

Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity: MIRZA INTERNATIONAL LIMITED

2. Quarter Ending: September 30, 2018

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment in the current term/cessation	Tenure	No. of Directors hip in listed entities including this listed entity	Number of members hips in Audit/Stakeholder Committee(s) including this listed entity*	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity
Mr.	Irshad Mirza	AATPM4828M DIN:00048946	Chairperson /Executive	01-10-2017	3 Years w.e.f 01-10-2017	1	1	0
Mr.	Rashid Ahmed Mirza	AASPM7764K DIN: 00049009	Managing Director/ Executive	01-10-2017	3 Years w.e.f 01-10-2017	1	0	0
Mr.	Shahid Ahmad Mirza	AATPM8472D DIN:00048990	Executive	01-10-2017	3 Years w.e.f 01-10-2017	1	0	0
Mr.	Tauseef Ahmad Mirza	AATPM8471A DIN: 00049037	Executive	01-10-2017	3 Years w.e.f 01-10-2017	1	0	0
Mr.	Tasneef Ahmad Mirza	AASPM7765J DIN: 00049066	Executive	01-10-2017	3 Years w.e.f 01-10-2017	1	1	0
Mr.	Narendra Prasad Upadhyaya	AAJPU5394C DIN: 00049196	Executive	01-10-2017	3 Years w.e.f 01-10-2017	1	0	0
Mr.	Qazi Salam Noorus	ADKPN7358K DIN:00051645	Non-Executive-Independent	20-09-2014	5 Years	1	2	0
Mr.	Pashupati Nath Kapoor	AEQPK2658J DIN:00058126	Non-Executive-Independent	20-09-2014	5 Years	1	2	1
Dr.	Yashvir Singh	AMRPS6183P DIN:01479900	Non-Executive-Independent	20-09-2014	5 Years	1	0	0
Mr.	Subhash Sapra	ABNPS9010Q DIN:00049243	Non-Executive-Independent	20-09-2014	5 Years	1	1	0
Mr.	Sudhindra Kumar Jain	AANPJ0144P DIN: 00189602	Non-Executive-Independent	20-09-2014	5 Years	1	2	1



Mrs.	Vinita Kejriwal	AGWPK1521A DIN:06952088	Non-Executive-Independent	20-09-2014	5 Years	1	0	0
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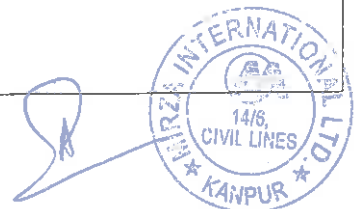
* In accordance with Regulation 26 of SEBI (LODR) Regulations, Membership(s)/Chairmanship(s) of only Audit Committee and Stakeholder Relationship Committees in all Public Limited Companies (including Mirza International Limited) have been considered.

II. Composition of Committees		
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	1. Mr. Sudhindra Kumar Jain 2. Mr. Pashupati Nath Kapoor 3. Mr. Subhash Sapra 4. Mr. Irshad Mirza 5. Mr. Qazi Salam Noorus	Chairperson-Non Executive-Independent Non-Executive-Independent Non-Executive-Independent Executive Non-Executive-Independent
2. Nomination & Remuneration Committee	1. Mr. Pashupati Nath Kapoor 2. Mr. Sudhindra Kumar Jain 3. Mr. Qazi Salam Noorus 4. Dr. Yashvir Singh	Chairperson-Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent
3. Risk Management Committee (if applicable)	NA	NA
4. Stakeholders Relationship Committee	1. Mr. Pashupati Nath Kapoor 2. Mr. Sudhindra Kumar Jain 3. Mr. Tasneef Ahmad Mirza 4. Mr. Qazi Salam Noorus	Chairperson-Non-Executive-Independent Non-Executive-Independent Executive Non-Executive-Independent

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
May 29, 2018	August 07, 2018	69 days

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
August 07, 2018 (Audit Committee)	Yes, Requisite Quorum being present in the Meeting.	May 29, 2018 (Audit Committee)	69 days
August 07, 2018 (Stakeholders Relationship Committee)	Yes, Requisite Quorum being present in the Meeting.	May 29, 2018 (Stakeholders Relationship Committee)	69 days
N.A	N.A	May 29, 2018 (Nomination & Remuneration Committee)	N.A

