

## Mirza International Limited

A-7, Mohan Coop. Indl. Estate, Mathura Road  
New Delhi - 110044 (India)  
Ph. +91 11 4095 9500 / 9501  
CIN : L19129UP1979PLC004821  
Email : marketing@mirzaindia.com  
Website : www.mirza.co.in

May 15, 2023

<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001  <b>Scrip Code: 526642</b>	<b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051  <b>NSE symbol: MIRZAINT</b>
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Dear Sir / Madam,

### Sub.: Postal Ballot Notice

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Postal Ballot Notice dated May 10, 2023 for seeking approval of Members of the Company for change in designation of Mr. Tauseef Ahmad Mirza as Managing Director of the Company. The Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company / Depositories as on Friday, May 12, 2023 (cut-off date). Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice. The voting period will commence from Wednesday, May 17, 2023, at 9:00 a.m. IST and will end on Thursday, June 15, 2023 at 5:00 p.m IST.

This is for your information.

Thanking you.

Yours faithfully,

For **Mirza International Limited**

**Harshita Nagar**

**Company Secretary and Compliance Officer**

Encl.: As above.



Registered & HO :  
14/6, Civil Lines, Kanpur - 208 001 (Uttar Pradesh)  
Ph. +91 512 253 0775 Fax. +91 512 253 0166  
Email : info@mirzaindia.com  
Website : www.mirza.co.in

**Mirza International Limited**

**CIN:** L19129UP1979PLC004821

**Registered Office:** 14/6, Civil Lines, Kanpur, Uttar Pradesh 208 001

**Phone:** +91 11 4095 9500 / 9501

**E-mail:** [compliance@mirzaindia.com](mailto:compliance@mirzaindia.com); **Website:** [www.mirza.co.in](http://www.mirza.co.in)

**NOTICE OF POSTAL BALLOT**

**[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]**

Dear Member(s),

Notice of postal ballot ("Notice") is hereby given pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations"), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable laws and regulations, if any, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 ("MCA Circulars"), that it is proposed to seek the consent of the shareholders ("Members") of the Company, for the resolution appended herein below by way of postal ballot through electronic voting ("E-voting").

Pursuant to Sections 102, 108 and 110 of the Act, the resolution proposed to be passed by way of Postal Ballot and the Explanatory Statement setting out the material facts concerning the said resolution and the reasons thereof, are annexed hereto for consideration of the Members.

In compliance with Regulation 44 of the SEBI Listing Regulations, as amended and pursuant to the provisions of Sections 108 and 110 of the Act read with the corresponding rules and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

The Board has appointed Ms. Mallika Goel, Company Secretary in Practice, (FCS No. 11658, CP No. 23020), as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from 09:00 A.M. (IST) on Wednesday May 17, 2023 and ends at 05:00 P.M. (IST) on Thursday, June 15, 2023, failing which it will be strictly considered that no reply has been received from the Member. The Scrutinizer will submit the report to the Chairman of the Company, or any other person authorized by the Chairman upon completion of the scrutiny of the votes cast through remote e-voting. The results of Postal Ballot shall be declared on or before Saturday, June 17, 2023.

The said results along with the Scrutinizer's report be communicated to the Stock Exchanges and be made available at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and the website of Kfin Technologies Limited, Registrar & Transfer Agent ("RTA") and will also be displayed on the Company's website [www.mirza.co.in](http://www.mirza.co.in).

## Resolution

### Item No. 1: Change in designation of Mr. Tauseef Ahmad Mirza as Managing Director of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the members be and is hereby accorded for the change in designation of Mr. Tauseef Ahmad Mirza, (DIN: 00049037) with effect from March 21, 2023 from Whole-time Director to Managing Director of the Company for his remaining tenure till September 30, 2023 as per the terms as detailed below:

**Remuneration:** Gross monthly remuneration not exceeding Rs. 36,50,000/- (Rupees Thirty-Six Lacs Fifty Thousand only) whether paid as salary, allowance(s), perquisites or a combination thereof (with a liberty to the Board to review and set the level from time to time subject to a maximum of Rs. 36,50,000 per month) w.e.f. March 21, 2023.

