

Mirza International Ltd

[CIN: L 19129 UP 1979 PLC 004821]

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

E-mail: compliance@mirzaindia.com

Website: www.mirza.co.in

Meeting of Un-secured Creditors of Mirza International Ltd scheduled to be held through Video Conferencing with facility of remote e-voting under the supervision of the Hon'ble National Company Law Tribunal

Day	Saturday
Date	6 th August, 2022
Time	1:00 P.M.
Venue	Since the meeting is proposed to be held through Video Conferencing, physical venue of the meeting is not relevant/applicable

Schedule of remote e-voting facility which will be available before the date of meeting

Commencement of remote e-voting	Tuesday, 2 nd August, 2022 at 9:00 A.M. IST
End of remote e-voting	Friday, 5 th August, 2022 at 5:00 P.M. IST

List of Documents

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1.	Notice of the Meeting along with Instructions for attending the meeting through Video Conferencing; and for voting through remote e-voting process
2.	Explanatory Statement
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4.	Pre-Scheme and post-Scheme Equity Shareholding Patterns of the Companies involved in the Scheme of Arrangement
5.	Report on Valuation of Shares & Share Exchange Ratio by Mr Sandeep Kumar Agrawal, Chartered Accountant and the IBBI Registered Valuer
6.	Fairness Opinion by Turnaround Corporate Advisors Pvt Ltd, SEBI Registered Category I Merchant Banker on the Report on Valuation of Shares & Share Exchange Ratio of the Registered Valuer
7.	Complaints Reports filed by Mirza International Ltd with BSE Ltd (BSE) and National Stock Exchange of India Ltd (NSE)
8.	No Objection/Observation Letters of BSE and NSE for the proposed Scheme of Arrangement

9.	Audited Financial Statements of RTS Fashions Pvt Ltd (the Transferor Company), Mirza International Ltd (the Transferee Company) and Redtape Ltd (the Resulting Company) for the year ended 31 st March, 2022
10.	Abridged Prospectus of the un-listed Transferor Company and the Resulting Company along with the Due Diligence Report issued by Turnaround Corporate Advisors Pvt Ltd, SEBI Registered Category I Merchant Banker
11.	Compliance Report in terms of the SEBI Scheme Master Circular

In case of any difficulty in registering the e-mail id; e-voting or attending the meeting through Video Conferencing, etc., the following persons may be contacted:

Name	Contact Detail
Mr Sharwan Mangla General Manager Mas Services Ltd	011-26387281-83 sm@masserv.com
Ms Harshita Nagar Company Secretary & Compliance Officer Mirza International Ltd	011-4095 9500 compliance@mirzaindia.com

Sd/-
Santosh Kumari, Advocate
Chairperson of the meeting

Through

Sd/-
Kartikeya Goel, Advocate
For Rajeev Goel & Associates
Counsel for the Applicants
785, Pocket-E, Mayur Vihar-II
Delhi Meerut Expressway/NH-9
Delhi 110 091
Mobile: 88005 15597
e-mail: rajeev391@gmail.com
Website: www.rgalegal.in

Date: 29th June, 2022

Place: New Delhi

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

ALLAHABAD BENCH, ALLAHABAD

(ORIGINAL JURISDICTION)

COMPANY APPLICATION NO. CA (CAA) 11/ALD OF 2022

IN THE MATTER OF THE COMPANIES ACT, 2013 (18 OF 2013)

SECTIONS 230 & 232

AND

IN THE MATTER OF SCHEME OF ARRANGEMENT

AND

IN THE MATTER OF

RTS FASHIONS PVT LTD

APPLICANT NO. 1/TRANSFEROR COMPANY

MIRZA INTERNATIONAL LTD

APPLICANT NO. 2/TRANSFeree COMPANY

AND

REDTAPE LTD

APPLICANT NO. 3/RESULTING COMPANY

NOTICE CONVENING MEETING

To
The Un-secured Creditors of
Mirza International Ltd

Take Notice that the Hon'ble National Company Law Tribunal, Allahabad Bench, Allahabad vide its Order dated 14th June, 2022 (date of pronouncement), inter alia, directed for convening of a meeting of Un-secured Creditors of Mirza International Ltd (the Transferee Company) through Video Conferencing for the purpose of considering and, if thought fit, approving, the proposed Composite Scheme of Arrangement of RTS