V. Related Party Transactions	
Subject	Compliance Status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes



VI. Affirmations

1. The composition of Board of Directors is in the terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. **Yes**
2. The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committees . **Yes**
 - b. Nomination & Remuneration Committee. **Yes**
 - c. Stakeholder Relationship Committee. **Yes**
 - d. Risk Management Committee (applicable to the top 100 listed entities). **N.A.**
3. The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. **Yes**
4. The Meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any Comments/Observations/Advice of Board of Directors may be mentioned here: **Yes, Board considered the report and took note of it.**



(Ankit Mishra)
Company Secretary
& Compliance Officer



I. Affirmations

<i>Broad heading</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA)</i>
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, displayed on website</i>	46(2)	YES
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	YES
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i>	19(3)	YES
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with Para C of Schedule V	YES



(Ankit Mishra)
Company Secretary
& Compliance Officer



KCPL/MRVS/NSDL/54(5) E/1
Date: 05/10/2018

NATIONAL SECURITIES DEPOSITORY LIMITED
TRADE WORLD 4TH FLOOR
KAMALA MILLS COMPOUND
SENAPATI BAPAT MARG
LOWER PAREL
MUMBAI - 400 013

Dear Sir(s),
Sub: Certificate under Regulation 54(5) for the quarter ended September 29, 2018

We as Registrars, Share Transfer and Depository Services agents of the MIRZA INTERNATIONAL LIMITED, certify that the details of securities dematerialized/rematerialized during the aforesaid period, as required under Regulation 54(5) of SEBI (Depositories and participants) Regulations 1996 have been furnished to all the Stock Exchanges where the shares of the company are listed.

Thanking you,

Yours faithfully,
For KARVY COMPUTERSHARE (P) LIMITED


M R V Subrahmanyam
General Manager

CC TO:

THE COMPANY SECRETARY
MIRZA INTERNATIONAL LIMITED
14/6
CIVIL LINES
KANPUR
208001



Karvy Computershare Private Limited

Corporate office: "Karvy Selenium Tower B", Plot No. 31 & 32, Financial District, Nanakramguda, Gachibowli, Hyderabad- 500 032. Telangana, INDIA. T: +91-40-67162222, 33211000, F: +91-40-23420814, e-mail: support@karvy.com

Registered Office: Karvy House, 46, Avenue 4, Street No.1, Banjara Hills, Hyderabad - 500 034. .
T: +91-40-2331-2454/2332-0751/752/251 | F: +91-40-2331-1968 | www.karvy.com | www.karvycomputershare.com | CIN: U72400TG2003PTC041636

KCPL/MRVS/CDSL/54(5) E/1

Date: 05/10/2018

CENTRAL DEPOSITORY SERVICES (INDIA) LTD
REGD OFF: MARATHON FUTUREX, A WING, 25TH FLOOR
NM JOSHI MARG, LOWER PAREL (EAST)
MUMBAI - 400 023

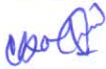
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Thanking you,

Yours faithfully,
For KARVY COMPUTERSHARE (P) LIMITED


M R V Subrahmanyam
General Manager

CC TO:

THE COMPANY SECRETARY
MIRZA INTERNATIONAL LIMITED
14/6
CIVIL LINES
KANPUR
208001



Karvy Computershare Private Limited

Corporate office: "Karvy Selenium Tower B", Plot No. 31 & 32, Financial District, Nanakramguda, Gachibowli, Hyderabad- 500 032. Telangana, INDIA. T: +91-40-67162222, 33211000, F: +91-40-23420814, e-mail: support@karvy.com

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CS. SAVITA JYOTI, B.Com., F.C.S.

