



MIRZA INTERNATIONAL LIMITED

Registered Office: 14/6 Civil Lines, Kanpur-208 001

CIN: L19129UP1979PLC004821, Tel.: 91-512-2530775 Fax: 91-512-2530166

Website: www.mirza.co.in E-mail: ankit.mishra@redtapeindia.com

NOTICE CONVENING ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fortieth Annual General Meeting of the Members of the Company will be held on Thursday, September 19, 2019, at 01:00 P.M. at the Auditorium of Directorate of Extension, Chandra Shekhar Azad (CSA) University of Agriculture and Technology, Nawabganj, Kanpur-208002 to transact the following businesses:

As Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 (both Standalone and Consolidated basis), together with the Reports of the Auditors and the Board of Directors thereon.
2. To declare final dividend for the financial year ended March 31, 2019. The Board recommends a Final Dividend of ₹ 0.90 per Equity Share of ₹ 2/- each, fully paid up.
3. To appoint a Director in place of Mr. Shahid Ahmad Mirza (DIN: 00048990), who retires by rotation and being eligible, offers himself for re-appointment.

As Special Business

4. Ratification of the remuneration payable to Cost Auditor

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 (3) and other applicable provisions of the Companies Act, 2013 and Rule 14 (a) (ii) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), CMA A. K. Srivastava, Cost Accountant (M.No.: 10467) appointed as Cost Auditor by the Board of Directors of the Company to audit the cost records of the Company for the financial year 2019-20, be paid a remuneration of ₹ 30,000/- per annum plus applicable service tax and out of pocket expenses that may be incurred.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. Re-appointment of Dr. Yashvir Singh (DIN: 00049360) as an Independent Director

To consider and if thought fit, to pass, with or without modification (s), the following resolution as an **Special Resolution**:

“**RESOLVED THAT** pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification (s) or re-enactment thereof, for the time being in force), **Dr. Yashvir Singh (DIN: 00049360)**, who will attain age of 75 years on February 03, 2022, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from the conclusion of this Annual General Meeting till the conclusion of the 45th Annual General Meeting to be held in the year 2024.”

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

6. Re-appointment of Mr. Qazi Salam Noorus (DIN: 00051645) as an Independent Director

To consider and if thought fit, to pass, with or without modification (s), the following resolution as an **Special Resolution**:

“**RESOLVED THAT** pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification (s) or re-enactment thereof, for the time being in force), **Mr. Qazi Salam Noorus (DIN: 00051645)**, 75 years of age, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from the conclusion of this Annual General Meeting till the conclusion of the 45th Annual General Meeting to be held in the year 2024.”

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary, be and are hereby

authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

7. Re-appointment of CA Sudhindra Kumar Jain (DIN: 00189602) as an Independent Director

To consider and if thought fit, to pass, with or without modification (s), the following resolution as an **Special Resolution**:

“**RESOLVED THAT** pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification (s) or re-enactment thereof, for the time being in force), **CA Sudhindra Kumar Jain (DIN: 00189602)**, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from the conclusion of this Annual General Meeting till the conclusion of the 45th Annual General Meeting to be held in the year 2024.”

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

8. Re-appointment of Mr. Subhash Sapra (DIN: 00049243) as an Independent Director

To consider and if thought fit, to pass, with or without modification (s), the following resolution as an **Special Resolution**:

“**RESOLVED THAT** pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification (s) or re-enactment thereof, for the time being in force), **Mr. Subhash Sapra (DIN: 00049243)**, 75 years of age, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from the conclusion of this Annual General Meeting till the conclusion of the 45th Annual General Meeting to be held in the year 2024.”

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

9. Appointment of CA Saumya Srivastava (DIN: 08206547) as an Independent Director

To consider and if thought fit, to pass, with or without modification (s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the appointment of **CA Saumya Srivastava (DIN: 08206547)**, who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing the conclusion of this Annual General Meeting till the conclusion of the 45th Annual General Meeting to be held in the year 2024, be and is hereby approved.”

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

10. Appointment of Mr. Sanjay Bhalla (DIN: 00699901) as an Independent Director

To consider and if thought fit, to pass, with or without modification (s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the



appointment of **Mr. Sanjay Bhalla (DIN: 00699901)**, who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing the conclusion of this Annual General Meeting till the conclusion of the 45th Annual General Meeting to be held in the year 2024, be and is hereby approved.”

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

11. Appointment of Mr. Shuja Mirza (DIN: 01453110) as Whole-time Director

To consider and if thought fit, to pass, with or without modification (s), the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to section 196, 197 of Companies Act, 2013 read with schedule V made there under and rule 8 and 14 of Companies (Appointment and Qualification of Directors) Rules, 2014, as amended thereof and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Shuja Mirza, holding DIN: 01453110**, who was appointed as Additional Director of the Company w.e.f. June 01, 2019, to hold office upto this AGM, be and is hereby now appointed as Whole-Time Director of the Company for a period of 3 years w.e.f June 01, 2019”, on such terms and conditions including remuneration as set out in the Explanatory Statement, with liberty to the Board of Directors (hereinafter referred to as THE BOARD which term shall include the Nomination and Remuneration Committee of the Board) at alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

RESOLVED FURTHER THAT where in any Financial Year during the tenure of Whole Time Director, the Company has no profits or its profits are inadequate, Mr. Shuja Mirza, (DIN: 01453110) Whole Time Director shall be entitled to remuneration by way of salary and perquisites, benefits and amenities as specified supra, not exceeding the ceiling laid down in schedule V of the Companies Act, 2013 as may be decided by the Board of Directors, subject to necessary sanctions and approvals.

RESOLVED FURTHER THAT the terms and conditions of re-appointment including remuneration as above may be varied, altered or modified from time to time during the tenure of Mr. Shuja Mirza as

Whole Time Director of the Company in compliance with the provisions of the Companies Act, 2013, or any amendment(s) or modification(s) thereof for time being in force.

RESOLVED FURTHER THAT Board of Director of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient in this regard to give effect to this resolution.

12. To consider and, if thought fit, to pass, with or without modifications, the following Resolution as an **Special Resolution**:

“RESOLVED THAT in supersession of the Special Resolution passed in the Annual General Meeting dated 20.09.2014 and pursuant to provisions of Section 180(1)(c) and other applicable provisions if any, of the Companies Act, 2013, and the rules made there-under, consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing for and on behalf of the Company, from time to time, any sum or sums of monies, on such terms and conditions as the Board may deem fit, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate for the time being of the paid-up share capital, its free reserves and securities premium of the Company, that is to say, reserves not set apart for any specific purpose provided that the total amount upto which monies may be borrowed at any time shall not exceed ₹ 1500 Crores (One Thousand five hundred Crores).

RESLOVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to prepare, finalise and execute all such deeds, documents and writings as may be necessary for creating the aforesaid mortgage and/or charges and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to the above Resolution.”

