

**Consolidated Scrutinizer's Report e-voting**

(Pursuant to the section 108 and 109 of the Companies Act and the rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014)

28<sup>th</sup> September, 2017

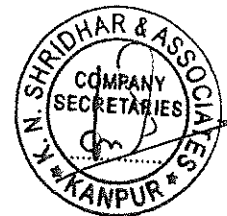
To,

The Chairman of 38<sup>th</sup> Annual General Meeting of the Equity Shareholders of **Mirza International Limited** held on Thursday, 28<sup>th</sup> day of September, 2017 at 01:00 P.M. at Auditorium of Council for Leather Exports, HBTI Campus, Nawabganj, Kanpur - 208002

Dear Sir,

I, **K.N. Shridhar, FCS**, a Company Secretary in Practice, have been appointed as a scrutinizer for the purpose of Remote E-Voting and voting by poll at the 38<sup>th</sup> Annual General Meeting (AGM) of Equity Shareholders of **Mirza International Limited** held on Thursday, 28<sup>th</sup> day of September, 2017 at 01:00 P.M. at Auditorium of **Council for Leather Exports, HBTI Campus, Nawabganj, Kanpur – 208 002**, on the below mentioned resolutions, submit my consolidated report on E-voting and voting by poll at the 38<sup>th</sup> Annual General Meeting in terms of section 108 of Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Amendment Rules, 2015:

1. The Company had provided Remote E-voting facility as per the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (the Rules) for its members to exercise their right to vote in respect of business to be conducted at the 38<sup>th</sup> AGM held on 28<sup>th</sup> September, 2017.



**K N SHRIDHAR & ASSOCIATES**  
COMPANY SECRETARIES

111, Chandralok Complex,  
26/72-D, Birhana Road, Kanpur  
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Email : kn.shridhar@yahoo.co.in

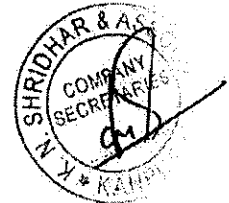
The E-voting module was kept open from (09:00 A.M.) on 25<sup>th</sup> day of September, 2017 till (05:00 P.M.) on 27<sup>th</sup> day of September, 2017. And the Karvy e-voting platform was blocked thereafter.

2. The Chairman of Annual General Meeting allowed poll by polling paper in respect of the Resolutions contained in the notice convening 38<sup>th</sup> Annual General Meeting for all those members who were present at the Annual General Meeting and have not casted their votes by availing the E-voting facility.
3. After the time fixed for closing of the poll by the Chairman, Ballot box kept for the polling were locked with due identification marks.
4. The locked ballot box were subsequently opened in presence of two witness viz. Mr. Rohit Sharma, R/O. 12/18, Gandhi Nagar, Shukla Ganj, Unnao and Mr. Pratham Singh, R/O. 255, Lovkush Vihar, Navbast, Kanpur who are not in employment of the company. They have signed below in confirmation of e-votes being unblocked in their presence
5. No poll paper was found incomplete and / or otherwise found defective.
6. The votes cast under remote e-voting facility were thereafter unblocked in the presence of 2 witnesses who were not in the employment of the Company. The data downloaded from Karvy e-voting system were scrutinized and reviewed.

  
(Rohit Sharma)

  
(Pratham Singh)

The Combined results of E-voting and poll conducted at AGM is summarized as under:



**Ordinary Business**

**RESOLUTION NO 1. Ordinary resolution:**

Consider and adopt Standalone and Consolidated Audited Financial Statements for the Financial Year ended on March 31, 2017 and the Report of the Auditors thereon.

**Voted in favour of Resolution**

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
712	94105988	100%

**Voted against the Resolution**

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
-	-	-

**Invalid Votes**

Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of votes cast by them
-	-

**Abstained votes**

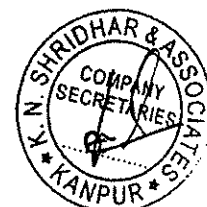
Number of members present and voting (in person or by proxy and E-voting) whose abstained from votes	Number of votes cast by them
-	-

**Result**

There being no votes cast against the resolution as set out in Notice as item No. 1. Hence ordinary resolution was **passed unanimously**.