**Medical Allowance:** Rs. 20,00,000 per annum for self and family, in addition to the aforesaid remuneration.

**Security-**The Company shall provide for round the clock security at the Director's residence.

**Provided that the following perquisites will not be included in the aforesaid remuneration:**

- i. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and;
- iii. Encashment of leave at the end of tenure.

**RESOLVED FURTHER THAT** payment/re-imbusement of telephone and/or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in course of the official duties will not be included in the aforesaid remuneration.

**RESOLVED FURTHER THAT** Mr. Tauseef Ahmad Mirza shall not be paid any sitting fee for attending the meetings of the Board of Directors or Committees thereof.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits, the above remuneration by way of salary, commission, perquisites and other allowances payable to the above said Managing Director, being within the limits prescribed in Section II of Part II of Schedule V to the Act, shall be payable as minimum remuneration.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee of the Board of Directors of the Company be and is hereby authorized to fix and vary the remuneration from time to time within the aforesaid limit to the extent it may deem appropriate.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including Nomination and Remuneration Committee) be and is hereby authorized to take all necessary steps to give effect to the aforesaid resolution.”

**By order of the Board**

**For Mirza International Limited**

**Place :** New Delhi

**Date :** May 10, 2023

**Harshita Nagar**

**Company Secretary & Compliance Officer**

## NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, setting out material facts concerning Special Business set out in the Notice of Postal Ballot (the “Notice”) is appended below and forms part of this Postal Ballot Notice.
2. The Postal Ballot Notice is being sent only by electronic mode to all those Members / Beneficial Owners of the Company whose names appear in the Register of Members/ list of Beneficial Owners as received from the Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on Friday, May 12, 2023 (“Cut-off Date”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
3. The Members may also note that the Notice will also be available on the Company’s website viz. <https://www.mirza.co.in> and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed and on the website of KFin Technologies Limited [www.evoting.kfintech.com](http://www.evoting.kfintech.com).
4. The members holding shares in physical form are requested to intimate changes pertaining to their bank account details, address, e-mail address, contact numbers etc., if any, to the Company’s RTA. Members holding shares in dematerialised form should intimate any such change to their Depository Participant.
5. Non-Resident Indian Members are requested to inform the Company’s RTA immediately: a) the particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier. b) any change in their residential status on return to India for permanent settlement.
6. Equity Shares of the Company are under Compulsory Demat segment. Further, Securities and Exchange Board of India (“SEBI”) has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 01, 2019. Accordingly, the Company / RTA has stopped accepting any fresh lodgement of transfer of shares in physical form. In view of the above and to avail various benefits of dematerialisation, the Members who have not yet got their Equity Shares dematerialised, are requested to contact any of the Depository Participants in their vicinity for getting their shares dematerialised. In case any clarification is needed in that regard, the undersigned may be contacted in person or by communication addressed to the Company.
7. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit a self-attested copy of their PAN Card to the Company / RTA.

8. In all correspondence(s) with the Company / RTA, Members are requested to quote their folio number and in case their shares are held in the dematerialised form, they must quote their DP ID and Client ID number for easy reference and speedy disposal thereof.
9. Members who are holding shares in physical form in multiple folios in identical names or joint holding in the same order of names, are requested to send the share certificates to the Company's RTA for consolidation into a single folio.
10. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., June 15, 2023. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
11. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than 48 hours from the conclusion of e-voting and will also be displayed on the Company website <https://www.mirza.co.in>, on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com), and communicated to the stock exchanges and RTA.

**12. Voting through Electronic Means:**

In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with General Circular no. 02/2021 dated 13<sup>th</sup> January 2021 issued by Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January 2021 issued by the Securities and Exchange Board of India (SEBI), the Company is providing facility to exercise votes on the item of business given in the Notice through electronic voting system only, to members holding shares as on Friday, May 12, 2023, being the Cut-off date fixed for determining voting rights of members, entitled to participate in the E-voting process, through the E-voting platform provided by KFintech.

