

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,

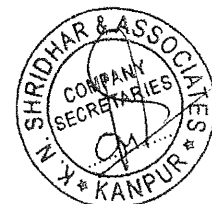
I, K.N. Shridhar, FCS, a Company Secretary in Practice, have been appointed as a scrutinizer for the purpose of Remote E-Voting and voting by poll at the 37th Annual General Meeting (AGM) of Equity Shareholders of **Mirza International Limited** held on Thursday, 29th day of September, 2016 at 01:00 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.

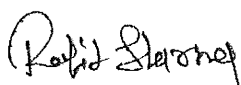
The E-voting module was kept open from 09:00 A.M. on September 26, 2016 till 05:00 P.M. on September, 2016. And the Karvy e-voting platform was blocked thereafter.

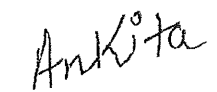
2. The Chairman of AGM allowed poll by polling paper in respect of the Resolutions contained in the notice convening 37th AGM for all those members who were present at the AGM and have not casted their votes by availing the E-voting facility.

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.



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


(Rohit Sharma)


(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:

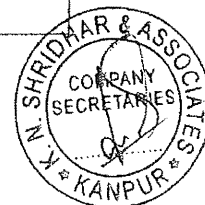
To receive consider and adopt the Audited Profit & Loss Account for the year ended 31st March 2016, the Balance Sheet as on that date and the reports of the Directors' and Auditors' Report thereon.

Voted in favour of Resolution

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

Voted against the Resolution

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



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
-	-

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 :

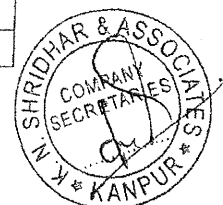
To declare Dividend:

Voted in **favour** of Resolution

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

Voted **against** the Resolution

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



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
-	-

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 :

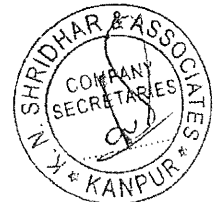
To appoint a Director in place of Mr. Tasneef Ahmad Mirza, (DIN 00049066) who retires by rotation and being eligible offers himself for re-appointment:

Voted in favour of Resolution

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

Voted against the Resolution

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



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 than the votes cast in favour of resolution, hence ordinary resolution was **passed with requisite majority**.

RESOLUTION NO 4. : Ordinary resolution

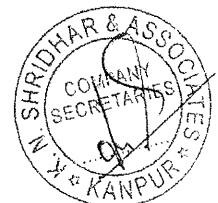
To appoint a Director in place of Mr. Narendra Prasad Upadhyay, (DIN 00049196) who retires by rotation and being eligible offers himself for re-appointment:

Voted in favour of Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
58	63652976	100%

Voted against the Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
8	527330	100%



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
-	-

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 than the votes cast in favour of resolution, hence ordinary resolution was **passed with requisite majority.**

RESOLUTION NO 5. : Ordinary resolution

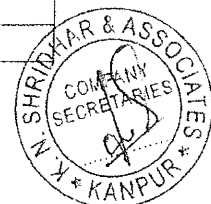
To Appoint Auditors and fix their remuneration :

Voted in **favour** of Resolution

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

Voted **against** the Resolution

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



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 :

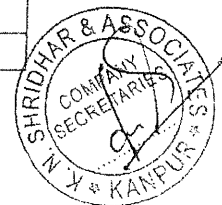
Approval of Related Party transactions:

Voted in favour of Resolution

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

Voted against the Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
2	283907	100%



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

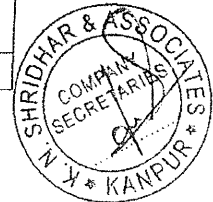
Appointment of Cost Auditor:

Voted in **favour** of Resolution

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

Voted **against** the Resolution

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



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

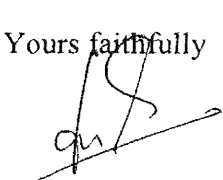
There being 64169106 votes cast out of which 200 votes were cast against the resolution as set out in Notice as item No. 7. Hence ordinary resolution was **passed with requisite majority**.