Fashions Pvt Ltd, Mirza International Ltd and Redtape Ltd; and their respective Shareholders and Creditors, and other connected matters, if any. The following Special Business will be transacted in the said meeting:

To consider and, if thought fit, to pass the following resolution with specific majority as provided under Sections 230 & 232 of the Companies Act, 2013, and other applicable provisions, if any:

"Resolved that pursuant to the provisions of Sections 230 & 232 of the Companies Act, 2013, read with Section 66 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, together with Sections 2(1B) and 2(19AA) of the Income Tax Act, 1961, and other applicable provisions, if any, and subject to the approval of the Hon'ble National Company Law Tribunal and other competent authorities, if any, consent of the meeting be and is hereby accorded for the proposed (a) Amalgamation of RTS Fashions Pvt Ltd (the Transferor Company) with Mirza International Ltd (the Transferee Company); (b) De-merger of Branded Business/REDTAPE Business (the Demerged Business) of Mirza International Ltd (the Transferee Company/the Demerged Company) into Redtape Ltd (the Resulting Company); and various other matters incidental, consequential or otherwise integrally connected with the aforesaid Amalgamation and Demerger.

Resolved further that the Report on Valuation of Shares & Share Exchange Ratio issued by Mr Sandeep Kumar Agrawal, Chartered Accountant and the Registered Valuer in respect of Securities or Financial Assets, registered with the Insolvency and Bankruptcy Board of India (IBBI) vide Registration No. IBBI/RV/06/2019/10705; and Fairness Opinion Report on the Report on Valuation of Shares & Share Exchange Ratio issued by Turnaround Corporate Advisors Pvt Ltd, a SEBI Registered Category I Merchant Banker, placed before the meeting, be and are hereby received, considered and taken on record. The share exchange ratio as recommended by the Registered Valuer for the proposed amalgamation and demerger, etc., being fair and reasonable to the Shareholders and other stakeholders of all the Companies, be and is hereby considered, accepted and approved.

Resolved further that the salient features/terms and conditions of the proposed Amalgamation and Demerger, etc., as set out in the draft Composite Scheme of Arrangement placed before the meeting, which, inter-alia, include the following:

- i. On Amalgamation, all assets and liabilities including Income Tax and all other statutory liabilities, if any, of RTS Fashions Pvt Ltd will be transferred to and vest in Mirza International Ltd.*
- ii. On Demerger, all assets and liabilities including Income Tax and all other statutory liabilities, if any, of Branded Business/REDTAPE Business (the Demerged Business) of Mirza International Ltd will be transferred to and vest in Redtape Ltd on going concern basis.*
- iii. On Amalgamation, all the employees of the Transferor Company in service on the Effective Date, if any, shall become the employees of 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.*
- iv. On Demerger, all the employees of the Transferee Company employed in the activities relating to the Demerged Business, in service on the Effective Date, if any, shall become the employees of the Resulting Company on and from such date without any break or interruption in service and upon terms and conditions not less favorable than those applicable to them in the Demerged Business of the Transferee Company, on the Effective Date.*
- v. Appointed Date for the Scheme will be 1st January, 2022, or such other date as the Hon'ble National Company Law Tribunal or any other competent authority may approve.*
- vi. Share Exchange Ratio for Amalgamation will be as follows:*
 - The Transferee Company-Mirza International Ltd will issue 22 (twenty-two) Equity Shares of ₹2 each, credited as fully paid up, to the Shareholders of the Transferor Company for every 10 (ten) Equity Shares of ₹10 each held in the Transferor Company-RTS Fashions Pvt Ltd.*

Fractional entitlements, if any, shall be aggregated and held by a trust, nominated by the Board of Directors of the Transferee Company, in that behalf, who shall sell such shares in the market at such price, within a period of 90 days from the date of allotment of shares, as per the Scheme. The Transferee Company shall submit to the Designated Stock Exchange a report from its Audit Committee and the Independent Directors certifying that the Transferee Company has compensated the

eligible shareholders against their respective fractional entitlement, within a period of seven days of compensating the shareholders.

