

## Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity : MIRZA INTERNATIONAL LIMITED

2. Quarter Ending : September 30, 2019

### I. Composition of Board of Directors

Title (Mr./ Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive /Non- Executive/ Independent/N ominee)	Initial Date of Appointment	Date of re- appointment	Date of Cessation	Tenure*	Date of Birth	No. of Directorship in listed entities including this listed entity	No. of Independent Directorship in listed entities including this listed entity	No. of memberships in Audit/ Stakeholder Committee (s)including this listed entity	No. of post of Chairpers on in Audit/ Stakehold er Committe e held in listed entities including this listed entity
Mr.	Rashid Ahmed Mirza	AASPM7764K DIN: 00049009	Chairman/ Executive	05-09-1979	01-10-2017	-	-	26-01-1957	1	0	0	0
Mr.	Shahid Ahmad Mirza	AATPM8472D DIN: 00048990	Executive	06-09-1979	01-10-2017	-	-	13-12-1957	1	0	0	0
Mr.	Tauseef Ahmad Mirza	AATPM8471A DIN: 00049037	Executive	06-09-1989	01-10-2017	-	-	31-12-1969	1	0	0	0



Mr.	Tasneef Ahmad Mirza	AASPM7765J DIN: 00049066	Executive	01-01-1997	01-10-2017	-	-	19-03-1972	1	0	1 Stakeholders Relationship Committee	0
Mr.	Narendra Prasad Upadhyaya	AAJPU5394C DIN: 00049196	Executive	01-04-1997	01-10-2017	-	-	10-01-1949	1	0	0	0
Mr.	Shuja Mirza	AFUPM2541P DIN: 01453110	Executive	01-06-2019	01-06-2019	-	-	23-01-1981	1	0	0	0
Mr.	Qazi Salam Noorus	ADKPN7358K DIN: 00051645	Non- Executive- Independent	08-07-1994	19-09-2019	-	302 Months	08-07-1944	1	1	2 Stakeholders Relationship Committee & Audit Committee	1
Mr.	Pashupati Nath Kapoor	AEQPK2658J DIN: 00058126	Non- Executive- Independent	08-07-1994	20-09-2014	19-09-2019	302 Months	09-08-1937	-	-	-	-
Mr.	Yashvir Singh	AMRPS6183P DIN: 00049360	Non- Executive- Independent	08-07-1994	19-09-2019	-	302 Months	03-02-1947	1	1	0	0
Mr.	Subhash Sapra	ABNPS9010Q DIN: 00049243	Non- Executive- Independent	08-03-2002	19-09-2019	-	210 Months	25-12-1941	1	1	1 Audit Committee	0
Mr.	Sudhindra Kumar Jain	AANPJ0144P DIN: 00189602	Non- Executive- Independent	30-07-2008	19-09-2019	-	134 Months	23-05-1956	1	1	2 Stakeholders Relationship Committee & Audit Committee	1



Mrs.	Vinita Kejriwal	AGWPK1521A DIN: 06952088	Non-Executive-Independent	19-08-2014	20-09-2014	19-09-2019	61 Months	21-05-1959	-	-	-	-
Mrs.	Saumya Srivastava	BPLPS4044B DIN: 08206547	Non-Executive-Independent	09-08-2019	09-08-2019	-	2 Months	02-01-1986	1	1	1	0
Mr.	Sanjay Bhalla	AEZPB4569A DIN: 00699901	Non-Executive-Independent	09-08-2019	09-08-2019	-	2 Months	14-12-1959	1	1	1	0

Whether Regular Chairperson appointed Yes

Whether Chairperson is related to managing director or CEO Yes

\*Tenure is to be filled only for Independent Director.

Tenure would mean the total period from which Independent director is serving on the Board the directors of the listed entity in continuity without any cooling off period.