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

1. For Quarter Ended : 30th September, 2018
2. ISIN : INE771A01026
3. Face Value : Rs.2/-
4. Name of the Company : MIRZA INTERNATIONAL LIMITED
5. Registered Office Address : 14/6 CIVIL LINES
KANPUR – 208 001.
6. Correspondence Address : 14/6, CIVIL LINES
KANPUR – 208 01
7. Telephone and Fax Numbers : TEL NO.0512-2530775; FAX NO: 0512-2530166
8. Email Address : ankit.mishra@redtapeindia.com
9. Names of the Stock Exchanges where the Company's Securities are listed : BSE LIMITED
NATIONAL STOCK EXCHANGE OF INDIA LTD
- | | NUMBER OF SHARES | % OF TOTAL ISSUED CAPITAL |
|---|------------------|---------------------------|
| 10. Issued Capital : | 120306000 | 100% |
| 11. Listed Capital : | 120306000 | 100% |
| 12. Held in Dematerialised form in CDSL: | 8953232 | 7.44% |
| 13. Held in Dematerialised form in NSDL: | 110752151 | 92.06% |
| 14. Held in Physical Form : | 600617 | 0.50 % |
| 15. Total Number of Shares 12+13+14 : | 120306000 | 100% |
| 16. Reasons for difference if any, between (10&11), (10&15), (11&15): | N.A | |

17. Certifying the details of changes in share capital during the quarter under consideration as per Table below:

Particulars	No of shares	Applied/ not Applied for Listing	Listed on Stock Exchanges	Whether intimated to CDSL	Whether intimated to NSDL	In-Prin, Appr. Pending for SE.
NIL	NIL	NIL	NIL	NIL	NIL	-

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., FCS

: II:

18. Register of Members is Updated : YES
If not updated upto which date :

19. Reference of previous quarter with regard to excess dematerialized shares, if any : NIL

20. Has the Company resolved the matter mentioned in point no.19 above, in the quarter? If not reason why? N.A.

21. Mention the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay:

Total No. of Demat Requests	No. of Requests	No. of Shares	Reasons for delay
Confirmed after 21 days	NIL	NIL	NIL
Pending for more than 21 days	NIL	NIL	NIL

22. Name, Telephone & Fax No. of the Compliance Officer of the Company: Mr. Ankit Mishra - Company Secretary and Compliance Officer of the Company Tel: 0512-2530775 Fax: 0512-2530166

23. Name, Address, Telephone & Fax No., Regn. No. of the Practicing Company Secretary: Mrs. Savita Jyoti, E-86, Sainikpuri, Secunderabad - 500 094. Telephone No. 040-27110559 Registration No.FCS 3738.

24. Appointment of Common Agency for Share Registry Work: Yes - M/s. Karvy Computershare (P) Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District Nanakram Guda Serilingampally Hyderabad - 500 032.

25. Any other details that the auditor may like to provide. (e.g. BIFR Company, Delisting from Stock Exchanges, Company changed it name etc.) NIL

FOR SAVITA JYOTI ASSOCIATES



SAVITA JYOTI

Place: Hyderabad

Date: 06.10.2018

SAVITA JYOTI, FCS 3738
Practicing Company Secretary
Certificate of Practice No. 1796

R: /KCPL/MTL/AUDIT/55A
DATE: 05/10/2018

THE COMPANY SECRETARY
MIRZA INTERNATIONAL LIMITED
14/5
CIVIL LINES
KANPUR
205001

Dear Sir/Madam

This is in accordance with the circulars SEC/03cc/fittc/cir-16/2002 dated 31.12.2002 issued by Securities & Exchange Board of India advising Issuer/ Listed Companies for a quarterly Reconciliation of share capital Audit. We confirm as follows for the quarter ended 29/09/2018.

1. That the Total issued capital of the company is 120306000 Equity Shares of Rs.2/- each, out of which:
 - a) 413 Shareholders representing 600617 Equity Shares constituting 0.50% of the subscribed and paid up capital are held in Physical Form.
 - b) 23523 Shareholders representing 110752151 Equity Shares constituting 92.06% of the subscribed and paid up capital are held in Electronic Form through NSDL.
 - c) 17205 Shareholders representing 8953232 Equity Shares constituting 7.44% of the subscribed and paid up capital are held in Electronic Form through CDSL.
2. We confirm that the register of members is being maintained in Electronic Form only and the same is up to date.
3. All the Dematerialisation requests received during the period under report were confirmed within 21 days.

