

MIRZA INTERNATIONAL LIMITED

Registered Office:14/6 Civil Lines, Kanpur-208 001

CIN: L19129UP1979PLC004821, **Tel.:**91-512-2530775 **Fax:**91-512-2530166

Website: www.mirza.co.in **E-mail:** ankit.mishra@redtapeindia.com

Postal Ballot Notice

[Pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020 and Circular No. 22/2020 dated June 15, 2020 issued by Ministry of Corporate Affairs, Government of India ("MCA Circulars") and other applicable laws and regulations, that the resolution appended is proposed to be passed by way of remote e-voting/Postal Ballot.

Pursuant to Section 102 of the Act, the explanatory statement pertaining to the aforesaid item setting out the material facts and reasons thereto is annexed with the Postal Ballot Notice for your consideration.

The Notice is being sent to all the Members, whose names appear in the Register of Members as on Tuesday, June 30, 2020 in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and General Circular No.14/2020 dated April 8, 2020 read with General Circular No.17/2020 dated April 13, 2020 and Circular No. 22/2020 dated June 15, 2020 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars").

The Board of Directors has appointed CS K.N. Shridhar, a qualified Independent Company Secretary, Kanpur (Membership No - F-3882) as the Scrutinizer for conducting the postal ballot / remote e-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules, the Company is pleased to provide e-voting facility to all its Members to enable them to cast their votes electronically. The Company has engaged the services of KFin Technologies Private Limited ("KFintech") for the purpose of providing e-voting facility to all its Members.

Members requested to read the instructions in the Notes under the section 'Voting through electronic means' in this Notice. The Scrutinizer will submit his report to the Chairman or any other Director as authorised by the Board after the completion of the scrutiny of the postal ballots. The result of postal ballot shall be declared on or before 5:00 P.M. on Saturday,

August 08, 2020 and the same will be placed on the website of the Company i.e. www.mirza.co.in and on website of remote e-voting agency i.e. www.evoting.karvy.com and will also be communicated to the Stock Exchanges.

In terms of the MCA Circulars, in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies are advised to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot / e-voting in accordance with the provisions of the Companies Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. The MCA has clarified that for companies that are required to provide e-voting facility under the Companies Act, while they are transacting any business(es) only by Postal Ballot up to 30th September 2020, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars dated April 8, 2020 and April 13, 2020 and June 15, 2020 will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by email to all its Members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the remote e-voting system only.

RESOLUTIONS:

ITEM NO. 1

To consider and, if thought fit, to pass the following resolution as a ***Ordinary Resolution***:

“RESOLVED THAT pursuant to Regulation 31A and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments made thereto) (hereinafter referred to as “Listing Regulations”) and other applicable laws, and subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities, as may be necessary, the consent of the shareholders of the Company be and is hereby accorded for re-classification of Mrs. Huma Mirza, currently classified as one of the Promoter Shareholders of the Company holding 33,59,800 equity shares aggregating to 2.79% of paid up capital of the Company from ‘promoter’ category to ‘public’ category.

RESOLVED FURTHER THAT Managing Director or Whole Time Director(s) or the Company Secretary of the Company, be and are hereby severally or jointly authorized to submit application for reclassification to the Stock Exchanges wherein securities of the Company are listed or any other regulatory body as may be required and to take such steps expedient or desirable to give effect to this resolution.

RESOLVED FURTHER THAT upon receipt of approval from the Stock Exchanges on application made by the Company for reclassification of Mrs. Huma Mirza, the Company shall effect such reclassification in the shareholding pattern from the immediate succeeding quarter under Regulation 31 of Listing Regulations and in compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

RESOLVED FURTHER THAT increase in the level of public shareholding pursuant to above mentioned re-classification shall not be counted towards achieving compliance with minimum public shareholding requirement under Rule 19A of the Securities Contracts (Regulation) Rules, 1957, and the provisions of the SEBI LODR.

RESOLVED FURTHER THAT a copy of the above resolution certified by any one of the Directors or Company Secretary be submitted to the concerned authorities and they be requested to act upon the same.”