13. To consider and, if thought fit, to pass, with or without modifications, the following Resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of the Special Resolution passed in the Annual General Meeting dated 20.09.2014 pursuant to section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made there-under, consent of the company be and is hereby accorded to the Board of Directors (“the Board”) for the creation of mortgages and /or charges in addition to the existing mortgage(s)/ charge(s) created by the Company, in such form and manner and with such ranking and at such time(s) and on such terms as the Board may determine on all or any part of the movable and/or immovable properties of the Company, wherever situated both present and

future and the whole or any part of the undertaking or undertakings of the Company, together with power to take over the management of the business and concern of the Company in certain events of default, in favour of Indian and/or Foreign Financial Institutions, Investment Institutions and their subsidiaries, Banks, Mutual Funds, Trusts and other Bodies Corporate (hereinafter referred to as the 'Lending Agencies')/ Trustees for the holders of Debentures/ bonds or other instruments which may be issued on private placement basis or otherwise, to secure Term loans, Working Capital arrangements, Guarantee assistance, Debentures, External Commercial Borrowings, Commercial Papers and all other types of indebtedness and financial assistance availed and/or to be availed by the Company upto an aggregate value not exceeding ₹1500 crores (Rupees One Thousand five hundred Crores) together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other monies as may be payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements/Loan Agreements and other documents to be executed by the company in respect of the said borrowings.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to prepare, finalise and execute all such deeds, documents and writings as may be necessary for creating the aforesaid mortgage and/or charges and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to the above Resolution."

14. Consent for continuation of directorship of Mr. Narendra Prasad Upadhyaya (DIN: 00049196) as Whole Time Director

To consider and it thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:

RESOLVED FURTHER THAT pursuant to Section 196(3) and other applicable provisions, if any, of the Companies Act, 2013, including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force, approval of the members of the Company be and is hereby also accorded to the continuance of directorship of **Mr. Narendra Prasad Upadhyaya (DIN: 00049196)**, who has attained the age of 70 years on January 10, 2019, as Whole Time Director of the Company, to hold office for remaining terms of his appointment i.e. upto September 30, 2020 on the existing terms and conditions as approved by way of Special Resolution at the 38th Annual General Meeting of the Company held on September 28, 2017.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary,

expedient and desirable for the purpose of giving effect to this resolution."

15. Consent for continuation of directorship of Mr. Qazi Salam Noorus (DIN: 00051645) as Non-Executive Director

To consider and it thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 effective from April 01, 2019 and other applicable provisions, if any, of the Companies Act, 2013, including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force, approval of the members of the Company be and is hereby also accorded to continuance of directorship of **Mr. Qazi Salam Noorus (DIN: 00051645)**, who has attained the age of 75 years on July 08, 2019, as Non-Executive Independent Director of the Company, to hold office for remaining terms of his appointment upto the conclusion of the 40th Annual General Meeting of the Company on the existing terms and conditions as mentioned in the letter of appointment dated October 10, 2014.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

16. Consent for continuation of directorship of Mr. Subhash Sapra (DIN: 00049243) as Non-Executive Director

To consider and it thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 effective from April 01, 2019 and other applicable provisions, if any, of the Companies Act, 2013, including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force, approval of the members of the Company be and is hereby also accorded to continuance of directorship of **Mr. Subhash Sapra (DIN: 00049243)**, who has attained the age of 75 years on December 25, 2016, as Non-Executive Independent Director of the Company, to hold office from April 01, 2019 for remaining terms of his appointment i.e upto the conclusion of the



40th Annual General Meeting of the Company on the existing terms and conditions as mentioned in the letter of appointment dated October 10, 2014.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

17. Consent for continuation of directorship of Mr. Pashupati Nath Kapoor (DIN: 00058126) as Non-Executive Director

To consider and it thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 effective from April 01, 2019 and other applicable provisions, if any, of the Companies Act, 2013, including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force, approval of the members of the Company be and is hereby also accorded to continuance of directorship of **Mr. Pashupati Nath Kapoor (DIN: 00058126)**, who has attained the age of 75 years on August 09, 2012, as Non-Executive Independent Director of the Company, to hold office from April 01, 2019 for remaining terms of his appointment i.e upto the conclusion of the 40th Annual General Meeting of the on the existing terms and conditions as mentioned in the letter of appointment dated October 10, 2014.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

18. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013, Rule 15(3)

of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), consent of the Company be and is hereby accorded for entering into transactions with **Euro Footwear Private Limited**, a ‘Related Party’ as defined under Section 2(76) of the Companies Act, 2013 and SEBI LODR, with effect from October 1, 2019 to September 30, 2020 upto the maximum amount per annum as stated in explanatory statement.

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and is hereby authorised to settle any questions, difficulty, or doubt that may arise with regard to giving effect to the above Resolution and to do all such acts, deeds, things as may be necessary, proper desirable and to finalise any documents and writings related thereto.”

19. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013, Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), consent of the Company be and is hereby accorded for entering into transactions with **Mirza (U.K) Limited**, a ‘Related Party’ as defined under Section 2(76) of the Companies Act, 2013 and SEBI LODR, with effect from October 1, 2019 to September 30, 2020 upto the maximum amount per annum as stated in explanatory statement.

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and is hereby authorised to settle any questions, difficulty, or doubt that may arise with regard to giving effect to the above Resolution and to do all such acts, deeds, things as may be necessary, proper desirable and to finalise any documents and writings related thereto.”

By the Order of the Board

For **MIRZA INTERNATIONAL LIMITED**

(Ankit Mishra)

Company Secretary &
Compliance Officer

Place: New Delhi
Date : August 09, 2019

Notes for Members' Attention

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules framed thereunder, in respect of the Special Business under Item Nos. 4 to 13 of the accompanying Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE FORTIETH ANNUAL GENERAL MEETING ('AGM') IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON HIS / HER BEHALF ONLY ON A POLL. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM.

In terms of Section 105 of the Companies Act, 2013 and Rules framed thereunder, a person can act as a proxy on behalf of the Members not exceeding fifty and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Members. The holder of proxy shall prove his identity at the time of attending the meeting.