Thanking You

Yours faithfully,
For KARVY COMPUTERSHARE (P) LIMITED


C SHOBHA ANAND
Deputy General Manager



Karvy Computershare Private Limited

Corporate office: Karvy Summit Tower B* Plot No. 31 & 32 Financial District, Narayana Road, Sachinbowli
Hyderabad - 500 022. Telephone: (INDIA) T: +91-40-67162222, 39271000. F: +91-40-23425311. e-mail: support@karvy.com

Registered Office: Karvy House, 45, Avenue 6, Street No. 1, Bagmati, Hyderabad - 500 084
T: +91-40-23512454, 2332-4151, 752051. F: +91-40-2341-1185. www.karvy.com | www.karvycomputershare.com | CIN: U74301G2002PT001636

Regional Offices: Bahrain | Canada | Chicago | Canada | Germany | Hong Kong | India | New Zealand | Philippines | South Africa | United Kingdom | USA

STATEMENT ON INVESTOR COMPLAINTS FOR THE QUARTER ENDED
SEPTEMBER 30, 2018

S.No.	Particulars	No. of Complaints
1	Number of Investor Complaints pending at the beginning of the quarter i.e July 01, 2018	0
2	Number of Investor Complaints received during the quarter	13
3	Number of Investor Complaints disposed of during the quarter	13
4	Number of Investor Complaints remaining unresolved at the end of the quarter i.e. September 30, 2018	0



CS. SAVITA JYOTI, B.Com., F.C.S.

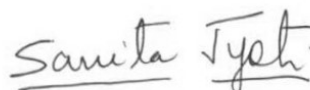
**CERTIFICATE UNDER REGULATION 40(9) OF THE SECURITIES AND EXCHANGE
BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)
REGULATIONS, 2015 FOR THE HALF YEAR ENDED 30th September, 2018.**

I have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to **MIRZA INTERNATIONAL LIMITED** maintained by **KARVY COMPUTERSHARE PVT LTD** pertaining to transfer of equity shares of the company for the period from **1st April, 2018 to 30th September, 2018** for the purpose of issuing a Certificate as per regulation 40(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the information provided by the Company, I hereby certify that the Company has delivered during half year ended on **30th September, 2018**.

Share/Debenture Certificate(s) relating to the transfer of Shares/Debentures received during the period from **1st April, 2018 to 30th September, 2018** as entered in the Memorandum of Transfers, have been issued within thirty days of the date of lodgment for transfer, Transmission, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies from respective date of lodgment of each deed excepting those rejected on technical grounds.

Date: 06.10.2018
Place: Secunderabad

SAVITA JYOTI ASSOCIATES



CS. SAVITA JYOTI
CP No.1796

SAVITA JYOTI, FCS 3738
Practicing Company Secretary
Certificate of Practice No. 1796

COMPLIANCE CERTIFICATE

THIS IS TO CERTIFY that, Karvy Computershare Pvt. Ltd (KCPL) is providing Registry and Share Transfer services to MIRZA INTERNATIONAL LIMITED and having the valid agreement in the form of Memorandum of Understanding (MOU).

FURTHER CERTIFIED that KCPL:

- a. Holds and continues to hold requisite certificate as Category I Registrar & Share Transfer Agent vide SEBI Registration No. INR000000221 issued by Securities Exchange Board of India (SEBI).
- b. Handling all activities in relation to physical share transfer facility and maintaining related documents/correspondence for all the transactions in physical in respect of the Company as per the regulations.
- c. Maintaining the data in respect of investors holding shares in electronic form (Demat) as received from the depositories for a minimum period of one year.

THIS CERTIFICATE is issued in compliance of Regulation 7(3) of the provisions of SEBI (Listing Obligations and disclosure requirements) Regulations, 2015.

For Karvy Computershare Private Limited


Authorised Signatory

Place: Hyderabad
Date: 05/10/2018

For Mirza International Ltd.


(Ankit Mishra)
Company Secretary

**Karvy Computershare Private Limited**

Corporate Office: Karvy Sevenson Tower B, Plot No. 31 & 32, Financial District, Nalakhoniguda, Gachibowli, Hyderabad - 500 032, Telangana, INDIA. T: +91-40-67162222, 03211020, F: +91-40-23440114, e-mail: support@karvy.com

Regional Office: Karvy Index 4L, Suite 4, Street No. 1, Bavela Hill, Hyderabad - 500 031
T: +91-40-23312222, 23312221, F: +91-40-23311799, www.karvy.com, www.karvycomputershare.com, CIN: U52491TG2002PTC041888

Head Office: Mumbai | Chennai | Coimbatore | Mysore | Bangalore | Hyderabad | Pune | New Zealand | Philippines | South Africa | United Kingdom | USA