**13. The instructions for E-voting are as under:**

Step 1 :

[Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.](#)

Step 2 :

[Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.](#)

**Details on Step 1 are mentioned below:**

[Login method for remote e-Voting for Individual shareholders holding securities in demat mode.](#)

Type of shareholders	Login Method
<u><a href="#">Individual Shareholders</a></u>	<b>1. User already registered for IDeAS facility:</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> </ol>

<p><a href="#">holding securities in demat mode with NSDL</a></p>	<ol style="list-style-type: none"> <li>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> <p><b>2. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in points 1</li> </ol> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></li> <li>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech.</li> <li>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</li> </ol>
<p><a href="#">Individual Shareholders holding securities in demat mode with CDSL</a></p>	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with your registered user id and password.</li> <li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> <p><b>2. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>II. Proceed with completing the required fields.</li> <li>III. Follow the steps given in point 1</li> </ol> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide your demat Account Number and PAN No.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>IV. After successful authentication, user will be provided links for the respective ESP, i.e <b>KFintech</b> where the e- Voting is in progress.</li> </ol>
<p><a href="#">Individual Shareholder login through</a></p>	<ol style="list-style-type: none"> <li>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-</li> </ol>



<a href="#">their demat accounts / Website of Depository Participant</a>	Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider – <b>Kfintech</b> and you will be redirected to e-Voting website of <b>KFintech</b> for casting your vote during the remote e-Voting period without any further authentication.
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[Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.](#)

[Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.](#)

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>

**Details on Step 2 are mentioned below:**

**Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

- (A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
  - ii. Enter the login credentials, i.e., user id and password mentioned below in this communication. Your Folio No / DP ID / Client ID will be your user ID..
  - iii. After entering these details appropriately, click on “LOGIN”.
  - iv. You will now reach 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 your contact details like mobile number, email ID etc. on first login. You may also enter a 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 “EVEN” i.e., ‘MIRZA INTERNATIONAL LIMITED POSTAL BALLOT’ and click on “Submit”

- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date i.e. May 12, 2023 under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
  - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
  - xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative on its behalf to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [goelmallika9@gmail.com](mailto:goelmallika9@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format “Mirza International Limited – Postal Ballot.”
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Postal Ballot Notice and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  - ii. Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the postal ballot notice and the e-voting instructions.
  - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

## C. General Instructions

- i. The Remote E-voting period commences from 09:00 A.M. (IST) on Wednesday, May 17, 2023 and ends at 05:00 P.M. (IST) on Thursday, June 15, 2023. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date of Friday, May 12, 2023, may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - ii. The Scrutinizer shall, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Company Secretary of the Company.
  - iii. Subject to the receipt of sufficient votes, the Resolution shall be deemed to be passed on the last date of voting i.e. on Thursday, June 15, 2023. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.mirza.co.in](http://www.mirza.co.in) and also on the notice board placed at the Registered Office of the Company and on the website of KFintech.
14. The voting rights of the equity shareholders shall be in proportion to the paid-up value of their shares in the total paid-up share capital of the Company carrying voting rights, as on the cut-off date, being Friday, May 12, 2023.
  15. The Board of Directors of the Company has appointed Ms. Mallika Goel, Practicing Company Secretary (FCS No. 11658, CP No. 23020), as the Scrutinizer to conducting the Postal Ballot process, through e-voting process in a fair and transparent manner.
  16. After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman or any other person authorized by him. The results of the postal ballot (conducted through remote e-voting process) along with Scrutinizer's Report, will be announced on or before Saturday, June 17, 2023 and same will be displayed on the website of the Company [www.mirza.co.in](http://www.mirza.co.in) besides being notified to BSE Limited and National Stock Exchange of India Limited, where the Company's shares are listed. Results will also be posted on the Website of KFin Technologies Limited at <https://evoting.kfintech.com>.
  17. The resolution, if assented by the requisite majority through Postal Ballot, shall be deemed to be duly passed on the last date specified for e-voting, i.e. Thursday, June 15, 2023, in terms of the Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India.
  18. As required by the Rules read with the MCA Circulars and the SEBI LODR Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper and one Hindi daily newspaper.
  19. All the relevant documents referred to in this Notice and Explanatory Statement will be available for inspection electronically until the last date of remote e-voting. Shareholders seeking to inspect such documents may send an email at [compliance@mirzaindia.com](mailto:compliance@mirzaindia.com).

