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

Scrutinizer's Report e-voting

(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)

30th September, 2016

To,

The Chairman of 37th Annual General Meeting of the Equity Shareholders of Mirza International Limited held on Thursday, 29th day of September, 2016 at 01:00 P.M. at Auditorium of Council for Leather Exports, HBTI Campus, Nawabganj, Kanpur - 208002

Dear Sir,

- l, K.N. Shridhar, FCS, a Company Secretary in Practice, have been appointed as a scrutinizer for the purpose of Remote E-Voting and voting by poll at the 37th Annual General Meeting (AGM) of Equity Shareholders of **Mirza International Limited** held on Thursday, 29th day of September, 2016 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 37th AGM in terms of section 108 of Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Amendment Rules, 2015:
- 1. 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 37th AGM held on 29th September, 2016.

The E-voting module was kept open from 09:00 A.M. on September 26, 2016 till 05:00 P.M. on September, 2016. And the Karvy e-voting platform was blocked thereafter.

- 2. The Chairman of AGM allowed poll by polling paper in respect of the Resolutions contained in the notice convening 37th AGM for all those members who were present at the AGM 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.



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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 ms. Ankita Pandey, R/O. 128/354 H' Block Kidwai Nagar, Kanpur who are not in employment of the company. The have signed below in confirmation of e-votes being unblocked in their presence Ankita

(Kalid Starona)

(Ankita Pandey)

- 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:

To receive consider and adopt the Audited Profit & Loss Account for the year ended 31st March 2016, the Balance Sheet as on that date and the reports of the Directors' and Auditors' Report thereon.

Voted in favour of Resolution

Number of members present and voting (in person or by proxy and E-voting)		
66	64180306	100%

	Number of members present and	1	%of total Number of
1	voting (in person or by proxy and E-voting)	valid votes cast	valid votes cast.
\vdash	L-voting)	-	-

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Invalid Votes

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

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:

To declare Dividend:

Voted in favour of Resolution

Number of members present and voting (in person or by proxy and	valid votes cast	1
E-voting) 66	by them 64180306	100%

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

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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
-	<u>-</u>

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:

To appoint a Director in place of Mr. Tasneef Ahmad Mirza, (DIN 00049066) who retires by rotation and being eligible offers himself for re-appointment:

Voted in favour of Resolution

Number of members present and	Number of	%of total Number of
voting (in person or by proxy and	valid votes cast	valid votes cast.
E-voting)	by them	·
53	29894403	100%

Number of members present and	Number of	%of total Number of
voting (in person or by proxy and	valid votes cast	valid votes cast.
E-voting)	by them	
3	284012	100%



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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	34001891

Result

There being votes cast against the resolution as set out in Notice in item No. 3 is only 0.94 % which were much less then the votes cast in favour of resolution, hence ordinary resolution was passed with requisite majority.

RESOLUTION NO 4.: Ordinary resolution

To appoint a Director in place of Mr. Narendra Prasad Upadhyay, (DIN 00049196) who retires by rotation and being eligible offers himself for re-appointment:

Voted in favour of Resolution

Number of members present and voting (in person or by proxy and E-voting)	1	
58	63652976	100%

Number of members present and voting (in person or by proxy and	1	1
E-voting)	by them	
8	527330	100%



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Invalid Votes

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

Abstained votes

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

Result

There being votes cast against the resolution as set out in Notice in item No. 4 is only 0.82 % which were much less then 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	Number of	%of total Number of
voting (in person or by proxy and	valid votes cast	valid votes cast.
E-voting)	by them	
66	64180306	100%

Number of members present and	Number o	f % of total Number of
voting (in person or by proxy and	valid votes cas	t valid votes cast.
E-voting)	by them	
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		COM
		(v) (SECR
		\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \

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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 .
44	11

Result

There being no votes cast against the resolution as set out in Notice as item No. 5 Hence ordinary resolution was passed unanimously.

Special Business

RESOLUTION NO 6. Ordinary resolution:

Approval of Related Party transactions:

Voted in favour of Resolution

Number of members present and voting (in person or by proxy and	valid votes cast	1 1
E-voting)	by them	
45	285248	100%

1 2 1	vand voies cast.	nes casi	valid votes	voting (in person or by proxy and
E-voting) by them			by them	E-voting)
2 283907 100%	100%	907	283907	2

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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
21	63611151

Result

There being 569155 votes cast out of which 283907 votes were cast against the resolution totaling 49.88% against votes cast in favour were 285248 totaling 50.12% as set out in Notice as item No. 5, hence ordinary resolution was passed with requisite majority.

