

PROCEEDINGS OF 40th ANNUAL GENERAL MEETING OF MIRZA INTERNATIONAL LIMITED HELD ON THURSDAY, SEPTEMBER 19, 2019, AT 01:00 P.M. AT THE AUDITORIUM OF DIRECTORATE OF EXTENSION, CHANDRA SHEKHAR AZAD (CSA) UNIVERSITY OF AGRICULTURE AND TECHNOLOGY, NAWABGANJ, KANPUR-208002

Due to the absence of Mr. Rashid Ahmed Mirza, Chairman & Managing Director of the Board, CA Sudhindra Kumar Jain, Non-Executive Independent Director of the Company, was unanimously elected as the Chairman of the Meeting. He took the Chair and welcomed the Members and others present at the 40th Annual General Meeting of the Company and introduced the Directors and other invitees present on the Dias.

The following Directors were present at the AGM:

1. Mr. Shahid Ahmad Mirza	Whole-Time Director
2. Mr. Tasneef Ahmad Mirza	Whole-Time Director
3. Mr. Narendra Prasad Upadhyaya	Whole-Time Director
4. Mr. Shuja Mirza	Whole-Time Director
5. CA Sudhindra Kumar Jain	Independent Director
6. Dr. Yashvir Singh	Independent Director
7. Mr. Subhash Sapra	Independent Director
8. Mrs. Saumya Srivastava	Independent Director
9. Mr. Qazi Noorus Salam	Independent Director

Mrs. Vinita Kejriwal & Mr. Pashupati Nath Kapoor, Non-Executive, Independent Director of the Company whose tenure has been expired at the conclusion of this Annual General Meeting were absent from the Meeting and Mr. Tauseef Ahmad Mirza, Whole-Time Director of the Company did not attended the meeting.

After ascertaining the requisite quorum for meeting, the Chairman thereafter called the meeting to order and commenced the formal proceedings of the meeting at 01:00 P.M. The Company's Auditors and Secretarial Auditors were also present.

With the permission of members present, the notice dated August 09, 2019 convening the 40th Annual General Meeting (AGM) together with the statement prepared in terms of Section 102 of the Companies Act, 2013 attached to the said Notice, the Audited Financial Results for the year ended March 31, 2019, the Directors Report along with the annexure thereto, was taken as read.

The Chairman asked the Company Secretary to read the Auditors Report at the instance of members present and with their due permission, the Auditors' Report was taken as read by the Company Secretary.

The Chairman further informed the members that there were no qualification remarks reported by the Statutory and Secretarial Auditors of the Company in their respective reports.

The Chairman then proceeded to deliver his speech to the Members of the Company.

The Chairman then informed the Members that pursuant to the Provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration)



Rules, 2014 and other applicable provisions of Companies Act, 2013 and pursuant to the provisions of Regulation 44 of SEBI (LODR) Regulations, 2015, the Company had provided Remote E-voting facility to the Members as on the cut-off date i.e September 11, 2019 to enable them to cast their vote electronically in respect to the business to be transacted at the AGM. The Remote E-voting commenced on Monday, September 16, 2019 (09:00 A.M.) to Wednesday, September 18, 2019 (05:00 P.M.) and providing the similar facility to vote on the resolutions as set out in the Notice of 40th AGM by means of Ballot Paper to the Members present, in person or through proxies/ representatives at the AGM, to vote in proportion to shares held by them in case votes were not casted by such members prior to AGM by means of Remote E-voting.

The Chairman further informed that CS K.N. Shridhar, Practicing Company Secretary, was appointed as Scrutinizer by the Company to scrutinize the Remote E-voting process and conduct physical ballot process at the AGM in a fair and transparent manner.

Conduct of Poll

CS K.N. Shridhar, Scrutinizer conducted the Poll process for those shareholders who had not casted their votes by means of Remote E-voting. After ensuring that all the members and proxies participating in the Poll had casted their votes, the Scrutinizer locked and sealed the ballot box in front of members and then took custody of ballot box.

