

SOBHAGYA

CAPITAL OPTIONS LTD.

A SEBI Registered Merchant Banking Company

REGISTERED & HEAD OFFICE :

B-200, Okhla Industrial Area, Phase-I, New Delhi - 11 0020 INDIA,

Phone : +91-11-4077 7000, Fax : +91-11-4077 7000

E-mail : delhi@sobhagyaicap.com, sobhagyaicap@gmail.com

Website : www.sobhagyaicapital.com

CIN: U74000DL100041P0000000

June 09, 2015

ANNEXURE-7

Board of Directors

Mirza International Limited

14/6 Civil Lines, Kanpur,

Uttar Pradesh-208001

Board of Directors

Genesisfootwear Enterprises Private Limited

14/6 Civil Lines, Kanpur,

Uttar Pradesh-208001

Dear Sirs,

Subject: Addendum to Fairness Opinion on Valuation of Shares and Share Exchange Ratio Report for the purpose of proposed Amalgamation of Genesisfootwear Enterprises Private Limited (Transferor Company) with Mirza International Limited (Transferee Company).

We, M/s Sobhagya Capital Options Limited, SEBI registered Merchant Bankers, having license no. INM000008571 had been approached by each one of you to provide a fairness opinion on the valuation done by M/s Khandella & Sharma, Chartered Accountants, having their office at 407, South-Ex Plaza-II, South Extension Part-2, New Delhi-110049 (hereinafter referred to as "M/s Khandella & Sharma" or "Valuer"), who were the appointed valuer for the proposed Amalgamation of Genesisfootwear Enterprises Private Limited (hereinafter referred to as "Transferor Company") with Mirza International Limited (hereinafter referred to as "Transferee Company") (The Transferor Company and the Transferee Company shall collectively be referred to as "Companies").

The Valuer had issued a Valuation Report dated February 24, 2015 and we had issued a fairness opinion dated March 10, 2015 on the said Valuation Report.

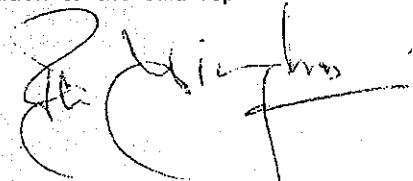
However, in line with certain observations made by Securities and Exchange Board of India (SEBI), there are some changes which have been proposed by the Management of the Transferee Company to the share exchange ratio in the draft scheme of Amalgamation. The Valuer has issued a Addendum to its Valuation Report dated June 05, 2015 to give effect to the said proposed alteration. We have once again been approached by each one of you to provide an Addendum to our Fairness Opinion on the Addendum to the Valuation Report issued by the Valuer.

Since the Addendum to the Report on Valuation of Shares and Share Exchange Ratio under the proposed Scheme of amalgamation of Transferor Company with Transferee Company and their respective shareholders & creditors under sections 391 & 394 of the Companies Act, 1956 (hereinafter referred as the "Scheme") is common for both the Companies, we deem it imperative to issue a consolidated Addendum to our Fairness Opinion in relation to the said report. This

**CERTIFIED TRUE COPY
For MIRZA INTERNATIONAL LTD.**

Page 1 of 4


**VICE PRESIDENT (ACCOUNTS) &
COMPANY SECRETARY**



SOBHAGYA CAPITAL OPTIONS LTD.

SEBI Registered Merchant Banking Company

CIN: U74800DL10041PLC000049

Addendum to our Fairness Opinion should be read in continuation to our Fairness Opinion dated March 10, 2015.

Sources of the Information

We have received the following information from the management of Transferor Company and Transferee Company:

1. Proposed Revised Scheme of amalgamation of Genesisfootwear Enterprises Private Limited with Mirza International Limited and their respective shareholders & creditors under sections 391 & 394 of the Companies Act, 1956.
2. Addendum to Report on Valuation of Shares and Share Exchange Ratio by M/s Khandella & Sharma dated June 05, 2015.
3. Correspondence received from the Securities and Exchange Board of India.
4. Letter dated May 26, 2015 sent by Transferee Company to SEBI.

Rationale adopted in the Addendum to Valuation Report

The Valuer, in his Addendum to Report, has only commented on the rationale of the new proposed share exchange ratio without making any changes to the valuation itself. The Valuer has commented that management has appropriately suggested a modification to the proposed share exchange ratio in line with a query raised by SEBI wherein, as per the proposed scheme submitted to SEBI, the post merger shareholding of the Promoter Group of the Transferee was increasing by more than 5% in a financial year.

The valuer has recommended the revised ratio based on the fact that the proposed modification in the share exchange ratio is just a bifurcation of the original share exchange ratio into two parts, without resulting in any change in the ultimate number of equity shares to be issued upon amalgamation.

Fairness Opinion

We in the capacity of SEBI registered Merchant Bankers do hereby certify that the valuation done by the Valuer for determining the revised share exchange ratio i.e.

- a. **52 (fifty two) Equity Shares of Rs. 2 each, may be issued by the Transferee Company, Mirza International Limited, credited as fully paid up, for every 100 (One hundred) Equity Shares of Rs. 2 each held in the Transferor Company to the Shareholders of the Transferor Company, whose names appear in the Register of Members as on the Record Date; and**
- b. **40 (forty) 0% