



May 23, 2019

National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex
Bandra (East),
MUMBAI- 400 051

BSE Ltd.
Floor 25, P.J. Towers,
Dalal Street,
MUMBAI- 400 001

Sirs,

**Sub: Annual Secretarial Compliance Report for the Financial Year Ended on
31st March, 2019**

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD1//27/2019 dated February 08, 2019, please find enclosed herewith Annual Secretarial Compliance Report for the Financial Year Ended on 31st March, 2019 dated 22nd May, 2019 issued by M/S. K.N.SHRIDHAR & ASSOCIATES, Practicing Company Secretaries, Secretarial Auditors of the Company for the Financial Year Ended on 31st March, 2019.

Kindly take it on your records.

Thanking You

Yours faithfully

For MIRZA INTERNATIONAL LTD.

(Ankit Mishra)
Company Secretary
& Compliance Officer



SECRETARIAL COMPLIANCE REPORT OF MIRZA INTERNATIONAL LIMITED

For the year ended 31/03/2019

I, K.N. Shridhar & Associates have examined:

I have conducted the secretarial audit under SEBI (LODR) regulations of the compliance of applicable statutory provisions and the adherence to good corporate practices by Mirza International Limited (hereinafter called "the Listed Entity").

Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Listed Entity's books, papers, minute books, forms and returns filed and other records maintained by the Listed Entity, and also the information provided by the Listed Entity, its officers, agents and authorized representatives during the conduct of secretarial audit.

I hereby report that in my opinion, the Listed Entity has, during the audit period covering the financial year ended on 31st March 2019 complied with the statutory provisions listed hereunder and also that the Listed Entity has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

I have examined the documents, registers, forms and returns, policies, and such other books and records made available to us and explanations provided by the management of the Listed Entity for the year ended 31st March 2019 ("Review Period") in respect of the disclosure and filing required to be made pursuant to the provisions of :



- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars and guidelines issued there under; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars and guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued hereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

And circulars/ guidelines issued there under;

And based on the above examination, I hereby report that, during the Review Period:



- (a) The Listed Entity has complied with the provisions of the above Regulations and circulars/guidelines issued there under, **except** in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary

- (b) The Listed Entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my/our examination of those records.

- (c) The following are the details of actions taken against the Listed Entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued there under:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.



K.N. SHRIDHAR & ASSOCIATES
COMPANY SECRETARIES

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Email: kn.shridhar@yahoo.co.in

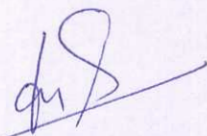
(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity

For K.N. SHRIDHAR & ASSOCIATES
Company Secretaries

Place: Kanpur
Date: 22/05/2019




K.N. SHRIDHAR
FCS No.: 3882
CP No.: 2612