## II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment	Date of cessation
1. Audit Committee	Yes	Mr. Sudhindra Kumar Jain	Chairperson-Non-Executive-Independent	20-09-2014	-
		Mr. Pashupati Nath Kapoor	Non-Executive-Independent	20-09-2014	19-09-2019
		Mr. Subhash Sapra	Non-Executive-Independent	20-09-2014	-
		Mr. Qazi Salam Noorus	Non-Executive-Independent	20-09-2014	-
		CA Saumya Srivastava	Non-Executive-Independent	09-08-2019	-





2. Nomination & Remuneration Committee	Yes	Mr. Pashupati Nath Kapoor	Chairperson-Non-Executive-Independent	20-09-2014	19-09-2019
		Mr. Sudhindra Kumar Jain	Chairperson-Non-Executive-Independent	20-09-2014	-
		Mr. Qazi Salam Noorus	Non-Executive-Independent	20-09-2014	-
		Dr. Yashvir Singh	Non-Executive-Independent	20-09-2014	-
		CA Saumya Srivastava	Non-Executive-Independent	09-08-2019	-
3. Risk Management Committee (if applicable)		NA	NA		
4. Stakeholders Relationship Committee	Yes	Mr. Pashupati Nath Kapoor	Chairperson-Non-Executive-Independent	20-09-2014	19-09-2019
		Mr. Sudhindra Kumar Jain	Non-Executive-Independent	20-09-2014	-
		Mr. Tasneef Ahmad Mirza	Executive	20-09-2014	-
		Mr. Qazi Salam Noorus	Chairperson-Non-Executive-Independent	20-09-2014	-
		Mr. Sanjay Bhalla	Non-Executive-Independent	09-08-2019	-

### III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of independent directors present	Maximum gap between any two consecutive meetings in number of days
May 30, 2019	August 09, 2019	YES	10	04	70 days



<b>IV. Meeting of Committees</b>					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present	Number of independent directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
August 09, 2019 (Audit Committee)	Yes, Requisite Quorum being present in the Meeting.	03	03	May 30, 2019 (Audit Committee)	70 days
August 09, 2019 (Stakeholders Relationship Committee)	Yes, Requisite Quorum being present in the Meeting.	03	02	May 30, 2019 (Stakeholders Relationship Committee)	70 days
August 09, 2019 (Nomination & Remuneration Committee)	Yes, Requisite Quorum being present in the Meeting.	03	03	May 30, 2019 (Nomination & Remuneration Committee)	70 days
<b>V. Related Party Transactions</b>					
<b>Subject</b>				<b>Compliance Status (Yes/No/NA)</b>	
Whether prior approval of audit committee obtained				Yes	
Whether shareholder approval obtained for material RPT				Yes	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee				Yes	
<b>VI. Affirmations</b>					



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



(Ankit Mishra)

Company Secretary & Compliance officer

### I. Affirmations

Broad heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholders Relationship committee at the annual general meeting	20(3)	Yes

Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with Para C of Schedule V	Yes
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**(Ankit Mishra)**  
**Company Secretary & Compliance officer**



KFPL/MRVS/NSDL/74(5) E/1  
Date: 04/10/2019


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 74(5) for the quarter ended September 30, 2019

We as Registrars, Share Transfer and Depository Services agents of the MIRZA INTERNATIONAL LIMITED, certify that the details of securities dematerialized/rematerialized during the aforesaid period, as required under Regulation 74(5) of SEBI (Depositories and participants) Regulations 2018 have been furnished to all the Stock Exchanges where the shares of the company are listed.

