

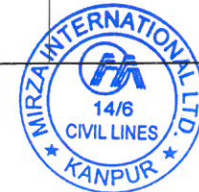
Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity : MIRZA INTERNATIONAL LIMITED

2. Quarter Ending : December 31, 2019

I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive /Non- Executive/ Independent/Non-ominee)	Initial Date of Appointment	Date of re-appointment	Date of Cessation	Tenure*	Date of Birth	No. of Directorship in listed entities including this listed entity	No. of Independent Directorship in listed entities including this listed entity	No. of memberships in Audit/ Stakeholder Committee (s) including this listed entity	No. of post of Chairpers on in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Rashid Ahmed Mirza	AASPM7764K DIN: 00049009	Chairman/ Executive	05-09-1979	01-10-2017	-	-	26-01-1957	1	0	0	0
Mr.	Shahid Ahmad Mirza	AATPM8472D DIN: 00048990	Executive	06-09-1979	01-10-2017	-	-	13-12-1957	1	0	0	0
Mr.	Tauseef Ahmad Mirza	AATPM8471A DIN: 00049037	Executive	06-09-1989	01-10-2017	-	-	31-12-1969	1	0	0	0



Mr.	Tasneef Ahmad Mirza	AASPM7765J DIN: 00049066	Executive	01-01-1997	01-10-2017	-	-	19-03-1972	1	0	1 Stakeholders Relationship Committee	0
Mr.	Narendra Prasad Upadhyaya	AAJPU5394C DIN: 00049196	Executive	01-04-1997	01-10-2017	-	-	10-01-1949	1	0	0	0
Mr.	Shuja Mirza	AFUPM2541P DIN: 01453110	Executive	01-06-2019	01-06-2019	-	-	23-01-1981	1	0	0	0
Mr.	Qazi Salam Noorus	ADKPN7358K DIN: 00051645	Non- Executive- Independent	08-07-1994	19-09-2019	-	305 Months	08-07-1944	1	1	2 Stakeholders Relationship Committee & Audit Committee	1
Mr.	Yashvir Singh	AMRPS6183P DIN: 00049360	Non- Executive- Independent	08-07-1994	19-09-2019	-	305 Months	03-02-1947	1	1	0	0
Mr.	Subhash Sapra	ABNPS9010Q DIN: 00049243	Non- Executive- Independent	08-03-2002	19-09-2019	12-11-2019	212 Months	25-12-1941	-	-	-	-
Mr.	Sudhindra Kumar Jain	AANPJ0144P DIN: 00189602	Non- Executive- Independent	30-07-2008	19-09-2019	-	137 Months	23-05-1956	1	1	2 Stakeholders Relationship Committee & Audit Committee	1



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Mr.	Sanjiv Gupta	AAGPG6972R DIN: 02240256	Additional Director	12-11-2019	12-11-2019	-	2 Months	30-01-1968	1	1	1 Audit Committee	0
Mrs.	Saumya Srivastava	BPLPS4044B DIN: 08206547	Non-Executive-Independent	09-08-2019	09-08-2019	-	5 Months	02-01-1986	1	1	1 Audit Committee	0
Mr.	Sanjay Bhalla	AEZPB4569A DIN: 00699901	Non-Executive-Independent	09-08-2019	09-08-2019	-	5 Months	14-12-1959	1	1	1 Stakeholders Relationship Committee	0

Whether Regular Chairperson appointed Yes

Whether Chairperson is related to managing director or CEO Yes

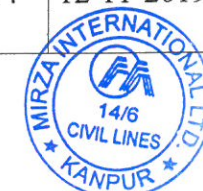
*Tenure is to be filled only for Independent Director.