3. Information as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), in respect of the Directors seeking appointment/re-appointment at the AGM is provided hereunder.
4. As required under SS-2 issued by ICSI, a route map, including a prominent landmark, showing directions to reach the AGM venue is annexed and forms part of this Notice.
5. Pursuant to Section 113 of the Companies Act, 2013 and Rules framed thereunder, the corporate members intending to send their authorized representatives to attend the AGM are requested to send to the Company, a certified copy of the Board Resolution and Power of Attorney, if any, authorizing their representative(s) to attend and vote on their behalf at the AGM.
6. Any Member desirous of receiving any information on the Financial Statements or operations of the Company is requested to forward his / her queries to the 'Secretarial and Compliance Department' of the Company at the Registered Office at least seven working days prior to the AGM, so that the required information can be made available at the AGM.
7. Pursuant to the provisions of Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, Members are informed that they may nominate at any time, in the prescribed manner, a person to whom their shares in the Company shall vest in the unfortunate event of their death. Members holding shares in physical mode should file their nomination with the Company or with M/s. Karvy Fintech Private Limited, the Registrar and Share Transfer Agent (RTA) of the Company, at their address given in the Annual Report, whilst those Members holding shares in demat / electronic mode should file their nomination with their Depository Participants (DPs).
8. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Share Transfer Books and Register of Members of the Company will remain closed from Thursday, September 12, 2019 to Thursday, September 19, 2019 (both days inclusive).
9. Dividend on Equity Shares, as recommended by the Board of Directors of the Company, for the financial year ended March 31, 2019, if declared, at the AGM, will be paid to:
 - i. those Members whose names appear in the Register of Members of the Company at the end of business hours on Wednesday, September 11, 2019, after giving effect to all valid share transfers in physical mode lodged with the Company / RTA on or before Wednesday, September 11, 2019.
 - ii. those 'Beneficial Owners' entitled thereto, in respect of shares held in electronic mode, whose names shall appear in the statements of beneficial ownership furnished by respective Depositories, viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), at the end of business hours on Wednesday, September 11, 2019.
10. Members holding shares in physical mode are requested to immediately notify any change in their address along with self-attested copy of address proof i.e., Aadhaar Card / Electricity Bill / Telephone Bill / Driving License / Passport / Bank Passbook particulars to the Company or its RTA and in case their shares are held in dematerialized mode, this information should be notified / submitted directly to their respective DPs.
11. Pursuant to Regulation 12 of the Listing Regulations read with Schedule I to the said Regulations, it is mandatory for all the Companies to use bank details



furnished by the investors for distributing dividends, interests, redemption or repayment amounts to them through National / Regional / Local Electronic Clearing Services (ECS) or Real Time Gross Settlement (RTGS) or National Electronic Funds Transfer (NEFT), National Automated Clearing House (NACH) wherever ECS / RTGS / NEFT / NACH and bank details are available. In absence of electronic facility, Companies are required to mandatorily print bank details of the investors on 'payable-at-par' warrants or cheques for distribution of dividends or other cash benefits to the investors. In addition to that, if bank details of investors are not available, Companies shall mandatorily print the address of the investor on such payment instruments.

12. In all correspondence with the Company, Members holding shares in physical mode are requested to quote their Folio numbers and in case their shares are held in the dematerialized mode, Members are requested to quote their DP Id and Client Id.
13. Pursuant to erstwhile Section 205 of the Companies Act, 1956, all unclaimed / unpaid dividends were transferred to the General Revenue Account of the Central Government. Consequent upon amendments of erstwhile Sections 205A and 205C of the Companies Act, 1956 and introduction of Sections 124 and 125 of the Companies Act, 2013, and subsequent amendments thereof, the amount of dividend for the subsequent years remaining unclaimed / unpaid for a period of seven years or more from the date they first become due for payment, including the amounts which were transferred to General Revenue Account, have been transferred to the Investor Education and Protection Fund (IEPF) established by the Government of India.
14. In compliance with the provisions of Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as amended from time to time, the Company has transferred 89,416 underlying Equity Shares, in aggregate in respect of 124 Members on which dividends remained unpaid or unclaimed for a period of seven consecutive years or more, to the Demat Account of IEPF Authority maintained with National Securities Depository Limited (NSDL).
15. In compliance with the provisions of Sections 124 and 125 of the Companies Act, 2013 read with the IEPF

Rules as amended from time to time, the Equity Shares in respect of which dividend remains unclaimed/ unpaid for seven consecutive years or more, are required to be transferred to the Demat Account of the IEPF Authority. In this regard, the Company had informed the Members concerned through letter(s) and subsequently through publication of Notice(s) in daily Newspapers, viz., Business Standard (Hindi and English) dated August 06, 2019 advising them to claim their unclaimed / unpaid dividend from the Company within the stipulated time period. The Company has also uploaded on its website, i.e., www.mirza.co.in, the complete list of Members along with relevant details pertaining to unclaimed / unpaid dividend for seven consecutive years or more and the corresponding shares liable to be transferred to the Demat Account of the IEPF Authority. Members may view the aforesaid details on the website of the Company, i.e., www.mirza.co.in under the 'Investor Relations' category.

16. Members are informed that once the unclaimed / unpaid dividend is transferred to the designated account of IEPF and shares are transferred to the Demat Account of the IEPF Authority, no claim shall lie against the Company in respect of such dividend/ shares. The eligible Members are entitled to claim such unclaimed / unpaid dividend and shares including benefits, if any, accruing on such shares from the IEPF Authority by making an application in prescribed Form IEPF-5 online and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents at the Registered Office of the Company for verification of their claim. Relevant details and the specified procedure to claim refund of dividend amount / shares along with an access link to the refund webpage of IEPF Authority's website for claiming the dividend amount / shares has been provided on the Company's website, i.e., www.mirza.co.in under the "Investor Relations" category.
17. All members who have either not received or have not yet encashed their dividend warrant(s) for the financial year ended March 31, 2012 till the financial year ended March 31, 2018 are requested to write to the Company's Registrar and Share Transfer Agent i.e. M/s Karvy Fintech Private Ltd., Karvy Selenium Tower B, 6th Floor, Plot No. 31-32 Gachibowli Financial District, Nanakramguda, Hyderabad- 500 032 for obtaining duplicate dividend warrant without any further delay.

18. During the financial year ended March 31, 2019, the Company has deposited a sum of ₹ 5,43,312/- (Rupees Five Lakh Forty Three Thousand Three Hundred Twelve only) into the specified bank account of the IEPF, Government of India, towards unclaimed / unpaid dividend for the financial year 2010-11. The due dates for transfer of the unclaimed / unpaid dividend relating to subsequent years to IEPF are as follows:

Dividend for the Financial Year Ended	Due Date for Transfer to IEPF
March 31, 2012	28/10/2019
March 31, 2013	20/10/2020
March 31, 2014	25/10/2021
March 31, 2015	28/10/2022
March 31, 2016	28/10/2023
March 31, 2017	27/10/2024
March 31, 2018	26/10/2025

19. The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all Members holding shares in physical form. Therefore, the Members are requested to submit their PAN and Bank Account details to the 'Secretarial and Compliance Department' of the Company at the Registered Office or to M/s. Karvy Fintech Pvt. Limited, the Registrar and Share Transfer Agent (RTA) of the Company. In this regard, the Members are requested to submit a duly signed letter along with self-attested copy of PAN Card(s) of all the registered Members (including joint holders). Members are also requested to submit original cancelled cheque bearing the name of the sole / first holder. In case of inability to provide the original cancelled cheque, a copy of Bank Passbook / Statement of the sole / first holder duly attested by the Bank, not being a date earlier than one month may be provided. Members holding shares in demat form are requested to submit the aforesaid documents to their respective Depository Participant (s).

20. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax Permanent Account Number (PAN) Card. Additionally, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / Nominee(s).

21. Members are requested to bring and produce the Attendance Slip duly signed as per the specimen signature recorded with the Company / DPs for admission to the AGM Hall.

22. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members of the Company without payment of fees at the Registered Office of the Company at 14/6, Civil Lines, Kanpur - 208 001. Inspection by the Members can be done on any working day between 10:00 a.m. to 05:00 p.m. upto the date of AGM of the Company and shall also be available at the venue of the AGM.

23. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 28, 2017.

24. Instructions for Remote E-voting

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and the provisions of Regulation 44 of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015, the members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by the Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice.
- II. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. The instructions for remote e-voting are as under:
 - A. In case a Member receives an e-mail from Karvy [for members whose email ID are registered with the Bank/ Depository Participant(s)]:
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. USER ID and password). In case of physical folio, USER ID will be EVEN number followed by folio number. In case of Demat account , USER ID will be your DP ID and Client ID. However, if you are already registered with Karvy for remote e-voting, you can use your existing User ID and password for casting your vote.



- iii. After entering the details appropriately, click on LOGIN.
 - iv. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case [A-Z], one lower case [a-z], one numeric value (0-9) and a special character (@,#,\$ etc.). The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the EVENT i.e MIRZA INTERNATIONAL LIMITED.
 - vii. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click "FOR"/"AGAINST" as the case may be. You are not required to cast all your votes in the same manner. You may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN" in case you wish to abstain from voting. If you do not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head
 - viii. Shareholders holding multiple Folios/ Demat account shall choose the voting process separately for each Folios/ Demat Account.
 - ix. Cast your vote by selecting an appropriate option and click on **SUBMIT**. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to Modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution(s).
- x. Corporate/ Institutional shareholders [i.e. other than individuals, HUF, NRI, etc] are required to send scanned copy [PDF/JPG Format] of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory [ies] who are authorized to vote, to the Scrutinizer through e-mail at **kn.shridhar@gmail.com** with a copy marked to **evoting@karvy.com**.
 - xi. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
- B. In case of Members receiving physical copy of Notice [for members whose email IDS are not registered with the Bank/ Depository Participant(s)]
- i. Remote E-voting Event Number (even), USER ID and Password is provided in E-voting Form.
 - ii. Please follow all steps from SL. No. (i) to (xi) above to cast your vote by electronic means
- Other Instructions:**
- i. The e-voting portal will be open for voting from Monday, September 16, 2019 (09:00 A.M.) to Wednesday, September 18, 2019 (05:00 P.M.). During the period, Members of the Company, holding shares either in physical form or in dematerialised form, as on cut-off date, Wednesday, September 11, 2019, may cast their vote electronically. The e-voting module shall be disabled by KARVY for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
 - ii. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on record date.
 - iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User

Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Mrs. C Shobha Anand of Karvy Fintech Pvt. Ltd. At 040-67162222 or at 18003454001 (toll free)

- iv. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
 - v. The results of e-voting will be placed by the company on its website : www.mirza.co.in within two days of the AGM and also communicated to the stock exchanges, where the shares of the Company are listed.
 - vi. The resolutions proposed will be deemed to have been passed on the date of the Annual General Meeting subject to receipt of the requisite number of votes in favour of the resolutions.
- vii. CS K.N. Shridhar, proprietor of **K.N. SHRIDHAR & ASSOCIATES**, Practicing Company Secretary, [Membership No. 3882, C.P No. 2612] has been appointed as the Scrutinizer to scrutinize the e-voting process and also for conduct of poll by members.
25. Electronic copy of the Notice convening the 40th Annual General Meeting of the Company and the Annual Report along with Attendance Slip and Proxy Form is being sent to the members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the Notice convening the 40th Annual General Meeting of the Company along with the Annual Report, E-voting Form, Attendance slip and Proxy form is being sent to the members in the permitted mode. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notice, Circular etc. from the Company in electronic mode.

26. The details required to be given in pursuance of Regulation 36 (3) of the SEBI (LODR), Regulations, 2015 for appointment/re-appointment of Directors are as under:

Name of Director	Mr. Shahid Ahmad Mirza	Dr. Yashvir Singh	Mr. Qazi Salam Noorus	Mr. Pashupati Nath Kapoor	Mr. Subhash Sapra	CA Sudhindra Kumar Jain	CA Saumya Srivastava	Mr. Sanjay Bhalla	Mr. Shuja Mirza
DIN	00048990	00049360	00051645	00058126	00049243	00189602	08206547	00699901	01453110
Date of Birth	13/12/1957	03/02/1947	08/07/1944	09/08/1937	25/12/1941	23/05/1956	02/01/1986	14/12/1959	23/01/1981
Qualification	Diploma in Leather Technology, UK	M.Sc., M.Phil, PhD	Senior Advocate	B.Tech (Mech) IIT & M.S. (Mech) Chicago	B.Tech (Mech)	M.Com., LLB, FCA	B.Com., M.Com., FCA	B.Tech, Chemical	Graduate in Science (Computer Information System and telecommunication) from California State University, USA
Date of Appointment	01/10/2017	08/07/1994	08/07/1994	08/07/1994	08/03/2002	30/07/2008	09/08/2019	09/08/2019	01/06/2019
Expertise	Overall Incharge of Shoe Division of the Company and Purchases of Local Raw Material and Equipment for the Shoe Division	Rich and varied experience of more than two and half decades in industry, Government Bodies and Institutions	Rich and varied experience of around 50 years in the Legal Profession	Rich and vast experience of around 51 years in the Engineering Industry business in India and abroad.	Rich and vast experience in the field of Water/Waste Water Sewage Treatment Systems	Practicing Chartered Accountant having rich & varied experience of around 39 years in the field of Finance, Taxation & Accounting	Practicing Chartered Accountant having rich & varied experience of around 10 years in the field of Finance, Taxation & Accounting	Rich and varied experience of around 30 years in the Chemical Engineering	Rich experience in the field of marketing. He is associated with the marketing operations of the Company in the domestic sector since October, 2006
Relationships between Directors	Whole-Time Directors are Brothers Except Mr. NP Upadhyaya	Independent from the Management	Independent from the Management	Independent from the Management	Independent from the Management	Independent from the Management	Independent from the Management	Independent from the Management	Son of Mr. Rashid Ahmed Mirza and Nephew of whole-time Directors except Mr. NP Upadhyaya