vii. Share Exchange Ratio for Demerger will be as follows:

➤ The Resulting Company-Redtape Ltd will issue 1 (one) Equity Share of ₹2 each, credited as fully paid-up, to the Shareholders of the Transferee Company for every 1 (one) Equity Share of ₹2 each held in the Transferee Company-Mirza International Ltd.

viii. Upon the Scheme becoming effective, the pre-Scheme issued and paid-up share capital of the Resulting Company which consists of 50,000 Equity Shares of ₹2 each aggregating ₹1,00,000, will be cancelled. 50,000 9% Compulsorily Redeemable Preference Shares of ₹2 each, credited as fully paid-up, aggregating ₹1,00,000, will be issued in place of such cancelled equity share capital.

ix. BSE Ltd will act as the Designated Stock Exchange for the purposes of the Scheme of Arrangement.

be and are hereby approved in specific.

Resolved further that subject to the approval of the Hon'ble National Company Law Tribunal and other competent authorities, if any, the Composite Scheme of Arrangement of RTS Fashions Pvt Ltd, Mirza International Ltd and Redtape Ltd; and their respective Shareholders and Creditors, as placed before the meeting, be and is hereby approved.

Resolved further that the Board of Directors of the Company be and is hereby authorized to take necessary steps to obtain necessary approval(s) for the aforesaid Scheme and for effective implementation of the same, including but not limited to, to agree to such conditions or modifications [including the appointed date(s) and share exchange ratio, etc.,] that may be imposed, required or suggested by the Hon'ble National Company Law Tribunal 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.”

Take Further Notice that in pursuance of the said order, a meeting of **the Un-secured Creditors of Mirza International Ltd is scheduled to be held through Video Conferencing on Saturday, 6th August, 2022, at 1:00 P.M.**, when you are requested to attend.

Facility of remote e-voting will be available during the prescribed time period before the meeting. Accordingly, Un-secured Creditors can vote through remote electronic means (without attending the meeting) instead of voting in the Un-secured Creditors' meeting.

The Hon'ble Tribunal has appointed Mrs Santosh Kumari, Advocate, as the Chairperson and Mr Anil Kumar Mittal, as the Scrutinizer of the aforesaid meeting.

A copy each of the Explanatory Statement [under Sections 230 & 232 of the Companies Act, 2013 read with Sections 66 and 102 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions, if any], the proposed Scheme of Arrangement and other documents, if any, are enclosed. The proposed Scheme of Arrangement, if approved in the meeting, will be subject to the subsequent approval of the Hon'ble National Company Law Tribunal, Allahabad Bench, Allahabad.

Dated this 29th day of June, 2022

Sd/-
Santosh Kumari, Advocate
Chairperson of the meeting

Through

Sd/-
Kartikeya Goel, Advocate
For Rajeev Goel & Associates
Counsel for the Applicants
785, Pocket-E, Mayur Vihar-II
Delhi Meerut Expressway/NH-9
Delhi 110 091
Mobile: 88005 15597
e-mail: rajeev391@gmail.com
Website: www.rgalegal.in

Notes:

1. In view of COVID-19 pandemic, the present meeting is proposed to be convened through Video Conferencing in terms of the Order passed by the Hon'ble National Company Law Tribunal, the Guidelines issued by the Ministry of Corporate Affairs and the relevant provisions of the Companies Act, 2013, if any. Facility of remote e-voting will be available during the prescribed time period before the meeting and through e-voting platform which will be available during the meeting.
2. National Securities Depository Limited (NSDL) is appointed to provide remote e-voting facility before the meeting; and to provide e-voting platform during the meeting, in a secured manner. Whereas Mas Services Ltd, a SEBI registered Registrar and Transfer Agent (RTA) is appointed to provide platform for convening the meeting through Video Conferencing; to handle and supervise the entire process of holding the meeting through Video Conferencing, e-voting and processing of data relating to the meeting and voting, etc.
3. **Notice of the meeting is being sent to all the Un-secured Creditors as per the list as at 31st March, 2022, filed in NCLT.**
4. **Un-secured Creditors who have not registered their e-mail id, can get the same registered by sending the request to the Company Secretary and the Compliance Officer of the Company at compliance@mirzaindia.com.**
5. **In case of any difficulty in registering the e-mail id; e-voting or attending the meeting through Video Conferencing, etc., the following persons may be contacted:**