Tenure would mean the total period from which Independent director is serving on the Board the directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment	Date of cessation
1. Audit Committee	Yes	CA Sudhindra Kumar Jain	Chairperson-Non-Executive-Independent	20-09-2014	-
		Mr. Subhash Sapra	Non-Executive-Independent	20-09-2014	12-11-2019

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		Mr. Qazi Salam Noorus	Non-Executive-Independent	20-09-2014	-
		Mr. Sanjiv Gupta	Additional Director	12-11-2019	-
		CA Saumya Srivastava	Non-Executive-Independent	09-08-2019	-
2. Nomination & Remuneration Committee	Yes	CA Sudhindra Kumar Jain	Chairperson-Non-Executive-Independent	20-09-2014	-
		Mr. Qazi Salam Noorus	Non-Executive-Independent	20-09-2014	-
		Dr. Yashvir Singh	Non-Executive-Independent	20-09-2014	-
		CA Saumya Srivastava	Non-Executive-Independent	09-08-2019	-
3. Risk Management Committee (if applicable)		NA	NA		
4. Stakeholders Relationship Committee	Yes	Mr. Qazi Salam Noorus	Chairperson-Non-Executive-Independent	20-09-2014	-
		Mr. Tasneef Ahmad Mirza	Executive	20-09-2014	-
		CA Sudhindra Kumar Jain	Non-Executive-Independent	20-09-2014	-
		Mr. Sanjay Bhalla	Non-Executive-Independent	09-08-2019	-

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	Whether requirement of Quorum met	Number of Directors present	Number of independent directors present	Maximum gap between any two consecutive meetings in number of days
August 09, 2019	November 12, 2019	YES	10	05	94 days

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present	Number of independent directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
November 12, 2019 (Audit Committee)	Yes, Requisite Quorum being present in the Meeting.	03	03	August 09, 2019 (Audit Committee)	94 days
November 12, 2019 (Stakeholders Relationship Committee)	Yes, Requisite Quorum being present in the Meeting.	04	03	August 09, 2019 (Stakeholders Relationship Committee)	94 days
November 12, 2019 (Nomination & Remuneration Committee)	Yes, Requisite Quorum being present in the Meeting.	04	04	August 09, 2019 (Nomination & Remuneration Committee)	94 days

V. Related Party Transactions

Subject	Compliance Status (Yes/No/NA)

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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. Stakeholders 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

KFIN/MRVS/NSDL/74(5) E/1
Date: 07/01/2020

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

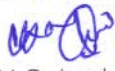
Dear Sir(s),

Sub: Certificate under Regulation 74(5) for the quarter ended December 31, 2019

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 74(5) of SEBI (Depositories and participants) Regulations 2018 have been furnished to all the Stock Exchanges where the shares of the company are listed.

Thanking you,

Yours faithfully,
For KFIN TECHNOLOGIES PRIVATE LIMITED


M R V Subrahmanyam
General Manager

CC TO:

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

KFin Technologies Private Limited
(Formerly known as "Karvy Fintech Private Limited")

Registered & Corporate Office

Selenium Building, Tower-B, Plot No- 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India, 500032. Ph: +91 40 6716 2222, 3321 1000 | <https://www.kfintech.com> | CIN: U72400TG2017PTC117649

KFIN/MRVS/CDSL/74(5) E/1

Date: 07/01/2020

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

Dear Sir(s),

Sub: Certificate under Regulation 74(5) for the quarter ended December 31, 2019

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 74(5) of SEBI (Depositories and participants) Regulations 2018 have been furnished to all the Stock Exchanges where the shares of the company are listed.

Thanking you,

Yours faithfully,
For KFIN TECHNOLOGIES PRIVATE LIMITED



M R V Subrahmanyam
General Manager

CC TO:

THE COMPANY SECRETARY
MIRZA INTERNATIONAL LIMITED
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CS. SAVITA JYOTI, B.Com., F.C.S.

