

K N SHRIDHAR & ASSOCIATES
COMPANY SECRETARIES

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

SEPTEMBER 20, 2019

THE CHAIRMAN
MIRZA INTERNATIONAL LIMITED

SUBJECT: RESULTS OF POSTAL BALLOT AND E-VOTING

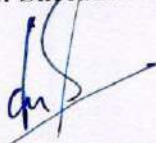
Dear Sir,

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), please find enclosed herewith the voting results and Scrutinizer's Report for the resolutions as set out in the Notice of the Annual General Meeting of Mirza International Limited, dated August 9, 2019.

The aforesaid resolutions have been approved by Members with requisite majority / special resolution, and shall be deemed to have been passed on September 19, 2019, being the date of the Annual General Meeting of the Company.

Thanking you

Yours faithfully
For K.N. Shridhar & Associates



(K.N. Shridhar) FCS
Proprietor C.P.: 2612

Date: 20/09/2019
Place: Kanpur

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Consolidated Scrutinizer's Report

[Pursuant to the Section 108 and 109 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Rule 21 of the Companies (Management and Administration) Rules, 2014]

20th September 2019

To,
The Chairperson of 40th Annual General Meeting of the Members of Mirza International Limited (CIN: L19129UP1979PLC004821) held on Thursday, 19th day of September, 2019 at 01:00 P.M. at the Auditorium of Directorate of Extension, Chandra Shekhar Azad (CSA) University of Agriculture and Technology, Nawabganj, Kanpur – 208002

Dear Sir,

I, 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 40th Annual General Meeting of Members of Mirza International Limited held on Thursday, 19th day of September, 2019 at 01:00 P.M. at the Auditorium of Directorate of Extension, Chandra Shekhar Azad (CSA) University of Agriculture and Technology, Nawabganj, Kanpur – 208002 on the resolutions contained in the notice to the 40th Annual General Meeting, submit my consolidated report on E-voting and voting by poll at the 40th Annual General Meeting in terms of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Rule 21 of the Companies (Management and Administration) Rules, 2014:

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 40th Annual General Meeting held on 19th day of September, 2019.



The Company had availed the E-voting facility offered by the Karvy e-voting for conducting remote e-voting by the shareholders of the Company.

The E-voting module was kept open from (09:00 A.M.) on 16th day of September, 2019 till (05:00 P.M.) on 18th day of September, 2019 and the Karvy e-voting platform was blocked thereafter.

2. The Chairperson of Annual General Meeting allowed poll by polling paper in respect of the Resolutions contained in the notice convening 40th Annual General Meeting for all those members who were present at the Annual General Meeting and have not casted their votes by availing the E-voting facility.
3. After the time fixed for closing of the poll by the Chairperson, Ballot box kept for the polling were locked with due identification marks.
4. The locked ballot box was subsequently opened in presence of two witnesses viz. Ms. Harkiran Chawla, R/O B-602, Ratan Orbit, Indira Nagar, Kanpur 208026, and Ms. Indu Agnihotri, R/O. 62/147, Harbans Mohal, Kanpur 208001, who are not in employment of the Company. They have signed below in confirmation of e-votes being unblocked in their presence.

Harkiran Chawla

Indu

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 Fintech Private Limited e-voting system were scrutinized and reviewed.

The Combined results of E-voting and poll conducted at Annual General Meeting is summarized as under:



Resolution No. 1: Ordinary Resolution:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 (both Standalone and Consolidated basis), together with the Reports of the Auditors and the Board of Directors thereon.

Voted in 'Favour' of Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Favour' of resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
99	3,93,79,558	29	2,73,64,410	6,67,43,968	99.99%

Voted 'Against' the Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Against' resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Against' resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
2	1,510	2	2,500	4,010	0.01%

'Invalid/Abstained' Votes

Number of Members voted through electronic voting system	Number of votes cast invalid by e-voting	Number of Member/Proxies voted by poll	Number of vote cast invalid by poll	Total Number of votes cast through e-voting and poll
00	00	00	00	00



Result:

There being 6,67,43,968 votes cast in favor of the resolution and 4,010 votes cast against the resolution as set out in Notice as item No. 1, the resolution was passed as an ordinary resolution.