**RESOLUTION NO 2.: Ordinary resolution :**

Declaration of dividend for the Financial Year 2016-17



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Voted in **favour** of Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
712	94105988	100%

Voted **against** the Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
-	-	-

**Invalid** Votes

Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of votes cast by them
-	-

**Abstained** votes

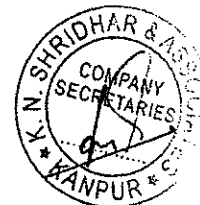
Number of members present and voting (in person or by proxy and E-voting) whose abstained from votes	Number of votes cast by them
-	-

**Result**

There being no votes cast against the resolution as set out in Notice as item No. 2. Hence ordinary resolution was **passed unanimously**.

RESOLUTION NO 3. Ordinary resolution :

Appointment of Director in place of Mr. Tauseef Ahmad Mirza (DIN: 00049037) who retires by rotation and being eligible, seeks re-appointment.



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Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
696	31710502	99%

**Voted against the Resolution**

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
3	320295	1%

**Invalid Votes**

Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of votes cast by them
-	-

**Abstained votes**

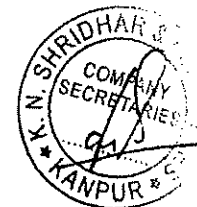
Number of members present and voting (in person or by proxy and E-voting) whose abstained from votes	Number of votes cast by them
13	62075191

**Result**

There being votes cast against the resolution as set out in Notice in item No. 3 is only 1 % which were much less than the votes cast in favour of resolution, hence ordinary resolution was passed with requisite majority.

RESOLUTION NO 4. : Ordinary resolution

Appointment of Director in place of Mr. Shahid Ahmad Mirza (DIN: 00048990) who retires by rotation and being eligible, seeks re-appointment.



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**Voted in favour of Resolution**

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
691	27263868	86.46%

**Voted against the Resolution**

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
11	4270739	13.54%

**Invalid Votes**

Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of votes cast by them
-	-

**Abstained votes**

Number of members present and voting (in person or by proxy and E-voting) whose abstained from votes	Number of votes cast by them
10	62571381

**Result**

There being votes cast against the resolution as set out in Notice in item No. 4 is only 13.54 % which were much less than the votes cast in favour of resolution, hence ordinary resolution was **passed with requisite majority**.

RESOLUTION NO 5. : Ordinary resolution

To Appoint Auditors and fix their remuneration :

Voted in favour of Resolution



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Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
710	94105897	99.99%

**Voted against the Resolution**

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
2	92	0.01%

**Invalid Votes**

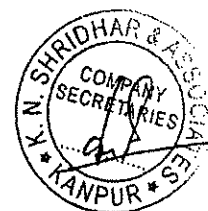
Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of votes cast by them
-	-

**Abstained votes**

Number of members present and voting (in person or by proxy and E-voting) whose abstained from votes	Number of votes cast by them
-	-

**Result**

There being votes cast against the resolution as set out in Notice in item No. 5 is only 0.01 % which were much less than the votes cast in favour of resolution, hence ordinary resolution was passed with requisite majority.



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**Special Business**

RESOLUTION NO 6: Special Resolution :

Re-appointment of Mr. Irshad Mirza (DIN-00048946) as Chairman (Executive) of the Company

**Voted in favour of Resolution**

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
697	22141723	99.99%

**Voted against the Resolution**

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
3	74	0.01%

**Invalid Votes**

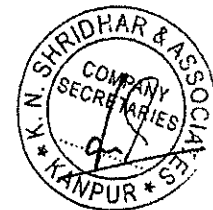
Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of votes cast by them
-	-

**Abstained votes**

Number of members present and voting (in person or by proxy and E-voting) whose abstained from votes	Number of votes cast by them
12	85077391

**Result**

There being votes cast against the resolution as set out in Notice in item No. 6 is only 0.01 % which were much less than the votes cast in favour of resolution, hence special resolution was passed with requisite majority.





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RESOLUTION NO 7 . Special resolution

Re-appointment of Mr. Rashid Ahmed Mirza (DIN-00049009) as Managing Director of the Company

Voted in **favour** of Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
700	24223073	99.99%

Voted **against** the Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
3	74	0.01%

Invalid Votes

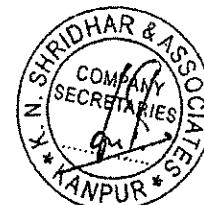
Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of votes cast by them
-	-

Abstained votes

Number of members present and voting (in person or by proxy and E-voting) whose abstained from votes	Number of votes cast by them
9	69882841

**Result**

There being votes cast against the resolution as set out in Notice in item No. 7 is only 0.01 % which were much less then the votes cast in favour of resolution, hence special resolution was passed with requisite majority.