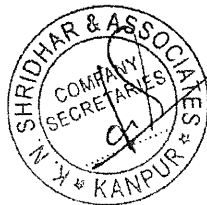
7. A Compact Disc (CD) containing a list of Equity shareholders who voted "For", "Against" and those whose votes were declared invalid for each resolution is enclosed.

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,

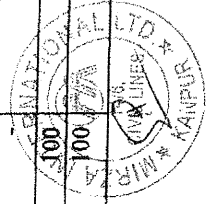
Yours faithfully


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



Date of the AGM/EGM	29/09/2016
Total number of shareholders on record date	34417
No. of shareholders present in the meeting either in person or through proxy	39
Promoters and Promoter Group	3
Public	36
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group	-
Public	-

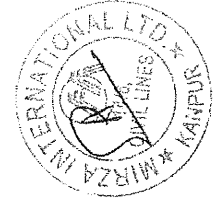
Resolution No.	1							
Resolution required (Ordinary/ Special)	Ordinary							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	88755981	63611131	71.67	63611131	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	88755981	63611131	71.67	63611131	0	100	0
Public- Institutions	E-Voting	932622	527125	56.52	527125	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	932622	527125	56.52	527125	0	100	0
Public- Non Institutions	E-Voting	30617397	13522	0.04	13522	-	100	0
	Poll		28528	0.09	28528	-	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	30617397	42050	0.13	42050	0	100	0
Total		120306000	64180306	53.35	64180306	0	100	0



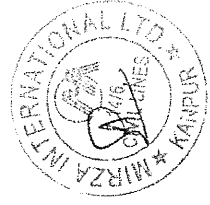
Resolution No.	2	Resolution required (Ordinary/ Special)	Ordinary	Whether promoter/promoter group are interested in the agenda/resolution?	No	Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group		E-Voting	88755981	63611131	71.67	63611131	0	100	0					
		Poll		0	0	0	0	0	0					
		Postal Ballot (if applicable)		-	-	-	-	-	-					
		Total	88755981	63611131	71.67	63611131	0	100	0					
Public- Institutions		E-Voting	932622	527125	56.52	527125	0	100	0					
		Poll		0	0	0	0	0	0					
		Postal Ballot (if applicable)		-	-	-	-	-	-					
		Total	932622	527125	56.52	527125	0	100	0					
Public- Non Institutions		E-Voting	30617397	13522	0.04	13522	-	100	-					
		Poll		28528	0.09	28528	-	100	-					
		Postal Ballot (if applicable)		-	-	-	-	-	-					
		Total	30617397	42050	0.13	42050	0	100	0					
Total			120306000	64180306	53.35	64180306	0	100	0					



Resolution No.	3	Part of Promoter Group are interested in the Resolution									
Resolution required (Ordinary/ Special)	Ordinary	Part of Promoter Group are interested in the Resolution									
Whether promoter/ promoter group are interested in the agenda/resolution?	Part of Promoter Group are interested in the Resolution	Part of Promoter Group are interested in the Resolution									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100			
Promoter and Promoter Group	E-Voting	88755981	29609240	33.36	29609240	0	100	0			
	Poll		0	0	0	0	0	0			
	Postal Ballot (if applicable)		-	-	-	-	-	-			
Public- Institutions	Total	88755981	29609240	33.36	29609240	0	100	0			
	E-Voting	932622	527125	56.52	243318	283807	46.16	53.84			
	Poll		0	0	0	0	0	0			
Public- Non Institutions	Postal Ballot (if applicable)		-	-	-	-	-	-			
	Total	932622	527125	56.52	243318	283807	46.16	53.84			
	E-Voting	30617397	13522	0.04	13317	205	98.48	1.52			
Total	Poll		28528	0.09	28528	0	100	0			
	Postal Ballot (if applicable)		-	-	-	-	-	-			
	Total	30617397	42050	0.14	41845	205	99.51	0.49			
		120306000	30178415	25.08	29894403	284012	99.06	0.94			