Resolution No. 2: Ordinary Resolution:

To declare final dividend for the financial year ended March 31, 2019. The Board recommends a Final Dividend of Rs 0.90 per Equity Share of Rs. 2/- each, fully paid up.

Voted in 'Favour' of Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Favour' of resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
99	3,93,79,558	29	2,73,64,410	6,67,43,968	99.99%

Voted 'Against' the Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Against' resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Against' resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
2	1,510	2	2,500	4,010	0.01%



'Invalid/Abstained' Votes

Number of Members voted through electronic voting system	Number of votes cast invalid by e-voting	Number of Member/Proxies voted by poll	Number of vote cast invalid by poll	Total Number of votes cast through e-voting and poll
00	00	00	00	00

Result

There being 6,67,43,968 votes cast in favor of the resolution and 4,010 votes cast against the resolution as set out in Notice as item No. 2, the resolution was passed as an ordinary resolution.

Resolution No. 3: Ordinary Resolution:

To appoint a Director in place of Mr. Shahid Ahmad Mirza (DIN: 00048990), who retires by rotation and being eligible, offers himself for re-appointment.

Voted in 'Favour' of Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Favour' of resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
92	3,63,69,361	27	30,63,819	3,94,33,180	99.98%



Voted 'Against' the Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Against' resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Against' resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
9	3,257	2	2,500	5,757	0.02%

'Invalid/Abstained' Votes

Number of Members voted through electronic voting system	Number of votes cast invalid by e-voting	Number of Member/Proxies voted by poll	Number of vote cast invalid by poll	Total Number of votes cast through e-voting and poll
1	30,08,450	2	2,43,00,591	2,73,09,041

Result

There being 3,94,33,180 votes cast in favor of the resolution and 5,757 votes cast against the resolution as set out in Notice as item No. 3, the resolution was passed as an ordinary resolution.

Resolution No. 4: Ordinary Resolution:

Ratification of the remuneration payable to Cost Auditor.



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Voted in 'Favour' of Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Favour' of resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
97	3,93,79,416	29	2,73,64,410	6,67,43,826	99.99%

Voted 'Against' the Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Against' resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Against' resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
5	1,652	2	2,500	4,152	0.01%

'Invalid/Abstained' Votes

Number of Members voted through electronic voting system	Number of votes cast invalid by e-voting	Number of Member/Proxies voted by poll	Number of vote cast invalid by poll	Total Number of votes cast through e-voting and poll
00	00	00	00	00



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Result

There being 6,67,43,826 votes cast in favor of the resolution and 4,152 votes cast against the resolution as set out in Notice as item No. 4, the resolution was passed as an ordinary resolution.

Resolution No. 5: Special Resolution:

Re-appointment of Dr. Yashvir Singh (DIN: 00049360) as an Independent Director

Voted in 'Favour' of Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Favour' of resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
94	3,93,77,802	29	2,73,64,410	6,67,42,212	99.99%

Voted 'Against' the Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Against' resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Against' resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
8	3,266	2	2,500	5,766	0.01%



'Invalid/Abstained' Votes

Number of Members voted through electronic voting system	Number of votes cast invalid by e-voting	Number of Member/Proxies voted by poll	Number of vote cast invalid by poll	Total Number of votes cast through e-voting and poll
00	00	00	00	00

Result

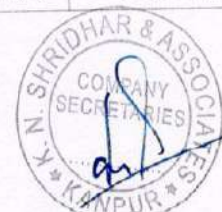
There being 6,67,42,212 votes cast in favor of the resolution and 5,766 votes cast against the resolution as set out in Notice as item No. 5, the resolution was passed as a special resolution.

Resolution No. 6: Special Resolution:

Re-appointment of Mr. Qazi Salam Noorus (DIN: 00051645) as an Independent Director.

