

PROCEEDINGS OF 38TH ANNUAL GENERAL MEETING OF MIRZA INTERNATIONAL LIMITED HELD ON THURSDAY, SEPTEMBER 28TH, 2017 AT 01:00 P.M AT THE AUDITORIUM OF COUNCIL OF LEATHER EXPORTS, HBTI CAMPUS, NAWABGANJ, KANPUR -208 002

The 38th Annual General Meeting of Members of Mirza International Limited was held on September 28, 2017 at the Auditorium of Council of Leather Exports, HBTI Campus, Nawabganj, Kanpur at 01:00 p.m

Mr. Irshad Mirza, Chairman of the Company took the Chair and welcomed the Members and others present at the 38th Annual General Meeting of the Company and introduced the Directors and other invitees present on the Dias.

After ascertaining the requisite quorum for meeting, the Chairman thereafter called the meeting to order and commenced the formal proceedings of the meeting at 01:00 P.M.

With the permission of members present, the notice dated 05/08/2017 convening the 38th Annual General Meeting (AGM) together with the statement prepared in terms of Section 102 of the Companies Act, 2013 attached to the said Notice, the Audited Financial Results for the year ended March 31, 2017, the Directors Report along with the annexure thereto, was taken as read.

The Chairman requested the Company Secretary to read the Auditors Report at the instance of members present and with their due permission, the Auditors' Report was taken as read by the Company Secretary.

The Chairman further informed the members that there were no qualification remarks reported by the Statutory and Secretarial Auditors of the Company in their respective reports.

The Chairman then proceeded to deliver his speech to the Members of the Company

The Chairman then informed the Members that pursuant to the Provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and other applicable provisions of Companies Act, 2013 and pursuant to the provisions of Regulation 44 of SEBI (LODR) Regulations, 2015, the Company had provided Remote E-voting facility to the Members as on the cut off date i.e September 21, 2017 to enable them to cast their vote electronically in respect to the business to be transacted at the AGM. The Remote E-voting commenced on Monday, September 25, 2017 at 09:00 A.M and ended on Thursday, September 27, 2017 at 05:00 p.m and providing the similar facility to vote on the resolutions as set out in the Notice of 38th AGM by means of Ballot Paper to the Members present, in person or through proxies/ representatives at the AGM, to vote in proportion to shares held by them in case votes were not casted by such members prior to AGM by means of Remote e voting.

The Chairman further informed that Mr. K.N. Shridhar, Practicing Company Secretary, was appointed as Scrutinizer by the Company to scrutinize the remote e voting process and conduct physical ballot process at the AGM in a fair and transparent manner.

For MIRZA INTERNATIONAL LTD.

COMPANY SECRETARY



Conduct of Poll

Mr. K.N. Shridhar, Scrutinizer conducted the Poll process for those shareholders who had not casted their votes by means of remote e-voting. After ensuring that all the members and proxies participating in the Poll had casted their votes, the Scrutinizer locked and sealed the ballot box in front of members and then took custody of ballot box.

The Chairman announced that the scrutinizers consolidated report along with the results of remote e-voting and poll would be uploaded on the Company's website as well as on the website of the e-voting agency i.e Karvy Computershare Private Limited, BSE Limited and National Stock Exchange of India Limited.

Following business as contained in the Notice of 38th AGM were transacted through remote e-voting and by ballot at the AGM:

Ordinary Business

Item No. 1: To Consider and adopt Standalone and Consolidated Audited Financial Statements for the Financial Year ended on March 31, 2017 and the Report of Board of Directors and Auditors thereon.

Item No. 2: To declare final dividend of Rs. 0.90 per Equity Share for the year ended March 31, 2017.

Item No. 3: To appoint a Director in place of Mr. Tauseef Ahmad Mirza (DIN: 00049037), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.

Item No. 4: To appoint a Director in place of Mr. Shahid Ahmad Mirza (DIN: 00048990), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.

Item No. 5: To appoint M/s. D R A & Co., Chartered Accountants, Delhi with Registration number 006476N as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Forty Third Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors"

Special Business

Item No. 6: Re-appointment of Mr. Irshad Mirza (DIN-00048946) as Chairman (Executive) of the Company

Item No. 7: Re-appointment of Mr. Rashid Ahmed Mirza (DIN-00049009) as Managing Director of the Company

For MIRZA INTERNATIONAL LTD.



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COMPANY SECRETARY

Item No. 8: Re-appointment of Mr. Shahid Ahmad Mirza (DIN-00048990) as Whole Time Director of the Company

Item No. 9: Re-appointment of Mr. Tauseef Ahmad Mirza (DIN-00049037) as Whole Time Director of the Company

Item No. 10: Re-appointment of Mr. Tasneef Ahmad Mirza (DIN-00049066) as Whole Time Director of the Company

Item No. 11: Re-appointment of Mr. Narendra Prasad Upadhyay (DIN-00049196) as Whole Time Director of the Company

Item No. 12: Re-appointment of Mr. Shuja Mirza, as President (Marketing) of the Company

Item No. 13: Re-appointment of Mr. Faraz Mirza, as President (Production) of the Company

Item No. 14: Approval of material related party transactions u/s 188 of Companies Act, 2013

Item No. 15: Fixation of the remuneration of Mr. A K Srivastava, Cost Auditor of the Company

Item No. 16: Fixation of amount for delivery of document upon request of member over and above reimbursement of actual expenses incurred by the Company

Item No. 17: Approval of Scheme of arrangement between Hi-Life Fabricators Private Limited and Mirza International Limited

The Chairman also invited queries on the above resolutions and all the queries were resolved by the Chairman one by one.

There being no other business to transact, the meeting concluded on 3:30 P.M. with a vote of thanks to the Chair.

For MIRZA INTERNATIONAL LTD.



COMPANY SECRETARY