Name of Director	Mr. Shahid Ahmad Mirza	Dr. Yashvir Singh	Mr. Qazi Salam Noorus	Mr. Pashupati Nath Kapoor	Mr. Subhash Sapra	CA Sudhindra Kumar Jain	CA Saumya Srivastava	Mr. Sanjay Bhalla	Mr. Shuja Mirza
Other Directorships	1. Euro Footwear Private Limited 2. Emgee Projects Private Limited 3. Genesis Infraprojects Private Limited	-	-	-	UEM Trading Private Limited	Merchant Chamber of Uttar Pradesh	Nuvanta Infradevelopers Private Limited	Silver Spark Private Limited	1. Aarem Heights Private Limited 2. Genesis River View Resorts Private Limited 3. Granule Infra India Private Limited
Chairman/ Membership of Committees	-	Nomination & Remuneration Committee-Member	Audit Committee-Member, Nomination & Remuneration Committee-Member & Stakeholders Relationship Committee-Member	Audit Committee-Member, Nomination & Remuneration Committee-Chairperson & Stakeholders Relationship Committee-Chairperson	Audit Committee-Member	Audit Committee-Chairperson, Nomination & Remuneration Committee-Member & Stakeholders Relationship Committee-Member	-	-	-
Shareholding in the Company	10188270 Shares i.e 8.47%	-	-	-	-	-	-	-	7140000 shares i.e 5.93%

By the Order of the Board

For MIRZA INTERNATIONAL LIMITED

(Ankit Mishra)

Company Secretary &
Compliance OfficerPlace: New Delhi
Date : August 09, 2019**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 4:**

In accordance with Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, the Company is required to have the audit of its cost records conducted by a Cost Accountant in Practice. The Board of Directors of the Company has on the recommendation of the Audit Committee, approved the appointment and remuneration of CMA A.K. Srivastava, Cost Auditor of the Company to conduct audit of cost records of the Company for products covered under the Companies (Cost Records and Audit) Rules, 2014 for the Financial Year ending March 31, 2020, at a remuneration of ₹ 30,000/- per annum plus applicable service tax and out of pocket expenses that may be incurred.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the members of the Company.

Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2020.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Members.

Item No. 5 to 8:

Pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), **Dr. Yashvir Singh, Mr. Qazi Salam Noorus, CA Sudhindra Kumar Jain & Mr. Subhash Sapra** were appointed as Independent Directors at the Thirty-Fifth Annual General Meeting of the Company and they hold office till the conclusion of the 40th Annual General Meeting and they are eligible for re-appointment and they meet the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and they had submitted a declaration to that effect and in respect of whom the Company has received

a Notice in writing from a Member under Section 160(1) of the Act proposing their candidature for the office of Director followed by approval of the same from Nomination and Remuneration Committee of the Board of Directors of the Company at their meeting held on May 30, 2019.

Mr. Qazi Salam Noorus and Mr. Subhash Sapra are more than 75 years of age and Dr. Yashvir Singh, will attain the age of 75 years on February 03, 2022. Keeping in view the Educational Qualification and rich professional experience in their respective fields and their more than 10 years association with the Company, Board is of opinion that Dr. Yashvir Singh, Mr. Qazi Salam Noorus, CA Sudhindra Kumar Jain and Mr. Subhash Sapra are the persons of integrity and their association as Non-Executive Independent Director will be beneficial and is in the best interest of the Company.

Brief profile of Directors seeking re-appointment:

Name of Director	Dr. Yashvir Singh	Mr. Qazi Salam Noorus	CA Sudhindra Kumar Jain	Mr. Subhash Sapra
DIN	00049360	00051645	00189602	00049243
Date of Birth	03/02/1947	08/07/1944	23/05/1956	25/12/1941
Qualification	M.Sc., M.Phil, PhD	Senior Advocate	M.Com, LLB, FCA	B.Tech (Mech)
Date of Appointment	08/07/1994	08/07/1994	30/07/2008	08/03/2002
Expertise	Rich and varied experience of more than two and half decades in industry, Government Bodies and Institutions	Rich and varied experience of around 50 years in the Legal Profession	Practicing Chartered Accountant having rich & varied experience of around 39 years in the field of Finance, Taxation & Accounting	Rich and vast experience in the field on Water / Waste Water Sewage Treatment Systems
Other Directorships	-	-	Merchant Chamber of Uttar Pradesh	UEM Trading Pvt. Ltd.
Chairman/Membership of Committees	Nomination & Remuneration Committee- Member	Audit Committee- Member, Nomination & Remuneration Committee- Member & Stakeholders Relationship Committee-Member	Audit Committee-Chairperson, Nomination & Remuneration Committee- Member & Stakeholders Relationship Committee- Member	Audit Committee- Member
Shareholding in the Company	-	-	-	-

In the opinion of the Board, the Independent Directors fulfill the conditions specified in sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") such Independent Directors are independent of the Management.

Other than the Independent Directors of the Company and their relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Special Resolutions as set out in Item No. 5 to 8 of this notice.

Accordingly, the consent of the members is sought for passing Special Resolution(s) as set out at Item No. 5 to 8 of the Notice for re-appointment as Independent Director's of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from the conclusion of this Annual General Meeting till the conclusion of the 45th Annual General Meeting to be held in the year 2024."

The Board recommends the resolution set forth in Item No. 5 to 8 for the approval of the Members.

Item No. 9 to 10

Pursuant to Sections 149, 152 and Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") **CA Saumya Srivastava (DIN: 08206547) & Mr. Sanjay Bhalla (DIN: 00699901)** were appointed by the Board of Directors as Additional Directors of the Company with effect from August 09, 2019 and they hold office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Article 63 of the Articles of Association of the Company but they are eligible for appointment and in respect of them the Company has received a notice in writing from a Members under Section 160(1) of the Act proposing their candidature for the office of Director of the Company, be and are hereby appointed as Directors of the Company.

**Brief profile of directors seeking appointment are:**

Name of Director	CA Saumya Srivastava	Mr. Sanjay Bhalla
DIN	08206547	00699901
Date of Birth	02/01/1986	14/12/1959
Qualification	B.Com., M.Com., FCA	B.Tech, Chemical
Date of Appointment	09/08/2019	09/08/2019
Expertise	Practicing Chartered Accountant having rich & varied experience of around 10 years in the field of Finance, Taxation & Accounting	Rich and varied experience of more than 20 years in the Engineering and business
Other Directorships	Nuvanta Infradevelopers Private Limited	Silver Spark Private Limited
Chairman/Membership of Committees	-	-
Shareholding in the Company	-	-

In the opinion of the Board, the Independent Directors fulfill the conditions specified in sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") such Independent Directors are independent of the Management.

Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 09 & 10 of the Notice for Appointment as an Independent Directors of the Company, not liable to retire by rotation, to hold office for a term of five years commencing with effect from the conclusion of this Annual General Meeting till the conclusion of the 45th Annual General Meeting to be held in the year 2024."

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 09 & 10 of the Notice.

The Board recommends the resolution set forth in Item No. 09 & 10 for the approval of the Members.

Item No. 11

Board of Directors of the Company on the recommendation of Nomination and Remuneration committee at their respective meetings held on May 30, 2019 had appointed Mr. Shuja Mirza as Additional Director (Executive) of the Company to hold office as such upto the date of Annual General Meeting. Prior to this, Mr. Shuja Mirza was working as the President (Marketing) of the Company and under his leadership, Company has been able to achieve all time record turnover of ₹ 1000 crore and has seen tremendous expansion in domestic Indian market.

