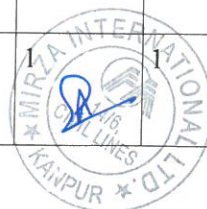


1. Name of Listed Entity: MIRZA INTERNATIONAL LIMITED

2. Quarter Ending: 31<sup>st</sup> March, 2016

I. Composition of Board of Directors									
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	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity*	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity*	
Mr.	Irshad Mirza	AATPM4828M DIN:00048946	Chairperson/Executive	20-09-2014	N.A.	1	1	0	
Mr.	Rashid Ahmed Mirza	AASPM7764K DIN: 00049009	Executive	20-09-2014	N.A.	1	0	0	
Mr.	Shahid Ahmad Mirza	AATPM8472D DIN:00048990	Executive	20-09-2014	N.A.	1	0	0	
Mr.	Tauseef Ahmad Mirza	AATPM8471A DIN: 00049037	Executive	20-09-2014	N.A.	1	0	0	
Mr.	Tasneef Ahmad Mirza	AASPM7765J DIN: 00049066	Executive	20-09-2014	N.A.	1	1	0	
Mr.	N.P. Upadhaya	AAJPU5394C DIN: 00049196	Executive	20-09-2014	N.A.	1	0	0	
Mr.	Q.N. Salam	ADKPN7358K DIN:00051645	Non-Executive-Independent	20-09-2014	5 Years	1	2	0	
Mr.	Islamul Haq	ABCPH4589E DIN:02121287	Non-Executive-Independent	20-09-2014	5 Years	1	0	0	
Mr.	P.N. Kapoor	AEQPK2658J DIN:00058126	Non-Executive-Independent	20-09-2014	5 Years	1	1	1	
Mr.	Yashvir Singh	AMRPS6183P DIN:01479900	Non-Executive-Independent	20-09-2014	5 Years	1	0	0	
Mr.	Subhash Sapra	ABNPS9010Q DIN:00049243	Non-Executive-Independent	20-09-2014	5 Years	1	1	0	
Mr.	Sudhindra Kumar Jain	AANPJ0144P DIN: 00189602	Non-Executive-Independent	20-09-2014	5 Years	1	1	0	



Mrs.	Vinita Kejriwal	AGWPK1521A DIN:06952088	Non- Executive- Independent	20-09-2014	5 Years	1	0	0
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\* The details of Memberships and Chairperson is given only for Audit Committee and Stakeholder Committee.

<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. P.N. Kapoor 3. Mr. Subhash Sapra 4. Mr. Irshad Mirza 5. Mr. Q.N. Salam	Chairperson-Non Executive-Independent Non-Executive-Independent Non-Executive-Independent Executive Non-Executive-Independent	
2. Nomination & Remuneration Committee	1. Mr. P.N. Kapoor 2. Mr. Sudhindra Kumar Jain 3. Mr. Q.N. Salam 4. Mr. 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. P.N. Kapoor 2. Mr. Sudhindra Kumar Jain 3. Mr. Tasneef Ahmad Mirza 4. Mr. Q.N. Salam	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)	
06 <sup>th</sup> November, 2015	27 <sup>th</sup> January, 2016, 18 <sup>th</sup> February, 2016	81 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
27 <sup>th</sup> January, 2016 (AUDIT COMMITTEE)	Yes, Requisite Quorum Being Present in the Meeting.	06 <sup>th</sup> November, 2015	81 days
27 <sup>th</sup> January, 2016 (STAKEHOLDER INVESTOR GRIEVANCE COMMITTEE)	Yes, Requisite Quorum Being Present in the Meeting.	06 <sup>th</sup> November, 2015	81 days
<b>V. Related Party Transactions</b>			
Subject	Compliance Status (Yes/No/NA)		
Whether prior approval of audit committee obtained	Yes		
Whether shareholder approval obtained for material RPT	NA		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes		



**VI. Affirmations**

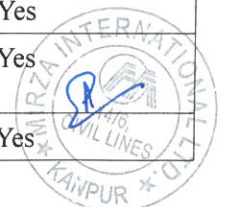
1. The composition of Board of Directors is in the terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - a. Audit Committees
  - b. Nomination & Remuneration Committee
  - c. Stakeholder Relationship Committee
  - d. Risk Management Committee (applicable to the top 100 listed entities)
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.
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.
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:

**Name & Designation**



**(ANKIT MISHRA)  
COMPANY SECRETARY**

<b>I. Disclosure on Website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance Status (Yes/No/NA)</b>	
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	
<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA)</b>
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)	Yes
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)	NA
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.)

#### Name & Designation



**(ANKIT MISHRA)**  
**COMPANY SECRETARY**

KCPL/MRVS/NSDL/54(5) E/52  
4th April, 2016

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, 2016

We as Registrars, Share Transfer and Depository Services agents of the MIRZA INTERNATIONAL LTD, 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 LTD  
14/6 CIVIL LINES  
KANPUR - 208 001  
U P

### 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/52  
4th April, 2016

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, 2016

We as Registrars, Share Transfer and Depository Services agents of the MIRZA INTERNATIONAL LTD, 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 LTD  
14/6 CIVIL LINES  
KANPUR - 208 001  
U P



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# SAVITA JYOTI ASSOCIATES

## COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

### RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

1. For Quarter Ended : 31<sup>st</sup> March, 2016
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 – 208 001
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	108306000	100%
11. Listed Capital	92706000	85.60%
12. Held in Dematerialised form in CDSL:	8885125	8.20%
13. Held in Dematerialised form in NSDL:	82898003	76.54%
14. Held in Physical Form	922872	0.85%
15. Total Number of Shares 12+13+14	92706000	85.60%

16. Reasons for difference if any, between (10&11), (10&15), (11&15): Corporate Action for crediting Equity Shares issued pursuant to the Scheme of Amalgamation is already applied to NSDL & CDSL, however, final approval is yet to obtain.