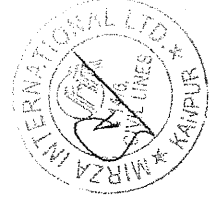
Resolution No.	4	Ordinary	Whether promoter/ promoter group are interested in the agenda/resolution?	No	Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group		E-Voting	88755981	63611131	71.67	63611131	0	100	0	0	0	0	0
		Poll		0	0	0	0	0	0	0	0	0	0
		Postal Ballot (if applicable)		-	-	-	-	-	-	-	-	-	-
		Total	88755981	63611131	71.67	63611131	0	100	0	0	0	0	0
Public- Institutions		E-Voting	932622	527125	56.52	527125	0	100	0	0	0	0	100
		Poll		0	0	0	0	0	0	0	0	0	0
		Postal Ballot (if applicable)		-	-	-	-	-	-	-	-	-	-
		Total	932622	527125	56.52	527125	0	100	0	0	0	0	0
Public- Non Institutions		E-Voting	30617397	13522	0.04	13317	205	98.48	1.52	0	0	0	0
		Poll		28528	0.09	28528	0	100	0	0	0	0	0
		Postal Ballot (if applicable)		-	-	-	-	-	-	-	-	-	-
		Total	30617397	42050	0.13	41845	205	99.51	0.49	0	0	0	0
Total			120306000	64180306	53.35	63652976	527330	99.18	0.82	0	0	0	0



Resolution No.	5	Resolution required (Ordinary/ Special)	Ordinary	Whether promoter/ promoter group are interested in the agenda/resolution?	No	Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group		E-Voting	88755981	63611131	71.67	63611131	0	100	0					
		Poll		0	0	0	0	0	0					
		Postal Ballot (if applicable)		-	-	-	-	-	-					
		Total	88755981	63611131	71.67	63611131	0	100	0					
Public- Institutions		E-Voting	932622	527125	56.52	527125	0	100	0					
		Poll		0	0	0	0	0	0					
		Postal Ballot (if applicable)		-	-	-	-	-	-					
		Total	932622	527125	56.52	527125	0	100	0					
Public- Non Institutions		E-Voting	30617397	13522	0.04	13522	-	100	-					
		Poll		28528	0.09	28528	-	100	-					
		Postal Ballot (if applicable)		-	-	-	-	-	-					
		Total	30617397	42050	0.13	42050	0	100	0					
Total			120306000	64180306	53.35	64180306	0	100	0					



Resolution No.	6	Resolution required (Ordinary/ Special)	Ordinary	Whether promoter/ promoter group are interested in the agenda/resolution?	Yes	Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group								88755981	0	0	0	0	0	0
									0	0	0	0	0	0
									-	-	-	-	-	-
								88755981	0	0	0	0	0	0
Public- Institutions								932622	527125	56.52	243318	283807	46.16	53.84
									0	0	0	0	0	0
									-	-	-	-	-	-
									0	0	0	0	0	0
									-	-	-	-	-	-
								932622	527125	56.52	243318	283807	46.16	53.84
Public- Non Institutions								30617397	13502	0.04	13402	100	99.26	0.74
									28528	0.09	28528	0	100	0
									-	-	-	-	-	-
								30617397	42030	0.13	41930	100	99.76	0.24
Total								120306000	569155	0.47	285248	283907	50.12	49.88



Resolution No.	7	Resolution required (Ordinary/ Special)	Ordinary	Whether promoter/promoter group are interested in the agenda/resolution?	No	Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group		E-Voting	88755981	63611131	71.67	63611131	0	100	0					
		Poll		0	0	0	0	0	0					
		Postal Ballot (if applicable)		-	-	-	-	-	-					
		Total	88755981	63611131	71.67	63611131	0	100	0					
Public- Institutions		E-Voting	932622	527125	56.52	527125	0	100	0					
		Poll		0	0	0	0	0	0					
		Postal Ballot (if applicable)		-	-	-	-	-	-					
		Total	932622	527125	56.52	527125	0	100	0					
Public- Non Institutions		E-Voting	30617397	13322	0.04	13322	200	98.52	1.48					
		Poll		28528	0.09	28528	0	100	0					
		Postal Ballot (if applicable)		-	-	-	-	-	-					
		Total	30617397	42050	0.13	41850	200	99.52	0.48					
Total			120306000	64180306	53.35	64180106	200	99.99	0.01					

