

## Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity : MIRZA INTERNATIONAL LIMITED

2. Quarter Ending : March 31, 2019

<b>I. Composition of Board of Directors</b>								
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	No. 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	01-10-2017	3 Years w.e.f 01-10-2017	1	1	0
Mr.	Rashid Ahmed Mirza	AASPM7764K DIN: 00049009	Managing Director/ Executive	01-10-2017	3 Years w.e.f 01-10-2017	1	0	0
Mr.	Shahid Ahmad Mirza	AATPM8472D DIN:00048990	Executive	01-10-2017	3 Years w.e.f 01-10-2017	1	0	0
Mr.	Tauseef Ahmad Mirza	AATPM8471A DIN: 00049037	Executive	01-10-2017	3 Years w.e.f 01-10-2017	1	0	0
Mr.	Tasneef Ahmad Mirza	AASPM7765J DIN: 00049066	Executive	01-10-2017	3 Years w.e.f 01-10-2017	1	1	0
Mr.	N. P. Upadhyaya	AAJPU5394C DIN: 00049196	Executive	01-10-2017	3 Years w.e.f 01-10-2017	1	0	0
Mr.	Qazi Salam Noorus	ADKPN7358K DIN:00051645	Non-Executive-Independent	20-09-2014	5 Years w.e.f 20-09-2014	1	2	0
Mr.	Pashupati Nath Kapoor	AEQPK2658J DIN:00058126	Non-Executive-Independent	20-09-2014	5 Years w.e.f 20-09-2014	1	2	1
Dr.	Yashvir Singh	AMRPS6183P DIN:00049360	Non-Executive-Independent	20-09-2014	5 Years w.e.f 20-09-2014	1	0	0
Mr.	Subhash Sapra	ABNPS9010Q DIN:00049243	Non-Executive-Independent	20-09-2014	5 Years w.e.f 20-09-2014	1	1	0
Mr.	Sudhindra Kumar Jain	AANPJ0144P DIN: 00189602	Non-Executive-Independent	20-09-2014	5 Years w.e.f 20-09-2014	1	2	1



Mrs.	Vinita Kejriwal	AGWPK1521A DIN:06952088	Non-Executive-Independent	20-09-2014	5 Years w.e.f 20-09-2014	1	0	0
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\* In accordance with Regulation 26 of SEBI (LODR) Regulations, Membership(s)/Chairmanship(s) of only Audit Committee and Stakeholder Relationship Committees in all Public Limited Companies (including Mirza International Limited) have been considered.

<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. Pashupati Nath Kapoor 3. Mr. Subhash Sapra 4. Mr. Irshad Mirza 5. Mr. Qazi Salam Noorus	Chairperson-Non Executive-Independent Non-Executive-Independent Non-Executive-Independent Executive Non-Executive-Independent	
2. Nomination & Remuneration Committee	1. Mr. Pashupati Nath Kapoor 2. Mr. Sudhindra Kumar Jain 3. Mr. Qazi Salam Noorus 4. Dr. 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. Pashupati Nath Kapoor 2. Mr. Sudhindra Kumar Jain 3. Mr. Tasneef Ahmad Mirza 4. Mr. Qazi Salam Noorus	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)	
November 13, 2018	February 09, 2019	88 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
February 09, 2019 (Audit Committee)	Yes, Requisite Quorum being present in the Meeting.	November 13, 2018 (Audit Committee)	88 days
February 09, 2019 (Stakeholders Relationship Committee)	Yes, Requisite Quorum being present in the Meeting.	November 13, 2018 (Stakeholders Relationship Committee)	88 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	

*(Handwritten Signature)*



**VI. Affirmations**

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. Disclosure on Website in terms of Listing Regulations**

<i>Item</i>	<i>Compliance Status (Yes/No/NA)</i>
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

**II. Annual Affirmations**

<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance Status (Yes/No/NA)</i>
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)	



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)	NA
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)	Yes
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.)




(Ankit Mishra)

Company Secretary & Compliance officer

KFPL/MRVS/NSDL/54(5) E/1  
Date: 04/04/2019


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 54(5) for the quarter ended March 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 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 FINTECH PRIVATE LIMITED

  
M R V Subrahmanyam  
General Manager

CC TO:

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

U72400TG2017PTC117649

**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

KFPL/MRVS/CDSL/54(5) E/1  
Date: 04/04/2019


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 54(5) for the quarter ended March 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 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 FINTECH PRIVATE LIMITED

  
M R V Subrahmanyam  
General Manager

CC TO:

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

U72400TG2017PTC117649

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# SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

## CS. SAVITA JYOTI RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

1. For Quarter Ended : 31st March, 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 : BSE LIMITED  
where the Company's Securities are listed. 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:	10102245	8.40%
13. Held in Dematerialised form in NSDL:	109637160	91.13%
14. Held in Physical Form	: 566595	0.47 %
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	-

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; 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.
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*

SAVITA JYOTI

Place: Hyderabad  
Date: 08.04.2019

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

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

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 30/03/2019.

1. That the Total issued capital of the company is 120306000 Equity Shares of Rs.2/- each, out of which:
  - a) 388 Shareholders representing 566595 Equity Shares constituting 0.47% of the subscribed and paid up capital are held in Physical Form.
  - b) 23928 Shareholders representing 109637160 Equity Shares constituting 91.13% of the subscribed and paid up capital are held in Electronic Form through NSDL.
  - c) 18265 Shareholders representing 10102245 Equity Shares constituting 8.40% 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)

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Ph : +91 40 6716 2222, 3321 1000 | www.karvyfintech.com | CIN : UC7200762019000099

**STATEMENT ON INVESTOR COMPLAINTS FOR THE QUARTER ENDED**  
**MARCH 31, 2019**

<b>S.No.</b>	<b>Particulars</b>	<b>No. of Complaints</b>
1	Number of Investor Complaints pending at the beginning of the quarter i.e January 01, 2019	0
2	Number of Investor Complaints received during the quarter	13
3	Number of Investor Complaints disposed of during the quarter	13
4	Number of Investor Complaints remaining unresolved at the end of the quarter i.e. March 31, 2019	0

*[Handwritten signature]*