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.
Equity shares pursuant to the scheme of amalgamation	15600000	Applied	No	Yes	Yes	Yes

A.J.



# SAVITA JYOTI ASSOCIATES COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

: 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

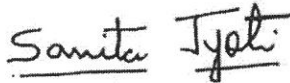
22. Name, Telephone & Fax No. of the Compliance Officer of the Company: Mr. Ankit Mishra - Company Secretary and Compliance Officer of the Company Tel: 0512-2530775 Fax: 0512-2530166

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.) The company has delisted from UTTAR PRADESH STOCK EXCHANGE LIMITED

FOR SAVITA JYOTI ASSOCIATES



SAVITA JYOTI

Place: Hyderabad  
Date: 07.04.2016

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

## MIRZA INTERNATIONAL LIMITED

DATE: 04.04.2016

## INVESTOR GRIEVANCE REPORT FOR THE PERIOD 01.01.2016 TO 31.03.2016

Sl.	Particulars	Receipt	Replied
<b>1</b>	<b>REQUESTS</b>		
a	Change / Correction of address	8	8
b	Receipt of dividend warrants for revalidation	2	2
c	Correction of Bank Mandate on dividend warrants	0	0
d	Change / Correction of Bank Mandate	0	0
e	Receipt of IB for issue of duplicate d/w	1	1
f	Letter of intimation of Bank Mandate	0	0
g	Registration of Power of Attorney	0	0
h	Request for ECS facility (Electronic Clearance Services)	2	2
l	Loss of securities and request for issue of duplicate	6	6
j	Receipt of IB and Affidavit for issue of duplicate shares	2	2
k	Request for Stop transfer of securities	0	0
l	Receipt of damaged/mutilated dividend warrant	2	2
m	Request for Consolidation/Split of securities	5	5
n	Request for issue of duplicate dividend warrant	0	0
o	Deletion of Joint name due to death	0	0
p	Request for transmission of securities	0	0
q	Request for transposition of securities	0	0
r	Receipt of 15G Form for Exemption of Tax	0	0
s	Specimen Sign change/not mentioned in application(s)	0	0
t	Receipt of Securities for Endorsement as fully paid	0	0
u	Queries regarding payment of allotment money	0	0
		0	0
<b>2</b>	<b>COMPLAINTS</b>	0	0
a	Non receipt of dividend warrants	9	9
b	Excess/Short payment of dividend	0	0
c	Non receipt of Annual Report	0	0
d	Correspondence/Query relating to NSDL/CDSL operations	0	0
e	Non receipt of refund order	0	0
f	Correction of name on securities	0	0
g	Non receipt of securities/Complaint relating to transfer of shares	2	2
		0	0
<b>3</b>	<b>Others</b>	21	21
	<b>Total:</b>	<b>60</b>	<b>60</b>



**SAVITA JYOTI**, B.Com., F.C.S.

**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, 1<sup>st</sup> OCTOBER, 2015 to 31<sup>st</sup>  
MARCH, 2016**

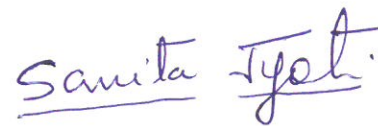
I have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to **MIRZA INTERNATIONAL LIMITED** maintained by **KARVY COMPUTERSHARE PVT LTD** pertaining to transfer of equity shares of the company for the period from **1st Oct, 2015 to 31st March, 2016**. for the purpose of issuing a Certificate as per regulation 40(9) of the Securities and Exchange Board of India (Listing obligations and disclosure requirements) Regulations, 2015 and based on the information provided by the Company, I hereby certify that the Company has delivered during half year ended on 31st March, 2016.

Share/Debenture Certificate(s) relating to the transfer of Shares/Debentures received during the period from **1st Oct, 2015 to 31st March, 2016**. as entered in the Memorandum of Transfers have been issued within thirty days of the date of lodgment for transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies from respective date of lodgment of each deed excepting those rejected on technical grounds.

**Date : 07.04.2016**

Place: Secunderabad

SAVITA JYOTI ASSOCIATES



CS. SAVITA JYOTI  
CP No.1796

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

**COMPLIANCE CERTIFICATE**

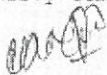
THIS IS TO CERTIFY that, Karvy Computershare Pvt. Ltd (KCPL) is providing Registry and Share Transfer services to MIRZA INTERNATIONAL LIMITED and having the valid agreement in the form of Memorandum of Understanding (MOU).

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



Authorized Signatory

Place : Hyderabad  
Date : 11/04/2016

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

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T: +91-40-2331-2454/2332-0751/752/251 | F: +91-40-2331-1968 | www.karvy.com | www.karvycomputershare.com | CIN: U72400TG2003PTC041636

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