Company has received a recommendation from member of the Company followed by approval of the same from

Nomination and Remuneration committee of the Board of Directors of the Company at their meeting held on August 09, 2019 for confirmation of his appointment as Whole-Time Director of the Company for a period of 3 years w.e.f June 01, 2019 on the following terms and conditions:

Remuneration by way of Salary, Dearness Allowance, Perquisites, Performance Based Bonus, Commission, medical reimbursements of self and spouse and other Allowance not exceeding a sum of ₹ 25 Lakh per month i.e., ₹ 3.00 Crore per annum, as may be finalised in consultation with the appointee.

In addition to the Salary, Allowances and Perquisites as above, the Whole-Time Director shall be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified as above:

- Gratuity- As per the Rules of the Company and applicable statutory provisions, if any, from time to time.
- Leave Encashment - As per the rules of the Company but not exceeding one month for every eleven months of completed service and un-availed leaves will be allowed to be encashed at the end of the tenure.
- Conveyance- The Company shall provide one fully insured car with driver for discharge of official responsibilities by the Director.
- Telephone, Telefax and other communication facilities - The Company shall provide/ reimburse expenses in respect of one or more cellular phones(with handset) for his use, and Telephone connections with STD & ISD facilities, fax connections, Cable Internet connections and other communication facilities at the Director's residence.
- Security- The Company shall provide for round the clock security at the Director's residences

According to Schedule-V, Part-II of the Companies Act, 2013, the Statement containing the following information:

I. General Information

1. Nature of Industry: **Fashion Industry**
2. Date or expected date of commencement of commercial production: **N/A**
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: **N/A**
4. Financial performance based on given indicators

Particulars	₹ in Lacs	
	2018-19	2017-18
Turnover	1,151.70	972.09
Profit Before Tax	75.97	117.84
Profit After Tax	48.78	78.42

5. Foreign investments or collaborations, if any. **NIL**

II. Information about the appointee:

1. Background details: **Mr. Shuja Mirza is the son of Mr. Rashid Ahmed Mirza CMD of the Company. He is a graduate in Science (Computer Information System & Telecommunication) from California State University, USA. He is associated with the Company since 2006.**
2. Past remuneration: **₹ 1,20,00,000/- p.a. Salary plus ₹ 10,00,000/- as Medical.**
3. Recognition or awards: **NIL**
4. Job profile and his suitability **His job is to head the domestic expansion of the Company. He is associate with the Company since 2006 and his last designation was President (Marketing) of the Company. He leads to the company to touch ever highest domestic turnover of more than ₹ 600 crore.**
5. Remuneration proposed: **As set out above.**
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (In case of expatriates the relevant details would be with respect to the country of his origin): **His remuneration is commensurate with the size and nature of industry and his job profile.**
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: **He is the son of Chairman and Managing Director of the Company.**

III. Other information:

1. Reasons of loss or inadequate profits: **Inadequate profit under section 198 of Companies Act, 2013, to pay the remuneration comparable with role, experience, past achievements of the managerial personnel. Company is aggressively investing in domestic expansion positive outcome of which are likely to be seen in coming years.**
2. Steps taken or proposed to be taken for improvement: **Domestic sale is already improved and company will see its positive impact in profit in future.**
3. Expected increase in productivity and profits in measurable terms: **More than 50%.**

The approval of members is therefore, sought for the appointment of Mr. Shuja Mirza as Whole-time Director of the Company. Mr. Shuja Mirza shall be liable to retire by rotation as Director of the Company during his tenure of Whole-time Director of the Company

None of the Directors except Mr. Rashid Ahmed Mirza, Chairman & Managing Director, Mr. Shahid Ahmad Mirza, Mr. Tauseef Ahmad Mirza, Mr. Tasneef Ahmad Mirza, Whole-time Directors of the Company being relatives, are concerned or interested in resolution.

Accordingly, the consent of the members is sought for passing an Special Resolution as set out at Item No. 11 of the Notice for Appointment as Whole-Time Director of the Company.

The Board recommends the resolution set forth in Item No. 11 for the approval of the Members.

Item No.12 to 13

In terms of Section 180(1)(c) borrowings by a Company apart from temporary loans obtained from the Company's bankers in excess of its paid-up share capital, its free reserves and securities premium of the Company, require the approval of the Members by way of special resolution.

Section 180(1)(a) of the Companies Act, 2013 requires that the Board of Directors shall not, without the consent of members in general meeting, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company.

Members of the Company vide resolution passed in the Annual General Meeting dated September 20, 2014, approved the borrowings over and above the aggregate of paid-up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ₹ 1000 Crores (Rupees One Thousand Crores).



Keeping in view the long term expansion plans of the Company, Board of Directors at their meeting held on August 09, 2019, decided to raise this limit up to ₹ 1500 Crores (Rupees One Thousand Five Hundred Crores) and approved the borrowings over and above the aggregate of paid-up share capital, its free reserves and securities premium of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ₹ 1500 Crores (Rupees One Thousand Five Hundred Crores).

The Board recommends the Special Resolutions at Item No. 12 & 13 for approval by the Members

None of the Directors of the Company is concerned or interested in the resolution.

Item No.14

Section 196 of Companies Act, 2013 mandates that no Company shall appoint or continue the directorship of managing director, whole-time director or manager who has attained the age of seventy years unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. Narendra Prasad Upadhyaya, aged 75 years, was appointed as Whole Time Director of the Company at 38th Annual General Meeting of the Company held on September 28, 2017 to hold office as such for a period of 3 years w.e.f. October 01, 2017. His continuation as Whole Time Director shall require approval of members by way of special resolution. A brief justification for the same is as under:

Mr. Narendra Prasad Updhyaya is B.Tech (Mech) and Post Graduate Diploma in Business Management and has rich professional experience of more than 20 years in leather industry. He has been associated as the Director of the Company since 1997. He is over all incharge of Unit -V of the Company situated at site -II, Unnao.

The Board of Directors is of the opinion that Mr. Narendra Prasad Upadhyaya possess relevant expertise and vast experience and his association a Whole-Time Director will be beneficial and in the best interest of the Company. The Board recommends the special resolution as set out at item no. 14 of this Notice for approval by the members.

Except Mr. Narendra Prasad Upadhyaya, none of the Directors and / or Key Managerial Personnel of the Company and /or their relatives are, in any way, concerned or interested, financially or otherwise, the Special Resolution.

Item No.15 to 17

As per Regulation 17(1A) of the Listing Regulations, with effect from April 01, 2019, no listed company shall appoint or continue the directorship of a non-executive who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. Qazi Salam Noorus, Mr. Subhash Sapra and Mr. Pashupati Nath Kapoor was appointed as Non-Executive Directors of the Company under Section 149 and 152 of the Companies Act, 2013 read with Schedule IV thereto and Rules made there under, for a term of 5(five) consecutive years with effect from the date of 35th Annual General Meeting held on September 20, 2014 upto the conclusion of the 40th Annual General Meeting of the Company to be held in the calendar year 2019.