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 1**

The Composite Scheme of Arrangement of RTS Fashions Private Limited, Mirza International Limited and REDTAPE Limited is approved by the Hon'ble National Company Law Tribunal, Allahabad Bench, Prayagraj, vide its order dated February 21, 2023 and the Scheme has become effective from February 25, 2023 upon filing of the certified copy of order passed by Hon'ble NCLT to the Registrar of Companies, Kanpur, Uttar Pradesh. Accordingly, the REDTAPE Business/Branded Business of the Company has been transferred and vested in REDTAPE Limited.

After the Scheme becoming effective and on the demerger of REDTAPE Business from the Company into REDTAPE Limited, Mr. Rashid Ahmed Mirza has ceased as Chairman and Managing Director and became Non-Executive Director of the Company. Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on March 21, 2023 has appointed and designated Mr. Tauseef Ahmad Mirza, as the Managing Director of the Company for his current remaining tenure till September 30, 2023 subject to the approval of the shareholders through special resolution.

None of the other directors / key managerial personnel and their relatives except Mr. Tauseef Ahmad Mirza, Mr Shahid Ahmad Mirza, Mr Rashid Ahmad Mirza, Mr Tasneef Ahmad Mirza and Mr Shuja Mirza are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

Approval of Members is accordingly sought for change in designation of Mr. Tauseef Ahmad Mirza as set out in the resolution by way of special resolution as set out in the Item No. 1 of the accompanying Notice. The Board recommends the special resolution at Item No. 1 of the accompanying Notice for the approval of the members.

A statement as per the provisions of section II of Part II of Schedule V of the Companies Act, 2013, a statement containing the information required under the said clause is enclosed herewith and be read as part of this explanatory statement.

**By order of the Board**

**For Mirza International Limited**

**Place :** New Delhi  
**Date :** May 10, 2023

**Harshita Nagar**  
**Company Secretary & Compliance Officer**

## Annexure to the Postal Ballot Notice dated May 10, 2023

The statement containing the below information as per Schedule V, Part II of the Companies Act, 2013 are hereunder:

### 1. General Information

- a. Nature of Industry: Leather and Leather Product Industry
- b. Date or expected date of commencement of commercial production: N.A.
- c. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.
- d. Financial performance based on given indicators:

Particulars	(Rs. In Lakh)	
	2021-22	2020-21
Turnover	1,67,726	1,04,806
Profit Before Tax	14,942	1,046
Profit After Tax	11,044	738

- e. Foreign investments or collaborations, if any: Foreign Investments – RTS Fashion Limited is the wholly owned subsidiary. Further Mirza (UK) limited is the step down wholly owned subsidiary of the Company.

Foreign Collaborations – N.A.

### 2. Information about the appointee

Particulars	Name of Director
	Tauseef Ahmad Mirza
Background details	Mr. Tauseef Ahmed Mirza, holder of a Bachelors degree in Commerce (Honours) from Sri Ram College of Commerce and a Diploma in Shoe Technology from the UK, brings over three decades of experience in the leather industry to his current role as Managing Director. After successfully heading the ladies product line from start to finish for many years, Mr. Mirza is now focused on expanding the business into new markets by forming partnerships with big brands and exploring opportunities for international expansion. His wealth of knowledge and expertise in the field ensures the success and continued growth of the company in these endeavours.
Past Remuneration	Same as set out in special resolutions Item No. 1
Recognition or awards	N.A.
Job profile and his sustainability	He is associated with the Company for more than three decades and leading the Company to the great height.
Remuneration proposed	Same as set out in special resolutions Item No. 1
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)	Considering the responsibilities performed by him of the enhanced business of the Company, the proposed remuneration is commensurate with the industry standards.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:	Mr. Tauseef Ahmad Mirza, is brother of Mr. Tasneef Ahmad Mirza, Mr. Shahid Ahmad Mirza and Mr. Rashid Ahmed Mirza and Uncle of Mr Shuja Mirza.
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**3. Other information:**