Voted in 'Favour' of Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Favour' of resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
93	3,93,77,709	29	2,73,64,410	6,67,42,119	99.99%



Voted 'Against' the Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Against' resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Against' resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
9	3,359	2	2,500	5,859	0.01%

'Invalid/Abstained'

Number of Members voted through electronic voting system	Number of votes cast invalid by e-voting	Number of Member/Proxies voted by poll	Number of vote cast invalid by poll	Total Number of votes cast through e-voting and poll
00	00	00	00	00

Result

There being 6,67,42,119 votes cast in favor of the resolution and 5,859 votes cast against the resolution as set out in Notice as item No. 6, the resolution was passed as a special resolution.

Resolution No. 7: Special Resolution:

Re-appointment of Mr. Sudhindra Kumar Jain (DIN: 00189602) as an Independent Director.



Voted in 'Favour' of Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Favour' of resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
94	3,93,77,709	29	2,73,64,410	6,67,42,119	99.99%

Voted 'Against' the Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Against' resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Against' resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
9	3,359	2	2,500	5,859	0.01%

'Invalid/Abstained'

Number of Members voted through electronic voting system	Number of votes cast invalid by e-voting	Number of Member/Proxies voted by poll	Number of vote cast invalid by poll	Total Number of votes cast through e-voting and poll
00	00	00	00	00



Result

There being 6,67,42,119 votes cast in favor of the resolution and 5,859 votes cast against the resolution as set out in Notice as item No. 7, the resolution was passed as a special resolution.

Resolution No. 8: Special Resolution:

Re-appointment of Mr. Subhash Sapra (DIN: 00049243) as an Independent Director.

Voted in 'Favour' of Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Favour' of resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
94	3,93,77,709	29	2,73,64,410	6,67,42,119	99.99%

Voted 'Against' the Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Against' resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Against' resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
9	3,359	2	2,500	5,859	0.01%



'Invalid/Abstained'

Number of Members voted through electronic voting system	Number of votes cast invalid by e-voting	Number of Member/Proxies voted by poll	Number of vote cast invalid by poll	Total Number of votes cast through e-voting and poll
00	00	00	00	00

Result

There being 6,67,42,119 votes cast in favor of the resolution and 5,859 votes cast against the resolution as set out in Notice as item No. 8, the resolution was passed as a special resolution.

Resolution No. 9: Ordinary Resolution:

Appointment of CA Saumya Srivastava (DIN: 08206547) as an Independent Director.

Voted in 'Favour' of Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Favour' of resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
93	3,93,77,801	29	2,73,64,410	6,67,42,211	99.99%



Voted 'Against' the Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Against' resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Against' resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
8	3,267	2	2,500	5,767	0.01%

'Invalid/Abstained'

Number of Members voted through electronic voting system	Number of votes cast invalid by e-voting	Number of Member/Proxies voted by poll	Number of vote cast invalid by poll	Total Number of votes cast through e-voting and poll
00	00	00	00	00

Result

There being 6,67,42,211 votes cast in favor of the resolution and 5,767 votes cast against the resolution as set out in Notice as item No. 9, the resolution was passed as an **ordinary resolution**.

Resolution No. 10: Ordinary Resolution:

Appointment of Mr. Sanjay Bhalla (DIN: 00699901) as an Independent Director.



Voted in 'Favour' of Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Favour' of resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
94	3,93,77,811	29	2,73,64,410	6,67,42,221	99.99%

Voted 'Against' the Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Against' resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Against' resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
8	3,257	2	2500	5757	0.01%

'Invalid/Abstained'

Number of Members voted through electronic voting system	Number of votes cast invalid by e-voting	Number of Member/Proxies voted by poll	Number of vote cast invalid by poll	Total Number of votes cast through e-voting and poll
00	00	00	00	00



Result

There being 6,67,42,221 votes cast in favor of the resolution and 5,757 votes cast against the resolution as set out in Notice as item No. 10, the resolution was passed as an ordinary resolution.

Resolution No. 11: Special Resolution:

Appointment of Mr. Shuja Mirza (DIN: 01453110) as Whole-time Director.

