

## Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity : MIRZA INTERNATIONAL LIMITED

2. Quarter Ending : March 31, 2018

<b>I. Composition of Board of Directors</b>								
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 Directorship in listed entities including this listed entity	No. of memberships in Audit/Stakeholder Committee (s) including this listed entity	No. of post of Chairpersons 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.	N. P. Upadhyay	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 w.e.f 20-09-2014	1	2	0
Mr.	Pashupati Nath Kapoor	AEQPK2658J DIN:00058126	Non-Executive-Independent	20-09-2014	5 Years w.e.f 20-09-2014	1	2	1
Dr.	Yashvir Singh	AMRPS6183P DIN:01479900	Non-Executive-Independent	20-09-2014	5 Years w.e.f 20-09-2014	1	0	0
Mr.	Subhash Sapra	ABNPS9010Q DIN:00049243	Non-Executive-Independent	20-09-2014	5 Years w.e.f 20-09-2014	1	1	0
Mr.	Sudhindra Kumar Jain	AANPJ0144P DIN: 00189602	Non-Executive-Independent	20-09-2014	5 Years w.e.f 20-09-2014	1	2	1



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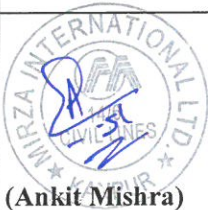
\* In accordance with Regulation 26 of SEBI (LODR) Regulations, Membership(s)/Chairmanship(s) of only Audit Committee and Stakeholder Relationship Committees in all Public Limited Companies (including Mirza International Limited) have been considered.

<b>II. Composition of Committees</b>			
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	
<b>III. Meeting of Board of Directors</b>			
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)	
November 07, 2017	February 02, 2018	86 Days	
<b>IV. Meeting of Committees</b>			
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
February 02, 2018 (Audit Committee)	Yes, Requisite Quorum being present in the Meeting.	November 07, 2017 (Audit Committee)	86 days
February 02, 2018 (Stakeholders Relationship Committee)	Yes, Requisite Quorum being present in the Meeting.	November 07, 2017 (Stakeholders Relationship Committee)	86 days
<b>V. Related Party Transactions</b>			
<b>Subject</b>		<b>Compliance Status (Yes/No/NA)</b>	
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**



**I. Disclosure on Website in terms of Listing Regulations**

<i>Item</i>	<i>Compliance Status (Yes/No/NA)</i>
Details of business	Yes
Terms and Conditions of appointment of Independent Directors	Yes
Composition of various committees of Board of Directors	Yes
Code of Conduct of Board of Directors and Senior Management Personnel	Yes
Details of establishment of Vigil Mechanism/Whistle Blower Policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with Related Party Transactions	Yes
Policy for determining 'material' subsidiaries	NA
Details of familiarization programmes imparted to Independent Directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
E-mail address for grievance redressal and other relevant details	Yes
Financial Results	Yes
Shareholding Pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA

**II. Annual Affirmations**

<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance Status (Yes/No/NA)</i>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of Directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes



Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1), (2), (3), (4)	NA
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1), (5), (6), (7) & (8)	Yes
Prior or Omnibus Approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	Yes

### III. Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. (N.A.)



(Ankit Mishra)

Company Secretary & Compliance officer

KCPL/MRVS/NSDL/54(5) E/1  
Date: 04/04/2018

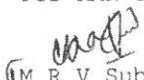
NATIONAL SECURITIES DEPOSITORY LIMITED  
TRADE WORLD 4TH FLOOR  
KAMALA MILLS COMPOUND  
SENAPATI BAPAT MARG  
LOWER PAREL  
MUMBAI - 400 013

Dear Sir(s),  
Sub: Certificate under Regulation 54(5) for the quarter ended  
March 31st, 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: 04/04/2018


CENTRAL DEPOSITORY SERVICES (INDIA) LTD  
REGD OFF: PHIROZE JEEJEEBHOY TOWERS  
28TH FLOOR DALAL STREET  
MUMBAI - 400 023

Dear Sir(s),  
Sub: Certificate under Regulation 54(5) for the quarter ended  
March 31st, 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

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Australia | Bahrain | Canada | Channel Islands | Germany | Hong Kong | Ireland | New Zealand | Philippines | South Africa | United Kingdom | USA

