 (Thirty) days from Wednesday, September 23, 2015 at 09:00 A.M. (IST) to Thursday, October, 22, 2015 at 5:00P.M. (IST)
5. In terms of the aforesaid Notice, Ballot Form received on or before Thursday, October 22, 2015 at 5:00P.M. (IST) only be considered in order to be valid for the purpose of voting through postal Ballot.
6. 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. Friday, 11th September, 2015..
8. The locked ballot box was subsequently opened in my presence and in the presence of two witness and Postal ballot papers were diligently scrutinized. The Postal ballot 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.
9. Summary of the e-voting and our consolidated report on the result of remote e- voting / Postal Ballot are as Followes :

Res No.	Particulars	Mode	Votes in		Total Shares	Votes casted	
			Favour	Against		% For	% Against
1	Approval of the Scheme of Amalgamation of Genesisfootwear Enterprises Pvt Ltd with Mirza International Ltd	E-voting	2142014	0	2142014	100%	0
		Postal Ballots	3643630	0	3643630	100%	0
	Total :		5785644	0	5785644	100%	0
2	Amendment in capital clause of the Memorandum of Association	E-voting	2142014	0	2142014	100%	0
		Postal Ballots	3643630	0	3643630	100.00 %	0
	Total		5785644	0	5785644	100.00 %	0

10. The details of the votes in favour of the resolution No. 1 & 2:

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted (Rs.)	% of total number of valid votes cast



Through E- voting	50	2142014	4284028	100.00%
Through Postal Ballot	24	3643630	7287260	100.00%
Total	74	5785644	11571288	100.00%

The details of the votes **against** the resolution No. 1 & 2:

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted (Rs.)	% of total number of valid votes cast
Through E- voting	-	-	-	-
Through Postal Ballot	-	-	-	-
Total	-	-	-	-

The details of the invalid votes in respect of resolution No. 1 & 2:

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted (Rs.)	% of total number of valid votes cast
Through E- voting	-	-	-	-
Through Postal Ballot	1	30	60	0.01
Total	1	30	60	0.01

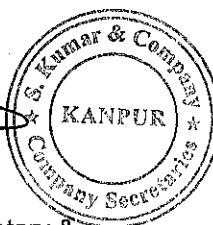
11. The remote e- voting / Postal Ballot papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Place: Kanpur
Dated: 23.10.2015

For S. Kumar & Company



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



ANNEXURE-I"

BASIS OF ACCEPTANCE

In determining the validity of the Ballot form, the following criteria were adopted.

1. A Ballot Form complete in all respects or incomplete to the extent of Name of joint Shareholder/ address is also considered on the Basis of folio No. / Client Id/ DP Id and No. of Shares specified therein.
2. The assent or dissent given by any other mark in the postal Ballot Form has also been considered.
3. Joint Shareholder(s) has /have signed the Ballot Form instead of first named shareholder, the vote cast by the joint named shareholder(s) has / have been considered.
4. The Ballot Form signed by Proxy authorized representative has/ have been considered on the basis of detail of proxy/ authorized representative provided by the Company without verifying the Proxy form authorized document and the signature of the proxy / authorized representative as there is no way to verify the signature of proxy/ authorized representative.
5. The Ballot form has/ have been considered on the basis of attendance provided and confirmed by the Company.
6. If a shareholder has assented or dissented without mentioning the number of shares , the entire shareholding has been considered .
7. If a Shareholder has voted for more than the actual Shareholding only the actual shareholding has been considered.
8. If a Shareholder has voted for less number of shares than the actual Shareholding, the number of shares (votes) indicated / cast has been considered.
9. In case both original Shareholder as well as proxy have voted, the voting of the original shareholder has been considered and voting by proxy is ignored.

ANNEXURE-II

BASIS OF REJECTION

In rejecting the validity of the Ballot form, the following criteria were adopted.

1. Shareholder has not put any tick mark on either assent /dissent .
2. Ballot paper is not signed.
3. Specimen Signature of the shareholder with the electronic registry of registrar and share transfer agent differs materially with that of the signature in the Ballot Form/ signature mismatch.
4. The Specimen Signature of the shareholder is not available at the time of scrutiny of the Ballot Form on the electronic registry of the Registrar and Share Transfer Agent and consequently there is no way to verify the signature / Signature could not be verified.
5. Shareholder has put tick mark for both assent and dissent without indicating number of Shares.
6. Shareholder has signed the Form by pencil / illegible.
7. Shareholder has signed in the column provided for the purpose of assent / dissent.