Voted in 'Favour' of Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Favour' of resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
92	1,03,80,102	29	2,73,64,410	3,77,44,512	99.98%

Voted 'Against' the Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Against' resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Against' resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
8	3,247	2	2,500	5,747	0.02%



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'Invalid/Abstained'

Number of Members voted through electronic voting system	Number of votes cast invalid by e-voting	Number of Member/Proxies voted by poll	Number of vote cast invalid by poll	Total Number of votes cast through e-voting and poll
3	2,89,97,719	0	0	2,89,97,719

Result

There being 3,77,44,512 votes cast in favor of the resolution and 5,757 votes cast against the resolution as set out in Notice as item No. 11, the resolution was passed as a special resolution.

Resolution No. 12: Special Resolution:

To enhance the Borrowing Power of the Company.

Voted in 'Favour' of Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Favour' of resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
95	3,93,77,713	29	2,73,64,410	6,67,42,123	99.99%



Voted 'Against' the Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Against' resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Against' resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
7	3,355	2	2,500	5,855	0.01%

'Invalid/Abstained'

Number of Members voted through electronic voting system	Number of votes cast invalid by e-voting	Number of Member/Proxies voted by poll	Number of vote cast invalid by poll	Total Number of votes cast through e-voting and poll
00	00	00	00	00

Result

There being 6,67,42,123 votes cast in favor of the resolution and 5,855 votes cast against the resolution as set out in Notice as item No. 12, the resolution was passed as a special resolution.

Resolution No. 13: Special Resolution:

Creation of mortgages and /or charges in addition to the existing mortgage(s) / charge(s) created by the Company.



Voted in 'Favour' of Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Favour' of resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
94	3,93,77,831	29	2,73,64,410	6,67,42,241	99.99%

Voted 'Against' the Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Against' resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Against' resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
7	3,237	2	2,500	5,737	0.01%

'Invalid/Abstained'

Number of Members voted through electronic voting system	Number of votes cast invalid by e-voting	Number of Member/Proxies voted by poll	Number of vote cast invalid by poll	Total Number of votes cast through e-voting and poll
00	00	00	00	00



Result

There being 6,67,42,241 votes cast in favor of the resolution and 5,737 votes cast against the resolution as set out in Notice as item No. 13, the resolution was passed as a special resolution.

Resolution No. 14: Special Resolution:

Consent for continuation of directorship of Mr. Narendra Prasad Upadhyaya (DIN: 00049196) as Whole Time Director.

Voted in 'Favour' of Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Favour' of resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
94	3,93,77,719	29	2,73,64,410	6,67,42,129	99.99%

Voted 'Against' the Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Against' resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Against' resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
9	3,349	2	2,500	5,849	0.01%



'Invalid/Abstained'

Number of Members voted through electronic voting system	Number of votes cast invalid by e-voting	Number of Member/Proxies voted by poll	Number of vote cast invalid by poll	Total Number of votes cast through e-voting and poll
00	00	00	00	00

Result

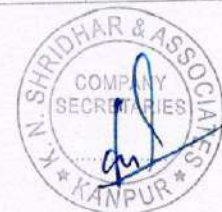
There being 6,67,42,129 votes cast in favor of the resolution and 5,849 votes cast against the resolution as set out in Notice as item No. 14, the resolution was passed as a **special resolution**.

Resolution No. 15: Special Resolution:

Consent for continuation of directorship of Mr. Qazi Salam Noorus (DIN: 00051645) as Non-Executive Director.

Voted in 'Favour' of Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Favour' of resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
93	3,93,77,709	29	2,73,64,410	6,67,42,119	99.99%



Voted 'Against' the Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Against' resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Against' resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
9	3,359	2	2500	5,859	0.01%

'Invalid/Abstained'

Number of Members voted through electronic voting system	Number of votes cast invalid by e-voting	Number of Member/Proxies voted by poll	Number of vote cast invalid by poll	Total Number of votes cast through e-voting and poll
00	00	00	00	00

Result

There being 6,67,42,119 votes cast in favor of the resolution and 5,859 votes cast against the resolution as set out in Notice as item No. 15, the resolution was passed as a special resolution.

Resolution No. 16: Special Resolution:

Consent for continuation of directorship of Mr. Subhash Sapra (DIN: 00049243) as Non-Executive Director.



