

MIRZA INTERNATIONAL LIMITED

CIN-L19129UP1979PLC004821



December 25, 2015

National Stock Exchange of India Ltd.
Exchange Plaza, Bandra – Kurla Complex
Bandra (East),
MUMBAI- 400051

Bombay Stock Exchange Ltd.
Floor 25, P.J Towers,
Dalal Street,
MUMBAI- 40001

Sub: Approval of Scheme of Amalgamation of Genesisfootwear Enterprises Private Limited with Mirza International Limited by Hon'ble High Court, Allahabad

Dear Sir,

We would like to inform you that the Hon'ble High Court of Judicature at Allahabad vide its Order dated 15.12.2015 has approved the Scheme of Amalgamation of Genesisfootwear Enterprises Private Limited ("Transferor Company") with Mitza International Limited ("Transferee Company"). (Copy of Court Order enclosed)

The formal Order shall be issued as per format provided under Law and shall be intimated to you accordingly.

Kindly take it on your records.

Thanking You, -

For MIRZA INTERNATIONAL LIMITED


COMPANY SECRETARY
Encl: as above



Court No. - 38

Case :- COMPANY PETITION No. - 67 of 2015

Petitioner :- In The Matter Of Ganesisfootwear Enterprises P. Ltd. & Anr.

Counsel for Petitioner :- Rajiv Sisodia

Connect with

Case :- COMPANY APPLICATION No. - 21 of 2015

Applicant :- In The Matter Of Genesisfootwear Enterprises Pvt Ltd & Anr.

Counsel for Applicant :- Rajev Sisodia, Rajeev K. Goel

Hon'ble Pankaj Mithal, J.

Heard Sri Rajeev K. Goel, learned counsel for the petitioner companies.

The petitioner companies have applied under Sections 391/394 of the Companies Act, 1956 (hereinafter referred to as the Act) for the sanction of the scheme of amalgamation which has been filed as annexure A-1 to the petition.

The aforesaid scheme inter alia provides for the amalgamation of the transferor company Genesisfootwear Enterprises Pvt. Ltd. into the transferee company Mirza International Ltd. All assets and liabilities of the transferor company would stand transferred to the transferee company and ultimately the transferor company would cease to exist.

The shareholders of the transferor company would be issued 52 equity shares and 40 convertible preferential share of Rs.2/- each of the transferee company in lieu of 100 equity shares of Rs.2/- each held by them in the transferor company.

On the Company Application No.21 of 2015 filed by the petitioner companies, the court had directed for the convening of the meeting of the shareholders and the unsecured creditors of the transferee company only. All other meetings were dispensed with.

The meetings of the shareholders and the unsecured creditors of the transferee company were held on 17.10.2015 as directed by this court after due publication of the notice of the meetings in the

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news papers Aaj and Financial Express.

According to the reports of the respective Chairman, the meetings unanimously approved the scheme.

The Board of Directors of both the companies have already given their approval to the scheme by separate resolutions dated 12.06.2015.

On the presentation of this petition, notices were directed to be served upon Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi as well as to Registrar of Companies, U.P. Kanpur and the Official Liquidator.

In addition to the above, notices were directed to be published in the same two news papers in which the notices of the meetings were published i.e. Aaj and Financial Express.

The petitioner companies have filed affidavit of service stating that the notices as directed were served upon the Regional Director, R.O.C. and O.L. It brings on record the originals of the two news papers Aaj and Financial Express 11.11.2015.

The office has reported that no one has filed any objection against in response to the petition and that none has put in appearance to oppose the petition.

The scheme has to be considered in the light of the objections of the O.L., R.O.C. and Regional Director if any.

The Official Liquidator has filed report (Jud.) 220 of 2015.

In the report it has been stated that he has scrutinised the books of accounts of the transferor company and it appears that the affairs of the said Company have not been conducted in a manner prejudicial to the interest of its members and the public.

The Official Liquidator has no objection if the transferor company is dissolved pursuant to the scheme.

The Regional Director in consultation with the R.O.C. has filed his personal affidavit but has not taken any objection to the scheme.

The petitioner companies have brought on record the approval granted to the scheme by the Bombay Stock Exchange and National Stock Exchange.

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In view of the aforesaid facts and circumstances, there appears to be no hindrance in the sanction of the scheme and the scheme is not said to be against any public policy.

In view of above, the scheme of amalgamation filed as annexure A-1 to the petition is hereby sanctioned.

The Registry of the Office is directed to draw a formal order in the prescribed Form-41 and 42 and the Schedule of assets of the transferor company filed along with the supplementary affidavit would form part of the formal order.

The petitioner companies are directed to file scheme of amalgamation along with the certified copy of this order and the formal order before the Registrar of Companies U.P. at Kanpur within a period of 30 days from receiving the same.

The scheme shall come into operation on registration by the R.O.C. w.e.f. appointed date mentioned in the scheme and the transferor company shall stand dissolved.

Accordingly, the Company Petition is allowed and Company Application stand disposed of.

Order Date :- 15.12.2015

Piyush

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