Mr. Qazi Salam Noorus, Mr. Subhash Sapra and Mr. Pashupati Nath Kapoor had attained age of 75 years on July 08, 2019, December 25, 2016 and August 09, 2012 respectively and their continuation as Non-Executive Directors with effect from April 01, 2019 or the date of attaining 75 years of age, whichever is later, shall require approval of members by way of special resolution.

Brief justification for the same is under:

Mr. Qazi Salam Noorus, Mr. Subhash Sapra and Mr. Pashupati Nath Kapoor are qualified and have vast experience and expertise in their respective fields relevant for the business of the Company. They are associated with the Company from more than 15 years and are advising the Board on different matters. The Board of Directors is of the opinion that they are the person(s) of integrity and their association as Non-Executive Independent Director are beneficial and in the best interest of the Company.

They fulfill all conditions specified by applicable laws for the position of Independent Directors of the Company. The Company has also received necessary declarations from them that they meet the criteria of independence as prescribed under the Companies Act, 2013 and the Listing Regulations. Further, they also confirmed that they are not disqualified from being appointed as Director under Section 164 of the Companies Act, 2013. The Board recommends the Special Resolution as set out in this Notice for approval by the members.

Except Mr. Qazi Salam Noorus, Mr. Subhash Sapra and Mr. Pashupati Nath Kapoor, none of the Directors and / or Key Managerial Personnel of the Company and / or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution.

Relevant details relating to continuation of Directorship of Directors as required under the Act, Listing Regulations and Secretarial Standards (SS-2) are provided as under:

Brief Profile of Director Seeking Continuation of Directorship

Name	Mr. Qazi Salam Noorus (DIN: 00051645)	Mr. Subhash Sapra (DIN: 00049243)	Mr. Pashupati Nath Kapoor (DIN: 00058126)
Date of Birth	08/07/1944	25/12/1941	09/08/1937
Date of first appointment on the Board	08/07/1994	08/03/2002	08/07/1994
Qualification	Senior Advocate	B.Tech (Mech)	B.Tech (Mech) IIT & M.S. (Mech) Chicago
Experience and Expertise in specific functional area	Rich and varied experience of around 50 years in legal profession.	Rich and vast experience in the field on Water / Waste Water Sewage Treatment Systems	Rich and vast experience of around 50 years in the Engineering Industry business in India and abroad.
Terms & Conditions of re-appointment	As per Company's Policy on Nomination, Remuneration and Board diversity.		
Remuneration last drawn	₹ 50000/- (Sitting fee)	₹ 30000/- (Sitting fee)	₹ 50000/- (Sitting fee)
Other Directorships	NIL	UEM Trading Pvt. Ltd.	NIL
Chairman / Member of Committee of the Board of other Companies of which he is a Director	NIL	NIL	NIL
Shareholding in Mirza International Ltd.	NIL	NIL	NIL
Relationship with other Directors and KMPs of the Company	NIL	NIL	NIL
No. of Board Meetings attended during the financial year 2018-19	4	2	4

Item No.18 & 19

Section 188 of the Companies Act, 2013 read with rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of related party transactions. The proviso to section 188 states that nothing in section 188 (1) will apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis.

Sl. No.	Name	Name of Interested Director	Nature of Relationship	Terms of Contract/ arrangements	Nature of Contract	Duration 01.10.2019-30.09.2020
1	Euro Footwear Private Limited	Mr. Rashid Ahmed Mirza Mr. Shahid Ahmad Mirza Mr. Tauseef Ahmad Mirza Mr. Tasneef Ahmad Mirza Mr. Shuja Mirza	Related Party u/s 2 (76)(iv) of the Companies Act, 2013	For the purpose of Purchase of Footwear and other Components, Jobwork charges & sale of Leather	Purchase/ Jobwork/Sale	Upto ₹ 350 crore
2	Mirza (U.K) Limited	Mr. Rashid Ahmed Mirza Mr. Shahid Ahmad Mirza Mr. Tauseef Ahmad Mirza Mr. Tasneef Ahmad Mirza Mr. Shuja Mirza	Related Party u/s 2 (76)(iv) of the Companies Act, 2013	For the purpose of Sale of Shoes	Sale of footwear	Upto ₹ 650 crore

The above contracts / arrangements / transactions were approved by the Audit Committee at its meeting held on May 30, 2019 and recommended by the Board of Directors to the unrelated shareholders of the Company for their approval. The Board is of the opinion that the aforesaid related party transaction is in the best interests of the Company.

The Board, therefore, recommends the Resolution set out at Item No. 18 and 19 of the Notice for the approval of the Members in terms of Regulation 23 (4) of the SEBI LODR.

None of the Directors or Key Managerial Personnel of the Company and their relatives except as above are concerned or interested, financially or otherwise, in this resolution.

By the Order of the Board

For MIRZA INTERNATIONAL LIMITED

(Ankit Mishra)

Company Secretary &
Compliance Officer

Place: New Delhi
Date : August 09, 2019

MIRZA INTERNATIONAL LIMITED

Registered Office:14/6 Civil Lines, Kanpur-208 001

40th ANNUAL GENERAL MEETING

ATTENDANCE SLIP



Master Folio :	DP ID** :
No. of Shares :	Client ID** :

I hereby record my presence at the 40th Annual General Meeting of the Company at Auditorium of Directorate of Extension, Chandra Shekhar Azad (CSA) University of Agriculture and Technology, Nawabganj, Kanpur-208002 on Thursday, September 19, 2019.

