

**PROCEEDINGS OF 39<sup>TH</sup> ANNUAL GENERAL MEETING OF MIRZA INTERNATIONAL LIMITED HELD ON WEDNESDAY, 26<sup>TH</sup> SEPTEMBER, 2018, 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. Irshad Mirza, Chairman of the Board, Mr. Rashid Ahmed Mirza, Managing 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 39<sup>th</sup> Annual General Meeting of the Company and introduced the Directors and other invitees present on the Dias.

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.

With the permission of members present, the notice dated 07/08/2018 convening the 39<sup>th</sup> 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, 2018, 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 18, 2018 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 Sunday, 23<sup>rd</sup> September, 2018 (09:00 A.M.) to Tuesday, 25<sup>th</sup> September, 2018 (05:00 P.M.) and providing the similar facility to vote on the resolutions as set out in the Notice of 39<sup>th</sup> 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 Mr. 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.

For MIRZA INTERNATIONAL LTD.



COMPANY SECRETARY

### **Conduct of Poll**

Mr. 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 Computershare Private Limited, BSE Limited and National Stock Exchange of India Limited.

Following businesses (Ordinary Resolutions) as contained in the Notice of 39<sup>th</sup> AGM were transacted through remote e-voting and by ballot at the AGM:

### **Ordinary Business**

**Item No. 1:** To Consider and adopt Audited Financial Statements of the Company for the financial year ended March 31, 2018 (both Standalone and Consolidated basis), together with the Reports of the Auditors and the Board of Directors thereon.

**Item No. 2:** To declare final dividend for the financial year ended March 31, 2018. The Board recommends a Final Dividend of Rs 0.90 per Equity Share of Rs. 2/- each, fully paid up.

**Item No. 3:** To appoint a Director in place of Mr. Tasneef Ahmad Mirza (DIN: 00049066), who retires by rotation and being eligible, has offered himself for re-appointment.

### **Special Business**

**Item No. 4:** Approval of material related party transactions u/s 188 of Companies Act, 2013

**Item No. 5:** Ratification of the remuneration of Mr. A. K. Srivastava, Cost Auditor of the Company

**Item No. 6:** Fixation of amount of fees for delivery of any document through a particular mode of delivery to a member

There being no other business to transact, the meeting concluded on 02:00 P.M. with a vote of thanks to the Chair.

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For MIRZA INTERNATIONAL LTD.



  
COMPANY SECRETARY