Registered Office:

14/6, Civil Lines
Kanpur- 208001

By Order of the Board
MIRZA INTERNATIONAL LIMITED

(Ankit Mishra)
Company Secretary &
Compliance Officer

Place: Kanpur

Date: June 30, 2020

NOTES FOR MEMBERS' ATTENTION

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules framed thereunder, stating all material facts and the reasons for the proposals set out above is annexed herewith.
2. The Board has appointed CS K.N. Shridhar, of K.N. Shridhar & Associates, Company Secretaries as the Scrutinizer for conducting the postal ballot / remote e-voting process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on Tuesday, June 30, 2020 in accordance with the provisions of the

Companies Act, 2013, read with rules made thereunder and General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020 and Circular No. 22/2020 dated June 15, 2020 issued by the Ministry of Corporate Affairs, Government of India (the “The MCA Circulars). Accordingly, those Members /Beneficial Owners will be considered for the purpose of voting and those who are not the members on the said date shall treat this Notice for Information purpose only.

4. In terms of the MCA Circulars, the Company is sending Postal Ballot Notice in electronic form only. To facilitate such Members to receive this notice electronically and cast their vote electronically, Company has made special arrangement with its Registrar & Share Transfer Agent for registration of email addresses in terms of the MCA Circulars.

5. Resolution passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.

6. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, if any, read with the Rules made thereunder and the provisions of the MCA Circulars, the Company is providing facility for voting by electronic means (“remote e-voting”) to all the Members of the Company to enable them to cast their votes electronically on the items mentioned in the Notice. For this purpose, the Company has entered into an arrangement with KFintech for facilitating remote e-voting to enable the Members to cast their votes electronically instead of physical mode. In terms of the MCA Circulars, voting can be done only by remote evoting. As the remote e-voting does not require a person to attend to a meeting physically, the members are strongly advised to use the remote e-voting procedure by themselves and not through any other person / proxies.

7. A Member cannot exercise his/her vote by proxy on postal ballot.

8. The Scrutinizer will submit his report to the Chairman or any Director of the Company as authorized by the Board after the completion of scrutiny of the postal ballots. The result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before 5.00 P.M. on Saturday, August 08, 2020 at the Registered Office of the Company and the same will be placed on the website of the Company i.e. www.mirza.co.in, website of remote e-voting agency i.e. www.evoting.karvy.com and will be communicated to the Stock Exchanges on the said date.

9. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

All the material documents referred to in the resolution will be available for inspection at the registered office of the Company during office hours on all working days from the date of

dispatch of the Notice till Saturday, August 08, 2020.

14. VOTING THROUGH ELECTRONIC MEANS

The instructions for remote e-voting are as under:

A. In case a Member receives an e-mail from KFintech [for members whose email ID are registered with the Bank/ Depository Participant(s)]:

i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.

ii. Enter the login credentials (i.e. USER ID and password). In case of physical folio, USER ID will be EVEN number followed by folio number. In case of Demat account , USER ID will be your DP ID and Client ID. However, if you are already registered with KFintech for remote e-voting, you can use your existing User ID and password for casting your vote.

iii. After entering the details appropriately, click on LOGIN.

iv. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case [A-Z], one lower case [a-z], one numeric value (0-9) and a special character (@,#,\$ etc.). The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the EVENT i.e MIRZA INTERNATIONAL LIMITED.

vii. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click “FOR”/“AGAINST” as the case may be. You are not required to cast all your votes in the same manner. You may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as mentioned herein above. You may also choose the option “ABSTAIN” in case you wish to abstain from voting. If you do not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head

viii. Shareholders holding multiple Folios/ Demat account shall choose the voting process separately for each Folios/ Demat Account.

ix. Cast your vote by selecting an appropriate option and click on **SUBMIT**. A confirmation box will be displayed. Click ‘**OK**’ to confirm else ‘**CANCEL**’ to Modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution(s).

x. Corporate/ Institutional shareholders [i.e. other than individuals, HUF, NRI, etc] are required to send scanned copy [PDF/JPG Format] of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory [ies] who are authorized to vote, to the Scrutinizer through e-mail at kn.shridhar@gmail.com with a copy marked to evoting@kfintech.com

xi. Once you have casted your vote on a resolution you will not be allowed to modify it subsequently.

