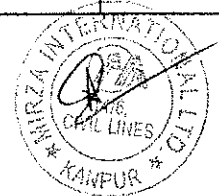


## Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity: MIRZA INTERNATIONAL LIMITED

2. Quarter Ending: June 30, 2017

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	01-10-2014	3 Years w.e.f 01-10-2014	1	1	0
Mr.	Rashid Ahmed Mirza	AASPM7764K DIN: 00049009	Managing Director/ Executive	01-10-2014	3 Years w.e.f 01-10-2014	1	0	0
Mr.	Shahid Ahmad Mirza	AATPM8472D DIN:00048990	Executive	01-10-2014	3 Years w.e.f 01-10-2014	1	0	0
Mr.	Tauseef Ahmad Mirza	AATPM8471A DIN: 00049037	Executive	01-10-2014	3 Years w.e.f 01-10-2014	1	0	0
Mr.	Tasneef Ahmad Mirza	AASPM7765J DIN: 00049066	Executive	01-10-2014	3 Years w.e.f 01-10-2014	1	1	0
Mr.	N.P. Upadhayay	AAJPU5394C DIN: 00049196	Executive	01-10-2014	3 Years w.e.f 01-10-2014	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	2	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	2	1



Mrs.	Vinita Kejriwal	AGWPK1521A DIN:06952088	Non-Executive- Independent	20-09-2014	5 Years	1	0	0
* 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.								

II. Composition of Committees		
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. 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. 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

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	Maximum gap between any two consecutive (in number of days)
January 31, 2017	May 30, 2017	118 days

IV. Meeting of Committees			
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
May 30, 2017 (Audit Committee)	Yes, Requisite Quorum Being Present in the Meeting.	January 31, 2017	118 days
May 30, 2017 (Stakeholder Relationship Committee)	Yes, Requisite Quorum Being Present in the Meeting.	January 31, 2017	118 days

V. Related Party Transactions	
Subject	Compliance Status (Yes/No/NA)
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



**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. Stakeholder 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.**

**Name & Designation**

  
(Ankit Mishra)  
Company Secretary



KOPL/MRVS/NSDL/54(5) E/1  
Date: 09/07/2017

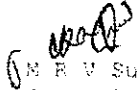
NATIONAL SECURITIES DEPOSITORY LIMITED  
TRADE WORLD 4TH FLOOR  
KAMALA MILLS COMPOUND  
SENAPATI BAPAT MARG  
LOWEE PAREL  
MUMBAI - 400 013

Dear Sir(s),  
Sub: Certificate under Regulation 54(5) for the quarter ended  
June 30th, 2017

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 COMPUTERSHARE (P) LIMITED

  
M R V Subrahmanyam  
General Manager

CC TO:

THE COMPANY SECRETARY  
MIRZA INTERNATIONAL LIMITED  
14/6  
CIVIL LINES

KANPUR (UP)  
208001



### 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: U72400TG2003PTC041696

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

KOPL/MRVS/CDSL/54(5) E/1  
Date: 06/07/2017


CENTRAL DEPOSITORY SERVICES (INDIA) LTD  
REGD OFF: PHIROZE JEEJEEBHAY TOWERS  
28TH FLOOR DALAL STREET  
MUMBAI - 400 022

Dear Sirs,  
Sub: Certificate under Regulation 54(5) for the quarter ended  
June 30th, 2017

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 COMPUTERSHARE (P) LIMITED

  
M R V Subrahmanyam  
General Manager

CC TO:

THE COMPANY SECRETARY  
MIRZA INTERNATIONAL LIMITED  
14/6  
CIVIL LINES

KANPUR (UP)  
208001



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T: +91-40-2331-2454/2332-0751/752/251 | F: +91-40-2331-1986 | 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

**SAVITA JYOTI ASSOCIATES**  
**COMPANY SECRETARIES**

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

**RECONCILIATION OF SHARE CAPITAL AUDIT REPORT**

1. For Quarter Ended : 30th June, 2017
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: | 8580705          | 7.13%                     |
| 13. Held in Dematerialised form in NSDL: | 110829928        | 92.12%                    |
| 14. Held in Physical Form                | : 895367         | 0.75%                     |
| 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

**SAVITA JYOTI ASSOCIATES**  
C O M P A N Y S E C R E T A R I E S

**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.) NIL

FOR SAVITA JYOTI ASSOCIATES

*Savita Jyoti*

SAVITA JYOTI

Place: Hyderabad  
Date: 06.07.2017

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

R:/KOPL/MTL/AUDIT/55A  
DATE:06/07/2017

THE COMPANY SECRETARY  
MIRZA INTERNATIONAL LIMITED  
14/6  
CIVIL LINES

KANPUR (UP)  
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 30/06/2017.

1. That the Total issued capital of the company is 120306000 Equity Shares of Rs.2/- each, out of which:
  - a) 635 Shareholders representing 895367 Equity Shares constituting 0.74% of the subscribed and paid up capital are held in Physical Form.
  - b) 18761 Shareholders representing 110629926 Equity Shares constituting 92.12% of the subscribed and paid up capital are held in Electronic Form through NSDL.
  - c) 11009 Shareholders representing 8580705 Equity Shares constituting 7.13% 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 COMPUTERSHARE (P) LIMITED

  
C Shobha Anand  
Assistant General Manager



### Karvy Computershare Private Limited

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**STATEMENT ON INVESTOR COMPLAINTS FOR THE QUARTER ENDED**  
**JUNE 30, 2017**

<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 April 01, 2017	0
2	Number of Investor Complaints received during the quarter	16
3	Number of Investor Complaints disposed of during the quarter	16
4	Number of Investor Complaints remaining unresolved at the end of the quarter i.e. June 30, 2017	0