- a) Reasons of loss or inadequate profits: The Company has been in profits. However, since the proposed remuneration is proposed for any eventuality of inadequate profit in future; it is proposed to obtain approval through special resolution.
- b) Steps taken or proposed to be taken for improvement: Your Directors are doing their best efforts for the growth of the business and improving its top line and bottom line.
- c) Expected increase in productivity and profits in measurable terms: The Company is expected to have improved sales and profitability figures in the next financial years.

**4. Disclosures**

- (i) The shareholders of the Company shall be informed of the remuneration package of the Managing Director as the same shall be disclosed under corporate governance report of the Board's Report of the Company.
- (ii) Details of fixed component and performance linked incentives along with the performance criteria: Same as set out in special resolution Item No. 1. There is no performance linked incentive proposed to be paid.
- (iii) Service contracts, notice period, severance fees: Subject to the terms and conditions of appointment as per the special resolution and this explanatory statement; other terms shall be as per the Company's policy.
- (iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable: N.A.

**Details Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of SS-2, Secretarial Standard on General Meeting are as given below:**

Name of the Director	Mr. Tauseef Ahmad Mirza
DIN	00049037
Age	54 years
Date of appointment of Board	06/09/1989
Qualification / Brief Resume	Mr. Tauseef Ahmed Mirza, holder of a Bachelors degree in Commerce (Honours) from Sri Ram College of Commerce and a Diploma in Shoe Technology from the UK.
Nature of expertise in specific functional areas	Mr. Tauseef Ahmad Mirza brings over three decades of experience in the leather industry to his current role as Managing Director. After successfully heading the ladies product line from start to finish for many years, Mr. Mirza is now focused on expanding the business into new markets by forming partnerships with big brands and exploring opportunities for international expansion. His wealth of knowledge and expertise in the field ensures the success and continued growth of the company in these endeavours.
Terms and condition of appointment	Till September 30, 2023 and liable to retire by rotation.
Names of other Companies in which appointee holds Directorships	<ol style="list-style-type: none"> <li>1. Mirza Charitable Hospital Limited</li> <li>2. Shoemac Leather Tech Engineers Limited</li> <li>3. Emgee Projects Private Limited</li> <li>4. T N S Hotels And Resorts Private Limited</li> <li>5. Genesisriverview Resorts Private Limited</li> <li>6. Mirza Investment Private Limited</li> <li>7. Olive Shoes Private Limited</li> </ol>
Companies in which the appointee is a Managing Director, Chief Executive Officer, Whole-time Director, Secretary, Chief Financial Officer, Manager	Not Applicable
Chairman / Member of the Committee(s) of the Board of Directors of the Company	Corporate Social Responsibility – Chairman
Chairman / Member of the Committee(s) of the Board of Directors of other Companies in which the appointee is a Director	Not Applicable
Relationship with other Directors / Manager / Key Managerial Personnel	Mr. Tauseef Ahmad Mirza, is brother of Mr. Tasneef Ahmad Mirza, Mr. Shahid Ahmad Mirza, Mr. Rashid Ahmed Mirza and Uncle of Mr Shuja Mirza
Number of shares held in the Company either by the appointee or as a beneficial owner	2,22,36,413
No. of board meetings attended during the Financial Year ended	5 out of 6 meetings

March 31, 2023	
Name of the listed entities from which the appointee has resigned in the past three years	Nil