

November 12, 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

Mirza International Limited

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Dear Sirs,

Subject: Outcome of the Board Meeting and Results for September 2019 quarter

In Continuation of our letter dated November 05, 2019 and pursuant to the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors of the Company at its meeting held today viz., November 12, 2019 has Considered and approved:

1. The Unaudited Standalone and Consolidated Financial Results for the Second Quarter (Q2) ended on September 30, 2019 along with the Limited Review Report issued by M/s. D R A & Co., Chartered Accountants, (FRN No. 006476N), Statutory Auditors of the Company in accordance with the Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and the same is enclosed herewith for your perusal as **ANNEXURE-I**

✓ The Board of Directors have approved the agenda items pertaining to the alteration of Memorandum of Association of the Company and obtaining approval of members for, providing guarantee or security pursuant to section 185 of the Companies Act, 2013. Therefore the outcome of the discussion pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is the attached herewith for submission as **ANNEXURE-II**. Also the Board has approved the Notice of Postal Ballot for seeking approval of the shareholders regarding the above said business.

3. Accepted and approved the resignation tendered by Mr. Subhash Sapra (DIN:00049243) as Independent Director of the Company w.e.f. Today i.e November 12, 2019. Copy of Resignation letter is also attached herewith as **ANNEXURE-III**. Mr. Subhash Sapra has also confirmed that there are no other material reasons for his resignation other than those which is provided in the resignation letter dated November 12, 2019.

4. Appointment of CA Sanjiv Gupta (DIN:02240256) as Additional Independent Director of the Company with effect from November 12, 2019. CA Sanjiv Gupta (DIN:02240256) is not related to any other Directors of the Company. Profile of appointed Directors are enclosed herewith as **ANNEXURE-IV**.

Board Meeting commenced at 11:30 A.M. and concluded at 04:00 P.M. of the Company.

Kindly take it on your records
Thanking You

Yours faithfully

For **MIRZA INTERNATIONAL LTD**


(Ankit Mishra)

Company Secretary
& Compliance Officer

Encl: As above



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ANNEXURE-II

Alteration of object clause of Memorandum of Association of the Company

In order to include the provisions of giving Corporate Guarantee and providing Security in the Memorandum of Association (MOA) of the Company, the members approval shall be required for the same and hence the new Object Clause 43 is sought to be added after existing Clause 42 of the Object Clause "B" relating to Ancillary Objects of the Memorandum of Association of the Company subject to the approval of Shareholders of the Company through Postal Ballot as per the provisions of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force).

The Board has accordingly considered and approved the following:

- (a) the draft special resolution to be included in the notice of Postal Ballot is as under for approval of Shareholders:

43- To give any guarantee or provide any security in connection with any loan taken by any person or body corporate including its subsidiary, joint venture and associate companies or undertake in any way the repayment of money lent or advanced to any of them in accordance with provisions of Section 185 of the Companies Act, 2013.