**RESOLUTION NO 8: Special Resolution :**

Re-appointment of Mr. Shahid Ahmad Mirza (DIN-00048990) as Whole Time Director of the Company

Voted in favour of Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
698	31534513	99.99%

Voted against the Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
3	94	0.01%

Invalid Votes

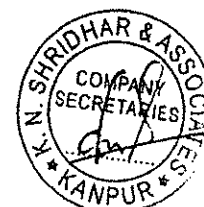
Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of votes cast by them
-	-

Abstained votes

Number of members present and voting (in person or by proxy and E-voting) whose abstained from votes	Number of votes cast by them
11	62075191

**Result**

There being votes cast against the resolution as set out in Notice in item No. 8 is only 0.01% which were much less than the votes cast in favour of resolution, hence special resolution was passed with requisite majority.



**RESOLUTION NO 9: Special Resolution :**

Re-appointment of Mr. Tauseef Ahmad Mirza (DIN-00049037) as Whole Time Director of the Company

**Voted in favour of Resolution**

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
695	32030703	99.99%

**Voted against the Resolution**

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
3	94	0.01%

**Invalid Votes**

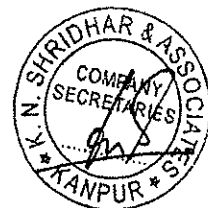
Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of votes cast by them
-	-

**Abstained votes**

Number of members present and voting (in person or by proxy and E-voting) whose abstained from votes	Number of votes cast by them
14	62075191

**Result**

There being votes cast against the resolution as set out in Notice in item No.09 is only 0.01 % which were much less than the votes cast in favour of resolution, hence special resolution was passed with requisite majority.



**RESOLUTION NO 10: Special Resolution:**

Re-appointment of Mr. Tasneef Ahmad Mirza (DIN-00049066) as Whole Time Director of the Company

**Voted in favour of Resolution**

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
696	35504003	99.99%

**Voted against the Resolution**

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
3	94	0.01%

**Invalid Votes**

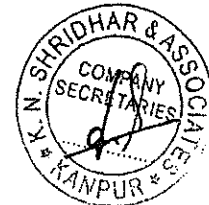
Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of votes cast by them
-	-

**Abstained votes**

Number of members present and voting (in person or by proxy and E-voting) whose abstained from votes	Number of votes cast by them
13	58601891

**Result**

There being votes cast against the resolution as set out in Notice in item No. 10 is only 0.01 % which were much less then the votes cast in favour of resolution, hence ordinary resolution was passed with requisite majority.



**RESOLUTION NO 11: Special Resolution :**

Re-appointment of Mr. Narendra Prasad Upadhyay (DIN-00049196) as Whole Time Director of the Company

Voted in favour of Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
705	94105934	99.99%

Voted against the Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
2	54	0.01%

Invalid Votes

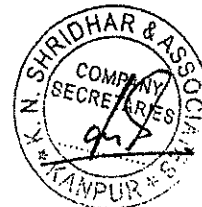
Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of votes cast by them
-	-

Abstained votes

Number of members present and voting (in person or by proxy and E-voting) whose abstained from votes	Number of votes cast by them
-	-

**Result**

There being votes cast against the resolution as set out in Notice in item No. 11 is only 0.01 % which were much less than the votes cast in favour of resolution, hence special resolution was passed with requisite majority.



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**RESOLUTION NO 12: Special Resolution :**

Re-appointment of Mr. Shuja Mirza, as President (Marketing) of the Company

Voted in favour of Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
689	8847363	99.99%

Voted against the Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
3	94	0.01%

Invalid Votes

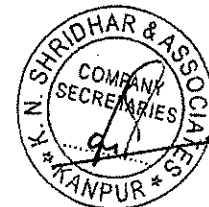
Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of votes cast by them
-	-

Abstained votes

Number of members present and voting (in person or by proxy and E-voting) whose abstained from votes	Number of votes cast by them
20	85258531

**Result**

There being votes cast against the resolution as set out in Notice in item No. 12 is only 0.01 % which were much less then the votes cast in favour of resolution, hence special resolution was passed with requisite majority.



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**RESOLUTION NO 13: Special Resolution :**

Re-appointment of Mr. Faraz Mirza, as President (Production) of the Company

Voted in favour of Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
689	8847363	99.99%

Voted against the Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
3	94	0.01%

Invalid Votes

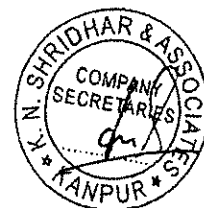
Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of votes cast by them
-	-

Abstained votes

Number of members present and voting (in person or by proxy and E-voting) whose abstained from votes	Number of votes cast by them
20	85258531

**Result**

There being votes cast against the resolution as set out in Notice in item No. 13 is only 0.01 % which were much less then the votes cast in favour of resolution, hence special resolution was passed with requisite majority.