Thanking you,

Yours faithfully,  
For KARVY FINTECH PRIVATE LIMITED

  
M R V Subrahmanyam  
General Manager

CC TO:

THE COMPANY SECRETARY  
MIRZA INTERNATIONAL LIMITED  
14/6 .  
CIVIL LINES  
KANPUR  
208001



KFPL/MRVS/CDSL/74(5) E/1  
Date: 04/10/2019

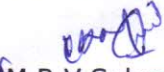
CENTRAL DEPOSITORY SERVICES (INDIA) LTD  
REGD OFF: MARATHON FUTUREX, A WING, 25TH FLOOR  
NM JOSHI MARG, LOWER PAREL (EAST)  
MUMBAI - 400 023

Dear Sir(s),  
Sub: Certificate under Regulation 74(5) for the quarter ended September 30, 2019

We as Registrars, Share Transfer and Depository Services agents of the MIRZA INTERNATIONAL LIMITED, certify that the details of securities dematerialized/rematerialized during the aforesaid period, as required under Regulation 74(5) of SEBI (Depositories and participants) Regulations 2018 have been furnished to all the Stock Exchanges where the shares of the company are listed.

Thanking you,

Yours faithfully,  
For KARVY FINTECH PRIVATE LIMITED

  
M R V Subrahmanyam  
General Manager

CC TO:

THE COMPANY SECRETARY  
MIRZA INTERNATIONAL LIMITED  
14/6  
CIVIL LINES  
KANPUR  
208001

## RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

1. For Quarter Ended : 30th September, 2019
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 01
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  | : 120306000      | 100%                      |
| 11. Listed Capital  | : 120306000      | 100%                      |
| 12. Held in Dematerialised form in CDSL:  | 11856277         | 9.86%                     |
| 13. Held in Dematerialised form in NSDL:  | 107900628        | 89.69%                    |
| 14. Held in Physical Form   | : 549095         | 0.45 %                    |
| 15. Total Number of Shares 12+13+14   | : 120306000      | 100%                      |
| 16. Reasons for difference if any, between (10&11), (10&15), (11&15):   | N.A              |                           |
| 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.
NIL	NIL	NIL	NIL	NIL	NIL	-

AJ

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

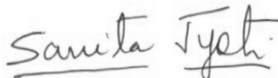
: II:

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; Membership No. A30650; 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 Fintech Private Limited (KFPL), Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District Nanakram Guda, Serilingampally Hyderabad - 500 032 SEBI registration No: INR000000221; Tel: 040 – 67162222; Fax: 040- 23001153; Email: [einward.ris@karvy.com](mailto:einward.ris@karvy.com) ; website: [www.karvy.com](http://www.karvy.com)
25. Any other details that the auditor may like to provide. (e.g. BIFR Company, Delisting from Stock Exchanges, Company changed it name etc.) NIL

FOR SAVITA JYOTI ASSOCIATES



SAVITA JYOTI

Place: Hyderabad

Date: 09.10.2019

UDIN: F003738A000047859

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



R:/KFPL/MTL/AUDIT/55A  
DATE:04/10/2019

THE COMPANY SECRETARY  
MIRZA INTERNATIONAL LIMITED  
14/6  
CIVIL LINES  
KANPUR  
208001

Dear Sir/Madam

This is in accordance with the circular No.d&cc/fittc/cir-16/2002 dated 31.12.2002 issued by Securities & Exchange Board of India advising Issuer/Listed Companies for a quarterly Reconciliation of share capital Audit. We confirm as follows for the quarter ended 30/09/2019.

1. That the Total issued capital of the company is 120306000 Equity Shares of Rs.2/- each, out of which:
  - a. 379 Shareholders representing 549095 Equity Shares constituting 0.46% of the subscribed and paid up capital are held in Physical Form.
  - b. 23776 Shareholders representing 107900628 Equity Shares constituting 89.69% of the subscribed and paid up capital are held in Electronic Form through NSDL.
  - c. 8553 Share holders representing 11856277 Equity Shares constituting 9.86% of the subscribed and paid up capital are held in Electronic Form through CDSL.
2. We confirm that the register of members is being maintained in Electronic Form only and the same is up to date.
3. All the Dematerialisation requests received during the period under report were confirmed within 21 days.