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

1. For Quarter Ended : 31st December, 2019
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:	12163809	10.11%
13. Held in Dematerialised form in NSDL:	107618096	89.45%
14. Held in Physical Form	: 524095	0.44 %
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	-

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SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

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

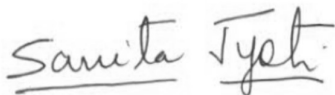
: II:

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; Membership No. A30650; 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 – KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited), Tower – B, Plot No 31 & 32, Selenium Building, Financial District, Nanakramguda, Gachibowli, Hyderabad – 500 032, Telangana, India, SEBI registration No: INR000000221; Tel: 040 – 67162222; Fax: 040- 23001153; Email: einward.ris@kfintech.com; website: www.kfintech.com
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: 09.01.2020
UDIN: F003738B000030347

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

R:/KFIN/mtl/AUDIT/55A
DATE:07/01/2020

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

Dear Sir/Madam

This is in accordance with the circular No.d&cc/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 31/12/2019.

1. That the Total issued capital of the company is 13861402 Equity Shares of Rs.2/- each, out of which:

a) 920 Shareholders representing 132437 Equity Shares constituting 0.96% of the subscribed and paid up capital are held in Physical Form.

b) 10614 Shareholders representing 13152178 Equity Shares constituting 94.88% of the subscribed and paid up capital are held in Electronic Form through NSDL.


c) 17863 Shareholders representing 576787 Equity Shares constituting 4.16% 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 KFIN TECHNOLOGIES PRIVATE LIMITED


M R V SUBRAHMANYAM
General Manager

KFin Technologies Private Limited
(Formerly known as "Karvy Fintech Private Limited")

Registered & Corporate Office

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MIRZA INTERNATIONAL LIMITED			
INVESTOR GRIEVANCE REPORT FOR THE PERIOD 01.10.2019 TO 31.12.2019			
Sl.	Particulars	Receipt	Replied
1	REQUESTS		
a	Change / Correction of address	4	4
b	Receipt of dividend warrants for revalidation	1	1
c	Correction of Bank Mandate on dividend warrants	0	0
d	Change / Correction of Bank Mandate	0	0
e	Receipt of IB for issue of duplicate d/w	0	0
f	Letter of intimation of Bank Mandate	0	0
g	Registration of Power of Attorney	0	0
h	Request for ECS facility (Electronic Clearance Services)	2	2
I	Loss of securities and request for issue of duplicate	3	3
j	Receipt of IB and Affidavit for issue of duplicate shares	3	3
k	Request for Stop transfer of securities	0	0
l	Receipt of damaged/mutilated dividend warrant	0	0
m	Request for Consolidation/Split of securities	0	0
n	Request for issue of duplicate dividend warrant	0	0
o	Deletion of Joint name due to death	1	1
p	Request for transmission of securities	1	1
q	Request for transposition of securities	0	0
r	Receipt of 15G Form for Exemption of Tax	0	0
s	Specimen Sign change/not mentioned in application(s)	3	3
t	Receipt of Securities for Endorsement as fully paid	0	0
u	Queries regarding payment of allotment money	0	0
2	COMPLAINTS		
a	Non receipt of dividend warrants	17	17
b	Excess/Short payment of dividend	0	0
c	Non receipt of Annual Report	0	0
d	Correspondence/Query relating to NSDL/CDSL operations	0	0
e	Non receipt of refund order	0	0
f	Correction of name on securities	0	0
g	Non receipt of securities/Complaint relating to transfer of shares	0	0
		0	0
3	Others	18	18
	Total:	53	53

Thanking You,

Yours faithfully,
For Kfin Technologies Private Limited


C Shobha Anand
Deputy General Manager

KFin Technologies Private Limited
(Formerly known as "Karvy Fintech Private Limited")

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STATEMENT ON INVESTOR COMPLAINTS FOR THE QUARTER ENDED
DECEMBER 31, 2019

S.No.	Particulars	No. of Complaints
1	Number of Investor Complaints pending at the beginning of the quarter i.e October 01, 2019	0
2	Number of Investor Complaints received during the quarter	17
3	Number of Investor Complaints disposed of during the quarter	17
4	Number of Investor Complaints remaining unresolved at the end of the quarter i.e. December 31, 2019	0

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