RESOLUTION NO 7. Ordinary resolution

Appointment of Cost Auditor:

Voted in favour of Resolution

Number of members present and	Number of	%of total Number of
voting (in person or by proxy and	valid votes cast	valid votes cast.
E-voting)	by them	
65	64180106	100%

Number of members present and	Number of	%of total Number of
voting (in person or by proxy and	valid votes cast	valid votes cast.
E-voting)	by them	
1	200	100%



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Invalid Votes

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

Abstained votes

11	Number of members present and voting (in person or by proxy and E-voting) whose abstained from votes	Number of votes cast by them
	44	11

Result

There being 64169106 votes cast out of which 200 votes were cast against the resolution as set out in Notice as item No. 7. Hence ordinary resolution was passed with requisite majority.

- 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

(K. N. Shidhon) FCS CP: 2612

N - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 -	
Date of the AGM/EGM	29/09/2016
Total number of the cold of	
total number of shareholders on record date	34417
No. of shareholders present in the meeting either in person or through proxy	02
Promoters and Promoter Group	
Public	
N - 103-14	90
No. of Shareholders attended the meeting through Video Conferencing	Not Annicable
Promoters and Promoter Group	
Public	
X OTALL	
September 19 Company of the Company	The state of the s

Resolution No.		THE PERSON NAMED IN COLUMN TWO IS NOT THE OWNER.				****		
Resolution required	Ordinary							
(Ordinary/ Special)	•							
Whether promoter/	No	***************************************		***************************************				
promoter group are								
interested in the								
agenda/resolution?								
Category	Mode of Voting	No. of	No. of votes	% of Votes	No. of Votes	No. of	% of Votes in	% of Wotan
		shares held	polled	Polled on	- in favour		favour on votes	
			<u>.</u>	shares (3)=[(2)/(1)]*	4	against (5)	polled (6)=[(4)/(2)]*10 0	votes polled (7)=[(5)/(2)]
Promoter and Promoter	E Vestine	.000		100)	
Group	E-voling	88755981	63611131	71.67	63611131	0	100	0
	Poll		0					
	Postal Rallot (if aganticable)				0	0	0	0
	A SSIGN MARION (IN ARPHICAME)		•	1	ŧ	1	L	•
D. E. F. T 1.	Total	88755981	63611131	71.67	63611131	0	1001	0
rubiic- institutions	E-Voting	932622	527125	56.52	527125	0	100	0
	Poll							
	Postal Ballot (if agunlicable)				٥	0	0	0
			•	b	•	•	,	3
Dublic Non Incitation	i Otal	932622	527125	56.52	527125	0	100	
TOTAL TOTAL TOTAL TOTAL	E-Voting	30617397	13522	0.04	13522	E	001	
	FOIL		28528	60.0	28528	•	100	
	Fostal Ballot (if applicable)		1	ŧ	1	•		0
1 - 4 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 -	Total	30617397	42050	0.13	42050		C Volume	
lotal		120306000	64180306	53.35	64180306		007	
		Learning 100 100 100 100 100 100 100 100 100 10				,	Son Ly	

Resolution No.	2							
								The state of the s
Resolution required	Ordinary					***************************************		
(Ordinary/Special)								
Whether promoter/	No							The state of the s
promoter group are				•				
agenda/resolution?								
Category	Mode of Voting	No. of shares	No. of	% of Votes	No of Votes	No of	0/ -647-	
		held	votes	Polled on	- in favour	Votes	70 Of Votes in favour on	% of Votes
		(1)	polled (2)	outstanding shares	4	against	votes polled	votes polled
				$(3)=[(2)/(1)]^*$			100 100	00
Promoter and Promoter Group	E-Voting	88755981	63611131	71.67	63611131	0	100	0
	Poll					Í		
	Postal Ballot (if aapplicable)	-			P	0	0	0
	Total	100		,	•	£	•	5
Public- Institutions	V. Voting	18600/88	63611131	71.67	63611131	0	100	0
		932622	527125	56.52	527125	0	100	0
	Poll					ľ		
	Postal Ballot (if applicable)				0	0	0	0
	Total			ż	•	1	1	·
Dublic No. Instituti	יי יי יי	932622	527125	56.52	527125	0	100	0
r ublic- from anstitutions	E-Voting	30617397	13522	0.04	13522		001	0
	Foli		28528	60.0	28528	·	901	
	Fostal Ballot (if applicable)		1	8		1		
	Total	30617397	42050	0.12	43050			ŧ
Total		120306000	70000177	0.10	05024	5	100	0
		120300000	04180300	55.35	64180306	0	100	0
				T	T			