**RECONCILIATION OF SHARE CAPITAL AUDIT REPORT**

1. For Quarter Ended : 31st March, 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](mailto: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:  | 7549278          | 6.28%                     |
| 13. Held in Dematerialised form in NSDL:  | 112139605        | 93.21%                    |
| 14. Held in Physical Form   | : 617117         | 0.51 %                    |
| 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	-

AJ



**SAVITA JYOTI ASSOCIATES**  
**COMPANY SECRETARIES**

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CS. SAVITA JYOTI, B.Com., FCS

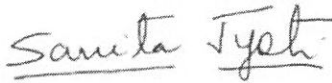
: II:

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: 06.04.2018

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

R: /KCPL/MTL/AUDIT/55A  
DATE: 04/04/2018

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

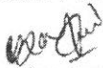
Dear Sir/Madam

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 31/03/2018.

1. That the Total issued capital of the company is 120306000 Equity Shares of Rs.2/- each, out of which:
  - a) 422 Shareholders representing 617117 Equity Shares constituting 0.51% of the subscribed and paid up capital are held in Physical Form.
  - b) 21863 Shareholders representing 112139605 Equity Shares constituting 93.21% of the subscribed and paid up capital are held in Electronic Form through NSDL.
  - c) 15104 Shareholders representing 7549278 Equity Shares constituting 6.28% 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 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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Australia | Bahrain | Canada | Channel Islands | Germany | Hong Kong | Ireland | New Zealand | Philippines | South Africa | United Kingdom | USA

**STATEMENT ON INVESTOR COMPLAINTS FOR THE QUARTER ENDED**  
**MARCH 31, 2018**

S.No.	Particulars	No. of Complaints
1	Number of Investor Complaints pending at the beginning of the quarter i.e January 01, 2018	0
2	Number of Investor Complaints received during the quarter	41
3	Number of Investor Complaints disposed of during the quarter	41
4	Number of Investor Complaints remaining unresolved at the end of the quarter i.e. March 31, 2018	0



CS. SAVITA JYOTI, B.Com., FCS

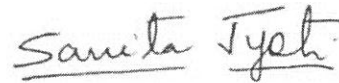
**CERTIFICATE UNDER REGULATION 40(9) OF THE SECURITIES AND EXCHANGE**  
**BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)**  
**REGULATIONS, 2015 FOR THE HALF YEAR ENDED 31st March, 2018.**

I have examined all relevant books, Registers, forms documents and papers of **MIRZA INTERNATIONAL LIMITED** maintained by **KARVY COMPUTERSHARE PVT LTD**, Hyderabad for the purpose of issuing a certificate pursuant to regulation 40(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and certify that during the period from **1st Oct, 2017 to 31st March, 2018** neither the company nor the Registrar & Transfer Agents of the Company, have received any requests for:

- (i) Transfer of Shares in physical form.
- (ii) Issue of Duplicate share certificates / Split Share Certificates.

Date: 06.04.2018  
Place: Secunderabad

SAVITA JYOTI ASSOCIATES



CS. SAVITA JYOTI  
CP No.1796

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



R: /KCPL/MTL/TRF/40(9)  
DATE: 04/04/2018

MIRZA INTERNATIONAL LIMITED  
14/6  
CIVIL LINES  
KANPUR (UP)  
208001

Dear Sir/Madam

Please find enclosed herewith statement of transfers with regard to Clause 40(9) of the LISTING AGREEMENT during the year ended 31/03/2018. You are requested to file the same immediately with Stock Exchange where your Company's Shares are listed.

Thanking You

Yours faithfully,  
For KARVY COMPUTERSHARE (P) LIMITED



C Shobha Anand  
Deputy General Manager



**Karvy Computershare Private Limited**

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**MIRZA INTERNATIONAL LIMITED**

TRANSFERS PROCESSED/REJECTED/NOL FROM 01/10/2017 TO 31/03/2018

SNO	MIN.TNO	MAX.TNO	RECEIVED			PROCESSED			PROC DATE	APP DATE	REJECTIONS			NOL	
			CASES	SHARES	CERT (S)	CASES	SHARES	CERT (S)			CASES	SHARES	CERT (S)	CASES	SHARES
1	317714	317714	1	2000	1			22/03/2018			1	2000	1		
<b>TOTAL:</b>			<b>1</b>	<b>2000</b>	<b>1</b>	<b>0</b>	<b>0</b>				<b>1</b>	<b>2000</b>	<b>1</b>	<b>0</b>	<b>0</b>



**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: 04/04/2018

For Mirza International Ltd.

  
(Ankit Mishra)  
Company Secretary**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