I am a shareholder of the Company*

I am a Proxy/Authorised Representative of the shareholders(s)*

My name is _____

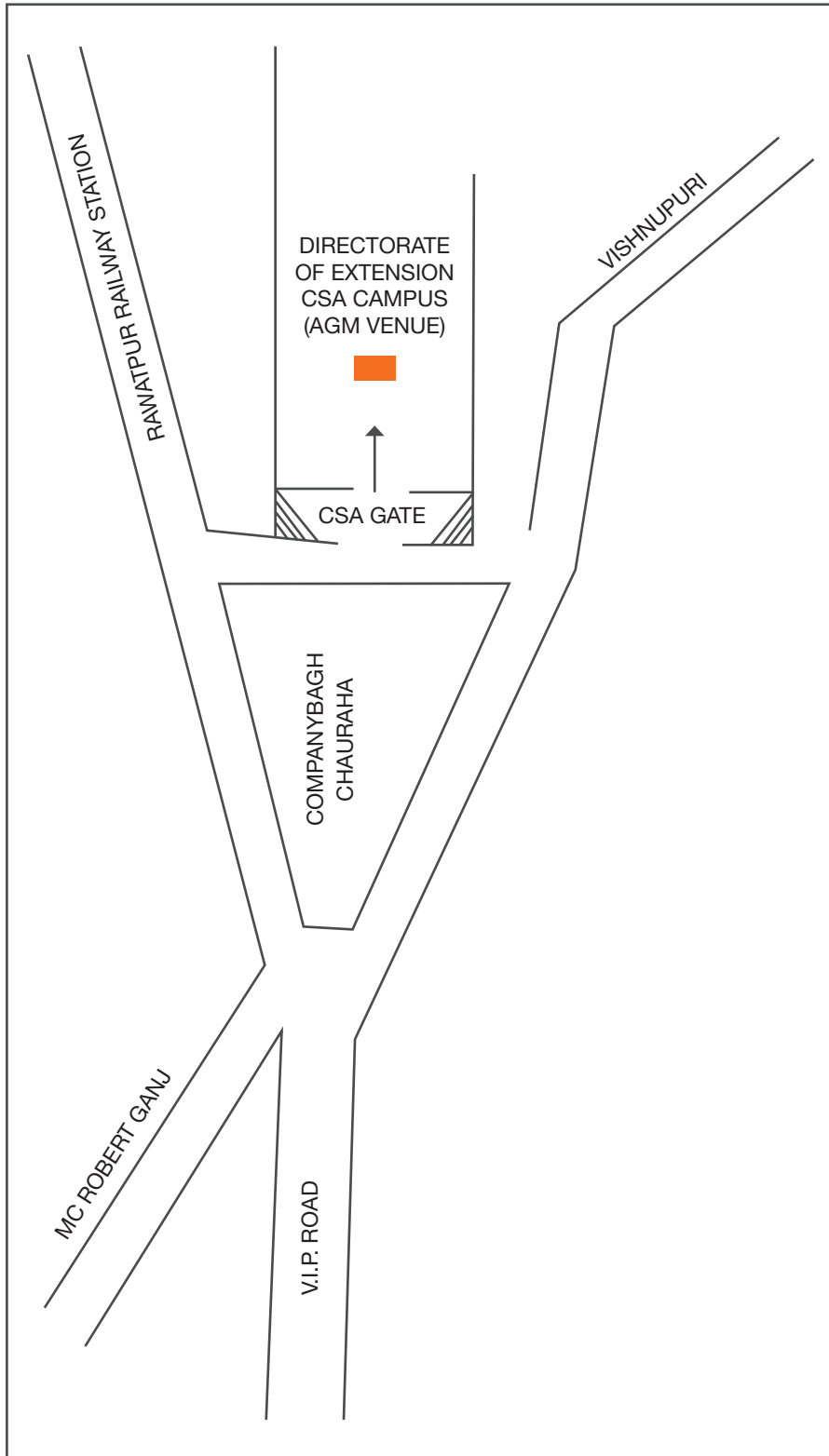
_____ (Surname) _____ (First Name) _____ (Second Name) _____

* Please strike off any one which is not applicable.

** Applicable for shareholders holding shares in electronic form.

- Note :**
- 1) Shareholder/Proxy who wishes to attend the meeting must bring the Attendance Slip at the meeting and hand over the same at the entrance, duly signed.**
 - 2) No gifts would be given to Shareholders for attending the AGM, as per SEBI instructions.**

ROUTE MAP OF THE AGM VENUE





MIRZA INTERNATIONAL LIMITED

Registered Office:14/6 Civil Lines, Kanpur-208 001

40th ANNUAL GENERAL MEETING PROXY FORM

Form MGT-11

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and administration) Rules, 2014)

I/ Weof
.....in
the district ofbeing a member / members of MIRZA INTERNATIONAL LIMITED hereby appoint
.....of.....

or failing him/heras my/our proxy to attend and vote for me/us and on my/our behalf at the 40th Annual General Meeting to be held on Thursday, September 19, 2019 at 1.00 p.m. or at any adjournment thereof.

Master Folio :	DP ID** :
No. of Shares :	Client ID** :

.....
(Signature)

Signed this day of.....2019

Affix a
₹ 1/-
Revenue
Stamp

**Applicable for shareholders holding shares in electronic form.

Note : The Proxy must be deposited at the registered Office of the Company at 14/6, Civil Lines, Kanpur not less than 48 hours before the time for holding the Meeting

I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Resolution	For	Against
Ordinary Business			
1.	Consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Auditors and the Board of Directors thereon.		
2.	Declaration of Dividend for the Financial Year 2018-19		
3.	Appointment of a Director in place of Mr. Shahid Ahmad Mirza (DIN: 00048990), who retires by rotation and being eligible, offers himself for re-appointment.		
Special Business			
4.	Ratification of the remuneration payable to Cost Auditor		
5.	Re-appointment of Dr. Yashvir Singh (DIN: 00049360) as an Independent Director		
6.	Re-appointment of Mr. Qazi Salam Noorus (DIN: 00051645) as an Independent Director		
7.	Re-appointment of CA Sudhindra Kumar Jain (DIN: 00189602) as an Independent Director		
8.	Re-appointment of Mr. Subhash Sapra (DIN: 00049243) as an Independent Director		
9.	Appointment of CA Saumya Srivastava (DIN: 08206547) as an Independent Director		
10.	Appointment of Mr. Sanjay Bhalla (DIN: 00699901) as an Independent Director		
11.	Appointment of Mr. Shuja Mirza (DIN: 01453110) as Whole-time Director		
12.	Increase in Limit u/s 180(1)(c) of the Companies Act, 2013 from ₹ 1000 Crore to ₹ 1500 Crore.		
13.	Increase in limit u/s 180(1)(a) of the Companies Act, 2013 from ₹ 1000 Crore to ₹ 1500 Crore		
14.	Consent for continuation of directorship of Mr. Narendra Prasad Upadhyaya (DIN: 00049196) as Whole Time Director		
15.	Consent for continuation of directorship of Mr. Qazi Salam Noorus (DIN: 00051645) as Non-Executive Director		
16.	Consent for continuation of directorship of Mr. Subhash Sapra (DIN: 00049243) as Non-Executive Director		
17.	Consent for continuation of directorship of Mr. Pashupati Nath Kapoor (DIN: 00058126) as Non-Executive Director		
18.	Approval of Related Party Transactions with Euro Footwear Private Limited		
19.	Approval of Related party Transactions with Mirza (U.K) Limited		

Signed this day of2019

Signature of Shareholder..... Signature of Proxyholder(s).....

Affix a ₹ 1/- Revenue Stamp

Notes

1. This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at 14/6, Civil Lines, Kanpur – 208001, not less than 48 hours before the commencement of the Meeting.
2. This is only optional. Please put a `√` in the appropriate column against the resolutions indicated in the Box. If you leave For or Against column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
3. Appointing proxy does not prevent a member from attending in person if he so wishes.
4. In case of joint holders, the signature if any one holder will be sufficient, but names of all the joint holders should be stated.