Resolution No.	2	-						
Resolution required	Ordinary					***************************************		And the second s
(Ordinary/ Special)								
Whether promoter/	Part of Promoter Group are interested in the Resolution	sted in the Resol	ution				***************************************	The state of the s
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	No. of Votes - in favour (4)	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
				shares $(3)=[(2)/(1)]^*$ 100		(5)	(6)=[(4)/(2)]* 100	$(7)=[(5)/(2)]^{+}$ 1 00
Promoter and Promoter Group	E-Voting	88755981	29609240	33.36	29609240	0	100	0
	Poll	T	C			(
	Postal Ballot (if aapplicable)	·			2	Ö	0	0
	Total			ı	•	ŧ		7
Dublic, Inctitutions	4 OLA!	18655/88	29609240	33.36	29609240	0	100	0
A AGIN. THOUGHOUS	K-voing	932622	527125	56.52	243318	283807	46.16	53.84
	Poll							
	Postal Ballot (if anniicable)			>		O	0	0
	(constable of the constable of the const		ı	t	ı	1	•	ε
, , , , , , , , , , , , , , , , , , , ,	Lotal	932622	527125	56.52	243318	783807	16.16	10.2
Fublic- Non Institutions	E-Voting	30617397	13522	0.04	13317	205	07.0	15.04
	Poli		28528	0.09	28528	0	00.00	7C.1
	Postal Ballot (if applicable)		ī	1)	001	0
***************************************	Total	30617397	42050	0.14	41845	200	13 00	1
Total		120306000	30178415	25.00	20004400	50,00	16.66	0.49
			201105	23.00	73834403	284012	90.66	0.94



Resolution No.	4				***************************************			
Resolution required	Ordinary							
(Ordinary/Special)								A ANTHONY OF THE PROPERTY OF T
Whether promoter/	No						A PROPERTY AND A SECURE AND A SECURE ASSESSMENT AND A SECURE ASSESSMENT ASSES	
promoter group are						·		
agenda/resolution?	7							
Category	Mode of Voting	No. of shares held	No. of votes polled (2)	% of Votes Polled on outstanding	No. of Votes - in favour (4)	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(r)		shares (3)=[(2)/(1)]* 100		©	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]*1 00
Promoter and Promoter Group	E-Voting	88755981	63611131	71.67	63611131	0	100	0
-	Poll					í		
	Postal Ballot (if aapplicable)		,	0		0	0	0
	Total	10077100			1	1	ŧ	•
Public Inctitutions	F Water	1865798	63611131	79.17	63611131	0	100	0
		932622	527125	56.52	0	527125	0	100
	Poll	Acaptorias in						
	Postal Ballot (if annlicable)	****			0	0	0	
			•	•	•	•	1	
	lotal	932622	527125	56.52	0	527125		00.
Fublic- Non Institutions	E-Voting	30617397	13522	0.04	13317	200	0 70	001
	Poll	-	28528	600	28578	507	70.46	1.52
	Postal Ballot (if applicable)	y			07007		100	0
	Total	30617397	42050	0.13	41845	300		t
Total		120306000	64180306	22.25	75063767	507	15.66	0.49
		2000	OOCOOTEO	33.33	0/67000	527330	99.18	0.82