Name	Contact Detail
Mr Sharwan Mangla General Manager Mas Services Ltd	011-26387281-83 sm@masserv.com
Ms Harshita Nagar Company Secretary & Compliance Officer Mirza International Ltd	011-4095 9500 compliance@mirzaindia.com

6. Only Un-secured Creditors of the Company may attend the meeting of Un-secured Creditors through Video Conferencing and vote through e-voting system.
7. Institutional/Corporate Un-secured Creditors (i.e., other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation, etc., authorising its representative to attend the meeting and vote on its behalf. The said Resolution/Authorization may be sent to the Scrutinizer at: mittalanil.ubi@gmail.com.
8. **Please take note that since the meeting is proposed to be held through Video Conferencing, option of attending the meeting through proxy is not applicable/available.**
9. **Instructions for attending the meeting through Video Conferencing; and for voting through remote e-voting process are given at the end of this notice.**
10. Voting may be made through remote e-voting (without attending the meeting) which will be available during the prescribed time period before the meeting (as given below); or through e-voting platform which will be available during the meeting:

Commencement of remote e-voting	Tuesday, 2 nd August, 2022 at 9:00 A.M. IST
End of remote e-voting	Friday, 5 th August, 2022 at 5:00 P.M. IST

11. All the Un-secured Creditors will be entitled to attend the meeting through Video Conferencing. However, the Un-secured Creditors who have already voted through the remote e-voting process before the meeting, will not be entitled to vote at the meeting.
12. Un-secured Creditors attending the meeting through video conferencing shall be counted for the purposes of reckoning the quorum.

- 13.** Notice of the meeting, Explanatory Statement and other documents are also being placed on the following website(s):

Particulars	Website
Mirza International Ltd	www.mirza.co.in
BSE Ltd	www.bseindia.com
National Stock Exchange of India Ltd	www.nseindia.com

Encl.: As above

Instructions:

INSTRUCTIONS FOR Un-secured Creditors FOR REMOTE E-VOTING AND JOINING THE MEETING ARE AS UNDER:

The remote e-voting period begins on Tuesday, 2nd August, 2022 at 9:00 A.M. IST and ends on Friday, 5th August, 2022 at 5:00 P.M. IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. The stakeholders, whose names appear in the concerned register(s) as on (cut-off date), i.e., 31st March, 2022, may cast their vote electronically. The voting right of Un-secured Creditors shall be in proportion to their respective amount.

LOGIN METHOD FOR UN-SECURED CREDITORS:

- 1.** Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- 2.** Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- 3.** A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
- 4.** Enter user ID as given in email
- 5.** Enter password as given in email
- 6.** Enter Captcha
- 7.** After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8.** Now you will have to click on "Login" button
- 9.** After successful login you will be able to see EVEN of Company
- 10.** Select EVEN of company to cast your vote
- 11.** Now you are ready for e-voting as the voting page open
- 12.** Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to

cast your vote and click on "Submit" and also "Confirm" when prompted

- 13.** Upon confirmation the message "Vote cast successfully" will be displayed.
- 14.** You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 15.** Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

INSTRUCTIONS FOR UN-SECURED CREDITORS FOR ATTENDING THE MEETING THROUGH VC/OAVM ARE AS UNDER:

- 1.** Un-secured Creditors will be provided with a facility to attend the NCLT meeting through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting System. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against Company Name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in shareholder/member login where the EVEN of Company will be displayed.
- 2.** After click on link system will be re-direct at Cisco website
- 3.** Enter your first name
- 4.** Enter your last name
- 5.** Enter your email id
- 6.** Click on join now
- 7.** If Cisco driver is not available in your system, please click on run temporary driver.
- 8.** Un-secured Creditors are encouraged to join the Meeting through Laptops for better experience.

- 9.** Further, Un-secured Creditors will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 10.** Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 11.** Un-secured Creditors who would like to express their views/have questions may send their questions in advance mentioning their name, email-id, mobile number at compliance@mirzaindia.com. The same will be replied by the Company, suitably.