Voted in 'Favour' of Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Favour' of resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
93	3,93,77,699	29	2,73,64,410	6,67,42,109	99.99%

Voted 'Against' the Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Against' resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Against' resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
9	3,369	2	2,500	5,869	0.01%

'Invalid/Abstained'

Number of Members voted through electronic voting system	Number of votes cast invalid by e-voting	Number of Member/Proxies voted by poll	Number of vote cast invalid by poll	Total Number of votes cast through e-voting and poll
00	00	00	00	00



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Result

There being 6,67,42,109 votes cast in favor of the resolution and 5,869 votes cast against the resolution as set out in Notice as item No. 16, the resolution was passed as a special resolution.

Resolution No. 17: Special Resolution:

Consent for continuation of directorship of Mr. Pashupati Nath Kapoor (DIN: 00058126) as Non- Executive Director.

Voted in 'Favour' of Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Favour' of resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
93	3,93,77,709	29	2,73,64,410	6,67,42,119	99.99%

Voted 'Against' the Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Against' resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Against' resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
9	3,359	2	2500	5859	0.01%



'Invalid/Abstained'

Number of Members voted through electronic voting system	Number of votes cast invalid by e-voting	Number of Member/Proxies voted by poll	Number of vote cast invalid by poll	Total Number of votes cast through e-voting and poll
00	00	00	00	00

Result

There being 6,67,42,119 votes cast in favor of the resolution and 5,859 votes cast against the resolution as set out in Notice as item No. 17, the resolution was passed as a special resolution.

Resolution No. 18: Ordinary Resolution:

To enter into transactions with Euro Footwear Private Limited, a 'Related Party'.

Voted in 'Favour' of Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Favour' of resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
90	1,87,949	25	27,10,084	28,98,033	99.86%



Voted 'Against' the Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Against' resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Against' resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
2	1,510	2	2,500	4,010	0.14%

'Invalid/Abstained'

Number of Members voted through electronic voting system	Number of votes cast invalid by e-voting	Number of Member/Proxies voted by poll	Number of vote cast invalid by poll	Total Number of votes cast through e-voting and poll
9	3,91,91,609	4	2,46,54,326	6,38,45,935

Result

There being 28,98,033 votes cast in favor of the resolution and 4,010 votes cast against the resolution as set out in Notice as item No. 18, the resolution was passed as an **ordinary resolution**.

Resolution No. 19: Ordinary Resolution:

To enter into transactions with Mirza (U.K) Limited, a 'Related Party'.



Voted in 'Favour' of Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Favour' of resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
90	1,87,949	27	30,63,819	32,51,768	99.88%

Voted 'Against' the Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Against' resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Against' resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
2	1,510	2	2,500	4010	0.12%

'Invalid/Abstained'

Number of Members voted through electronic voting system	Number of votes cast invalid by e-voting	Number of Member/Proxies voted by poll	Number of vote cast invalid by poll	Total Number of votes cast through e-voting and poll
9	3,91,91,609	2	2,43,00,591	6,34,92,200



K.N. SHRIDHAR & ASSOCIATES
COMPANY SECRETARIES

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Email: k.n.shridhar@yashoo.co.in

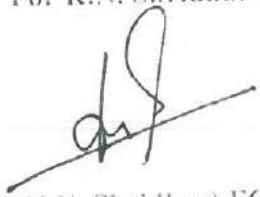
Result

There being 32,51,768 votes cast in favor of the resolution and 4,010 votes cast against the resolution as set out in Notice as item No. 19, the resolution was passed as an ordinary resolution.

7. The poll papers and all other relevant records were sealed and handed over to yourself as authorized by the Board for safe keeping.

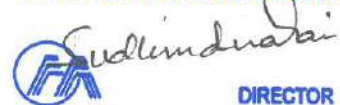
Thanking you

Yours faithfully
For K.N. Shridhar & Associates


(K.N. Shridhar) FCS
Proprietor C.P.: 2612



For MIRZA INTERNATIONAL LTD.


DIRECTOR

Date: 20/09/2019

Place: Kanpur