**RESOLUTION NO 14: Ordinary Resolution :**

Approval of material related party transactions u/s 188 of Companies Act, 2013

Voted in **favour** of Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
692	12207255	99.99%

Voted **against** the Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
1	2	0.01%

**Invalid Votes**

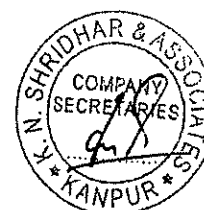
Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of votes cast by them
-	-

**Abstained votes**

Number of members present and voting (in person or by proxy and E-voting) whose abstained from votes	Number of votes cast by them
19	81898731

**Result**

There being votes cast against the resolution as set out in Notice in item No. 13 is only 0.01 % which were much less than the votes cast in favour of resolution, hence ordinary resolution was **passed with requisite majority**.





**RESOLUTION NO 15: Ordinary Resolution :**

Fixation of the remuneration of Mr. A K Srivastava, Cost Auditor of the Company

Voted in **favour** of Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
710	94105896	99.99%

Voted **against** the Resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
2	92	0.01 %

**Invalid Votes**

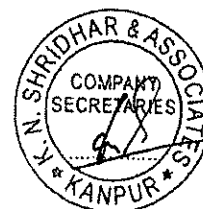
Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of votes cast by them
-	-

**Abstained votes**

Number of members present and voting (in person or by proxy and E-voting) whose abstained from votes	Number of votes cast by them
-	-

**Result**

There being votes cast against the resolution as set out in Notice in item No. 15 is only 0.01 % which were much less than the votes cast in favour of resolution, hence ordinary resolution was **passed with requisite majority**.



**RESOLUTION NO 16: Ordinary Resolution :**

Fixation of amount for delivery of document upon request of member over and above reimbursement of actual expenses incurred by the Company

**Voted in favour of Resolution**

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
704	94104816	99.99%

**Voted against the Resolution**

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
4	1172	0.01%

**Invalid Votes**

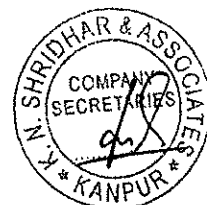
Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of votes cast by them
-	-

**Abstained votes**

Number of members present and voting (in person or by proxy and E-voting) whose abstained from votes	Number of votes cast by them
-	-

**Result**

There being votes cast against the resolution as set out in Notice in item No. 16 is only 0.01 % which were much less than the votes cast in favour of resolution, hence ordinary resolution was passed with requisite majority.



**RESOLUTION NO 17: Ordinary Resolution :**

Approval of Scheme of arrangement between Hi-Life Fabricators Private Limited and Mirza International Limited

**Voted in favour of Resolution**

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
697	49976248	100%

**Voted against the Resolution**

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	%of total Number of valid votes cast.
-	-	-

**Invalid Votes**

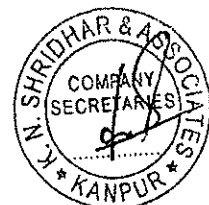
Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of votes cast by them
-	-

**Abstained votes**

Number of members present and voting (in person or by proxy and E-voting) whose abstained from votes	Number of votes cast by them
15	44129740

**Result**

There being votes cast against the resolution as set out in Notice in item No. 17 is only 0.01 % which were much less then the votes cast in favour of resolution, hence ordinary resolution was **passed with requisite majority.**



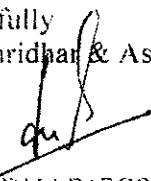
**K N SHRIDHAR & ASSOCIATES**  
COMPANY SECRETARIES

111, Chandralok Complex,  
26/72-D, Birhana Road, Kanpur  
(O) 0512-2300628, 9935648484  
Email : kn.shridhar@yahoo.co.in

7. A Compact Disc (CD) containing a list of Equity shareholders who voted "For", "Against" and those whose votes were declared invalid for each resolution is enclosed.
8. The poll papers and all other relevant records were sealed and handed over to yourself as authorized by the Board for safe keeping.

Thanking you

Yours faithfully  
For K.N. Shridhar & Associates

  
(K.N. SHRIDHAR)FCS  
C.P. 2612