Resolution No.	<u> </u>							
To the state of th								
Resolution required	Ordinary				***************************************			
(Ordinary/Special)								
Whether promoter/	No	THE PERSON NAMED IN COLUMN TWO IS NOT THE OWNER, THE PERSON NAMED IN COLUMN TWO IS NOT THE OWNER, THE PERSON NAMED IN COLUMN TWO IS NOT THE OWNER, THE PERSON NAMED IN COLUMN TWO IS NOT THE OWNER, TH					The state of the s	
promoter group are								
interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares	No. of votes	% of Votes Polled on	No. of Votes	No. of	% of Votes	% of Votes
		€	polled (2)	outstanding shares (3)=[(2)/(1)]*	(4)	against (5)	votes polled (6)=[(4)/(2)]* 100	*gainst on votes polled (7)= $[(5)/(2)]^*1$
Promoter and Promoter Group	E-Voting	88755981	63611131	71.67	63611131	0	100	0
	Poll							
	Postal Ballot (if aapplicable)			>	0	0	0	0
	Total			1	•	•	ŧ	ı
Public. Institutions	Voting Voting	88755981	63611131	71.67	63611131	0	100	0
	CINE COLUMN	932622	527125	56.52	527125	0	100	0
	Poll							
	Postal Ballot (if annlicable)	-			0	0	0	0
	Total			•	•	ł	*	Į.
Dublic Man Vertication	T Utal	932622	527125	56.52	527125	¢	1001	
A GENERAL TON THEM HOUSE	E-voting	30617397	13522	0.04	13522	1	100	0
	Foll		28528	0.00	28528		100	
	Postal Ballot (if applicable)		1	£		l.	oo.	0
	Total	30617397	42050	0.13	42050		901	
Iotai		120306000	64180306	53.35	64180306		100	
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Resolution No.	9							
Resolution required	Ordinary			***************************************		***************************************	A STATE OF THE PROPERTY OF THE	
(Ordinary/ Special)								
Whether promoter/	Yes	THE RESERVE THE PERSON NAMED IN COLUMN TWO IS NOT THE PERSON NAMED IN COLUMN TWO IS NAMED IN THE PERSON NAMED IN COLUMN TWO IS NAMED IN THE PERSON NAMED IN THE PERSON NAMED IN THE PERSON NAMED IN THE PERSON NAMED IN THE PE	***************************************	A CONTRACTOR OF THE PROPERTY O		***	THE RESERVE THE PERSON NAMED IN COLUMN TWO ISSUES OF THE PERSON NAMED IN COLUMN TO THE PERSON NA	
promoter group are								
agenda/resolution?			٠					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on	No. of Votes - in favour	No. of Votes -	% of Votes in favour on	% of Votes
		€	(3)	outstanding shares (3)=[(2)/(1)]*	(4)	against (5)	votes polled (6)=[(4)/(2)]* 100	votes polled (7)=[(5)/(2)]*1
Promoter and Promoter Group	E-Voting	88755981	0	0	0	0	0	0
	Poll	1	C			(-	
	Postal Ballot (if aapplicable)		2	'		0	0	0
	Total	88755081				*	1	ŧ
Public- Institutions	E-Voting	023633	0	0	0	0	0	0
	0	770766	\$21175	56.52	243318	283807	46.16	53.84
	Poll		0	0				
	Postal Ballot (if applicable)		•	1			n l	0
	Total	932622	\$27125	63 73	010070		•	В
Public- Non Institutions	E-Voting	30617397	13502	20.02	243318	708587	46.16	53.84
	Poll		7000	0.04	13402	100	99.26	0.74
	Postal Ballot (if annlicable)	1	97007	0.09	28528	0	100	0
	come muse (in apparente)		,	į	,	r	•	-
7 4 - 9.	Total	30617397	42030	0.13	41930	001	72 00	
LOTAL		120306000	569155	0.47	285248	283907	50.12	40.24
	APPRICATION OF THE PROPERTY OF							17.00



Resolution No.								
Resolution required	Ordinary	***						
(Ordinary/ Special)	•							
Whether promoter/	No							The state of the s
promoter group are interested in the								
agenda/resolution?	,							
Category	Mode of Voting	No. of shares	No. of	% of Votes	No of Votes	No of	0/ 1841	
		held	votes	Polled on	- in favour	Votes –	% of Votes in favour on	% of Votes
		3	polled (2)	outstanding shares	€	against (5)	votes polled	votes polled
				(3)=[(2)/(1)]*		2	100	00 00 00
Promoter and Promoter Group	E-Voting	88755981	63611131	71.67	63611131	0	100	0
	Poll	T						
	Postal Ballot (if aanniicable)	7			0	0	0	0
	T.T.T.		•	1	•	1	ı	*
Dublic Inctitutions	I Otal	88755981	63611131	71.67	63611131	0	1001	0
A WOLL AUSTICATIONS	E-Voung	932622	527125	56.52	527125	0	100	0
	Poll							
	Postal Ballot (if applicable)	1				0	0	0
	Total	000000		1	,	1	1	•
Public Non Inctitutions	T W - 41	770756	52/125	56.52	527125	0	1001	0
A WORK- 140H AUSULUIOUS	E-Voling	30617397	13522	0.04	13322	200	C5 86	1 40
	Foll B. C. C.		28528	0.00	28528	0	100	1.40
	rostal Ballot (it applicable)		;	ı	1			0
	Total	30617397	42050	0.13	41850	200	C3 00	
l otal		120306000	64180306	53.35	64180106	200	26.66	0.48
							66.66	0.0