B. The process for registration of email addresses is as under:

On account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send Postal Ballot Notice in electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those Members who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

a. In light of the MCA Circulars, Members who are holding shares in demat form or physical form and have not registered their email address and as a consequence could not receive the e-voting notice may temporarily get their email registered with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, by clicking the link: <https://karisma.kfintech.com/emailreg> or by clicking on the email registration tab on Company's website which will lead to link: <https://karisma.kfintech.com/emailreg> and then by following the registration process as guided thereafter. Post successful registration of the email, the Member would receive soft copy of the notice along with the User ID and the Password to enable e voting for this Postal Ballot. In case of any queries, Member may write to einward.ris@kfintech.com.

b. It is clarified that for permanent registration of email address, Members are requested to register their email addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, India by following due procedure.

c. Those Members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited to enable servicing of notices / documents / Annual Reports electronically to their email address.

Other Instructions:

i. The remote e-voting portal will be open for voting from Thursday, July 09, 2020 (09:00 A.M.) to Friday, August 07, 2020 (05:00 P.M.). During the period, Members of the Company, holding shares either in physical form or in dematerialised form, as on cut-off date (record date), Tuesday, June 30, 2020, may cast their vote electronically. The remote e-voting module shall be disabled by KFinTech for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

- ii. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on record date.
- iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and remote e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Mrs. C Shobha Anand of KFintech Pvt. Ltd. At 040- 67162222 or at 18003454001(toll free)
- iv. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- v. The results of remote e-voting will be placed by the company on its website :www.mirza.co.in and also communicated to the stock exchanges, where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT 2013

ITEM NO. 1

TO CONSIDER AND ANALYZE THE REQUEST RECEIVED FROM MRS. HUMA MIRZA FOR RE-CLASSIFICATION FROM PROMOTER AND PROMOTER GROUP CATEGORY TO PUBLIC CATEGORY

The Board was informed that Mrs. Huma Mirza, wife of Mr. Tauseef Ahmad Mirza, Promoter and Whole-Time Director, holding 33,59,800 (Thirty Three Lakh Fifty Nine Thousand Eight Hundred) equity shares had vide her e-mail dated February 11, 2020 requested the Company for re-classification of her shareholding from Promoter and Promoter Group Category to Public Category.

As per the request of Mrs. Huma Mirza, the Board was also informed about the rationale for such re-classification that she is separated for over four years from her husband and is living entirely separate and independent life. She has no interaction with her husband except briefly relating to their children or to matters of their imminent legal separation. She has no access to any information pertaining to the company that is not already in the public domain and nor she is, in any way, involved with / privy to any of the business of the company or its functioning or any of the decision making by the management.

Further the Board was also briefed that Mrs. Huma Mirza along with her spouse i.e. Mr. Tauseef Ahmad Mirza is holding more than 10 percent of the voting rights of the Company and for this, she has specifically mentioned to place her request at the Board Meeting of the Company and, after due analysis, recommend it to the shareholders for consideration at the general meeting. This recommendation can only be conditional on her divorce with Mr. Tauseef Ahmad Mirza before the date of the general meeting, for the compliance of condition as specified in sub-regulation 3(b)(i) of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly on the basis of the rationale and subject to the compliance of regulation 31A of the Listing Regulations, the Board was of the view that the above mentioned request for reclassification be accepted and recommended by the Board of Directors of the Company.

The Board recommends the ordinary resolution as set forth in item No. 1 of the Notice for the approval of the Members. None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested financially or otherwise in the said resolution except to the extent of their respective shareholding in the Company.

Registered Office:

14/6, Civil Lines
Kanpur- 208001

By Order of the Board
MIRZA INTERNATIONAL LIMITED

(Ankit Mishra)
Company Secretary &
Compliance Officer

Place: Kanpur

Date: June 30, 2020.