Thanking You

Yours faithfully,  
for KARVY FINTECH PRIVATE LIMITED

  
M R V SUBRAHMANYAM  
General Manager

**Karvy Fintech Private Limited (KFPL)**  
(Formerly known as KCPL Advisory Services Private Limited)

**Registered & Corporate Office**

"Karvy Selenium Tower-B", Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032, Telangana.  
Ph : +91 40 6716 2222, 3321 1000 | www.karvyfintech.com | CIN : U72400TG2017PTC117649

MIRZA INTERNATIONAL LIMITED			
			DATE: 04.10.2019
INVESTOR GRIEVANCE REPORT FOR THE PERIOD 01.07.2019 TO 30.09.2019			
Sl.	Particulars	Receipt	Replied
<b>1</b>	<b>REQUESTS</b>		
a	Change / Correction of address	3	3
b	Receipt of dividend warrants for revalidation	0	0
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	2	2
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)	1	1
l	Loss of securities and request for issue of duplicate	4	4
j	Receipt of IB and Affidavit for issue of duplicate shares	1	1
k	Request for Stop transfer of securities	0	0
l	Receipt of damaged/mutilated dividend warrant	0	0
m	Request for Consolidation/Split of securities	1	1
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	3	3
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)	4	4
t	Receipt of Securities for Endorsement as fully paid	0	0
u	Queries regarding payment of allotment money	0	0
<b>2</b>	<b>COMPLAINTS</b>		
a	Non receipt of dividend warrants	10	10
b	Excess/Shrot payment of dividend	0	0
c	Non receipt of Annual Report	10	10
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	1	1
		0	0
<b>3</b>	<b>Others</b>	2	2
	<b>Total:</b>	<b>42</b>	<b>42</b>

Thanking You,

Yours faithfully,  
For Karvy Fintech Private Limited



C Shobha Anand  
Deputy General Manager

**Karvy Fintech Private Limited (KFPL)**  
(Formerly known as KCPL Advisory Services Private Limited)

**Registered & Corporate Office**

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Ph : +91 40 6716 2222, 3321 1000 | www.karvyfintech.com | CIN : U72400TG2017PTC117649

**STATEMENT ON INVESTOR COMPLAINTS FOR THE QUARTER ENDED**  
**SEPTEMBER 30, 2019**

S.NO.	PARTICULARS	NO. OF COMPLAINTS
1	Number of Investor Complaints pending at the beginning of the quarter i.e July 01, 2019	0
2	Number of Investor Complaints received during the quarter	21
3	Number of Investor Complaints disposed of during the quarter	21
4	Number of Investor Complaints remaining unresolved at the end of the quarter i.e. September 30, 2019	0





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

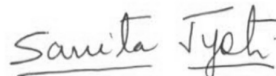
**CERTIFICATE UNDER REGULATION 40(9) OF THE SECURITIES AND EXCHANGE  
BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)  
REGULATIONS, 2015 FOR THE HALF YEAR ENDED 30TH SEPTEMBER, 2019**

I have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to **MIRZA INTERNATIONAL LIMITED** maintained by **KARVY FINTECH PVT LTD (KFPL)** pertaining to transfer of equity shares of the company for the period from **1st April, 2019 to 30th September, 2019** 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 **30th September, 2019**.

Share/Debenture Certificate(s) relating to the transfer of Shares/Debentures received during the period from **1st April, 2019 to 30th September, 2019** as entered in the Memorandum of Transfers, have been issued within thirty days of the date of lodgment for transfer, Transmission, 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: 10.10.2019  
Place: Secunderabad

SAVITA JYOTI ASSOCIATES



CS. SAVITA JYOTI  
CP No.1796  
UDIN: F003738A000047837

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

## COMPLIANCE CERTIFICATE


THIS IS TO CERTIFY that, KARVY FINTECH PRIVATE LIMITED (KFPL) 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 KFPL:

- 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 FINTECH PRIVATE LIMITED

  
C Shobha Anand  
Dy. General Manager





Place : Hyderabad  
Date : 04/10/2019

**Karvy Fintech Private Limited (KFPL)**  
(Formerly known as KCPL Advisory Services Private Limited)

Registered & Corporate Office

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