

# MIRZA INTERNATIONAL LIMITED

CIN-L19129UP1979PLC004821



October 19, 2015

To.

**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-400001

Dear Sirs,

**Sub: Outcome of the Court Convened Meeting of Equity Shareholders- Scheme of Arrangement among Genesisfootwear Enterprises Pvt Ltd (Transferor Company) and Mirza International Limited (Transferee Company) and their respective Shareholders and Creditors under Section 391 to 394 of the Companies Act, 1956**

**Reference: Clause 35A of the Listing Agreement**

We wish to inform you that the Court Convened Meeting of the Equity Shareholders of Mirza International Limited was held on 17<sup>th</sup> October, 2015 as per the order of the Hon'ble High Court of Allahabad, in which the Equity Shareholders have approved the Scheme of Arrangement among Mirza International Limited and Genesisfootwear Enterprises Pvt Ltd and their respective Shareholders and Creditors Under Section 391 to 394 of the Companies Act. 1956.

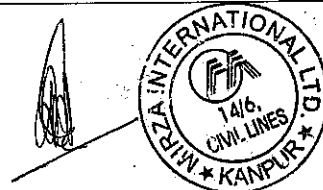
Detailed disclosure of the outcome of the meeting, as per the format prescribed under 35A of the Listing Agreement is given hereunder:

SL No.	Description	Particulars		
A	Date of the Meeting	October 17, 2015		
B	Record Date	11 <sup>th</sup> September 2015 being 'cutoff date'		
C	Total Number of Shareholders on record Date	24627		
D	No. of Shareholders in the Meeting Either in person or through proxy			
	Shareholders	Present in person	Person through proxy	total
	Promoter and Promoter Group	20	—	20
	Public	20	2	22
	Total	40	2	42
E	No. of Shareholders attended the meeting through Video Conferencing			
	No video conferencing facility was made available.			



Apart from above, separate voting through Postal Ballot and e- voting is also in progress and shall remain open up to 22<sup>nd</sup> October, 2015. The result of e-voting and Postal Ballot shall be finalized and submitted by The Scrutinizer on 23<sup>rd</sup> October 2015 and the same shall be submitted in due course.

The Shareholders Transacted the following business at the meeting:	
SI No.	Details of Agenda
	<p><b>Resolved that</b> pursuant to provisions of section 391 and 394 of the Companies Act, 1956, and other applicable provisions, if any, and subject to the approval of the Honable High Court of Judicature at Allahabad and other competent authorities, if any, the proposed amalgamation of Genesisfootwear Enterprises Pvt Ltd (the Transferor Company) with Mirza International Limited (the Transferee Company) be and is here by approved.</p> <p><b>Resolved further that</b> the terms and conditions of amalgamation as set out in the draft Scheme of Amalgamation placed before the meeting, which, inter-alia, include the following:</p> <p><b>a.</b> All assets and liabilities including Income Tax and all other statutory liabilities, if any, of the Transferor Company will be transferred to and vest in the Transferee Company.</p> <p><b>b.</b> All the employees of the Transferor Company in service on the Effective Date, if any, shall become the employees of the Transferee Company on and from such date without any break or interruption in service and upon terms and conditions not less favorable than those subsisting in the Transferor Company on the said date.</p> <p><b>c.</b> Appointed Date for amalgamation will be 1<sup>st</sup> April, 2015 or such other date, as the Hon'ble High Court(s) may approve.</p> <p><b>d.</b> Share Exchange Ratio for the amalgamation will be:</p> <p><b>a.</b> The Transferee Company will issue 52 (fifty two) Equity Shares of Rs. 2 each, credited as fully paid up, for every 100 (One hundred) Equity Shares of Rs. 2 each held in the Transferor Company; and</p> <p><b>b.</b> The Transferee Company will issue 40 (forty) 0% Compulsory Convertible Preference Shares (hereinafter referred to as "CCPS") of Rs. 2 each, credited as fully paid up, for every 100 (One hundred) Equity Shares of Rs. 2 each held in the Transferor Company. One CCPS of Rs. 2 each shall be converted into One Equity Share of Rs. 2 each. CCPS shall be compulsorily converted into equity shares on commencement of the next financial year immediately after the financial year, in which the equity shares as per aforesaid clause (a) is allotted.</p> <p><b>e</b> BSE Ltd will act as the Designated Stock Exchange for the purposes of the Scheme.</p>



	<p>be and are hereby approved in specific.</p> <p><b>Resolved further that</b> subject to the approval of the Hon'ble High Court of Judicature at Allahabad and other competent authorities, if any, the draft Scheme of Amalgamation as placed in the meeting be and is hereby approved.</p> <p><b>Resolved further that</b> the Board of Directors of the Company be and is hereby authorized to agree to such conditions or modifications (including the appointed date and share exchange ratio) that may be imposed, required or suggested by the Hon'ble High Court of Judicature at Allahabad or any other authorities or that may otherwise be deemed fit or proper by the Board and to do all other acts, deeds or things which may be ancillary or incidental to the above mentioned matter or which may otherwise be required for the aforesaid Scheme of Amalgamation."</p>
<b>Resolution required (Ordinary/Special)</b>	Requisite majority –Majority in number representing three fourth in value of the members present and voting as per section 391(2) of the Companies Act, 1956
<b>Mode of Voting ( Show of Hands/ Poll/Postal Ballot/ E-Voting)</b>	Poll
<b>Remarks</b>	Passed unanimously



**In case of Poll**

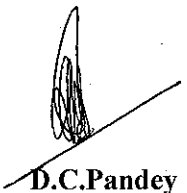
Category	No . of Shares held	No of votes polled	% of votes polled on outstanding shares	No. of Votes in favour	No. of Votes against cast	% of Votes in favour on votes polled	% of votes against on votes polled
Promoters	61155981	61155981	100.00	61155981	—	100	—
Public Institutional holders	2185423	—	—	—	—	—	—
Publiv-Others	29364596	487065	1.65	487065	—	100	—
<b>Total</b>	<b>92706000</b>	<b>61643046</b>	<b>66.49</b>	<b>61643046</b>	<b>—</b>	<b>100</b>	<b>—</b>

The Report of the Chairman on the results of the meeting would be filed with the Honable High Court of Allahabad within the time period specified under Companies ( Court) Rules. 1959.

We request you to take the above disclosures on record and note our compliance under Clause 35A and other relevant provisions, if any, of the Listing Agreement.

Thanking you

**For Mirza International Limited**



**D.C.Pandey**  
**(Company Secretary)**