The Chairman announced that the scrutinizers consolidated report along with the results of Remote E-voting and poll would be uploaded on the Company's website as well as on the website of the e-voting agency i.e. Karvy Fintech Private Limited, BSE Limited and National Stock Exchange of India Limited.

Following businesses as contained in the Notice of 40th AGM were transacted through remote e-voting and by ballot at the AGM:

S. No	PARTICULARS
ORDINARY BUSINESS	
1	<p><u>ORDINARY RESOLUTION</u></p> <p>To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 (both Standalone and Consolidated basis), together with the Reports of the Auditors and the Board of Directors thereon.</p>
2	<p><u>ORDINARY RESOLUTION</u></p> <p>To declare final dividend for the financial year ended March 31, 2019. The Board recommends a Final Dividend of ₹ 0.90 per Equity Share of ₹ 2/- each, fully paid up.</p>
3	<p><u>ORDINARY RESOLUTION</u></p> <p>To appoint a Director in place of Mr. Shahid Ahmad Mirza (DIN: 00048990), who retires by</p>



	rotation and being eligible, offers himself for re-appointment.
SPECIAL BUSINESS	
4	<u>ORDINARY RESOLUTION</u> Ratification of the remuneration payable to Cost Auditor.
5	<u>SPECIAL RESOLUTION</u> Re-appointment of Dr. Yashvir Singh (DIN: 00049360) as an Independent Director.
6	<u>SPECIAL RESOLUTION</u> Re-appointment of Mr. Qazi Salam Noorus (DIN: 00051645) as an Independent Director.
7	<u>SPECIAL RESOLUTION</u> As CA Sudhindra Kumar Jain was concerned and interested in this Resolution, pursuant to Clause 5.3 of Secretarial Standard-2 of ICSI, It was requested to CA Sudhindra Kumar Jain to kindly entrust the conduct of the proceedings in respect of this item to any Non Interested Director. With the consent of Directors present Mr. Tasneef Ahmad Mirza, Whole Time Director of the company was appointed as the Chairman for this item of the meeting. Re-appointment of CA Sudhindra Kumar Jain (DIN: 00189602) as an Independent Director.
8	<u>SPECIAL RESOLUTION</u> It was then requested to CA Sudhindra Kumar Jain to resume the Chair and conduct the proceedings of the meeting in respect of further item of the businesses to be transacted. Re-appointment of Mr. Subhash Sapra (DIN: 00049243) as an Independent Director.
9	<u>ORDINARY RESOLUTION</u> Appointment of CA Saumya Srivastava (DIN: 08206547) as an Independent Director.
10	<u>ORDINARY RESOLUTION</u> Appointment of Mr. Sanjay Bhalla (DIN: 00699901) as an Independent Director.
11	<u>SPECIAL RESOLUTION</u> Appointment of Mr. Shuja Mirza (DIN: 01453110) as Whole-time Director.
12	<u>SPECIAL RESOLUTION</u> To enhance the Borrowing Power of the Company.



13	<u>SPECIAL RESOLUTION</u> Creation of mortgages and /or charges in addition to the existing mortgage(s) / charge(s) created by the Company.
14	<u>SPECIAL RESOLUTION</u> Consent for continuation of directorship of Mr. Narendra Prasad Upadhyaya (DIN:00049196) as Whole Time Director.
15	<u>SPECIAL RESOLUTION</u> Consent for continuation of directorship of Mr. Qazi Salam Noorus (DIN: 00051645) as Non-Executive Director.
16	<u>SPECIAL RESOLUTION</u> Consent for continuation of directorship of Mr. Subhash Sapra (DIN: 00049243) as Non-Executive Director.
17	<u>SPECIAL RESOLUTION</u> Consent for continuation of directorship of Mr. Pashupati Nath Kapoor (DIN: 00058126) as Non- Executive Director.
18	<u>ORDINARY RESOLUTION</u> To enter into transactions with Euro Footwear Private Limited, a 'Related Party'.
19	<u>ORDINARY RESOLUTION</u> To enter into transactions with Mirza (U.K) Limited, a 'Related Party'.

There being no other business to transact, the meeting concluded at 02:15 P.M. with a vote of thanks to the Chair.

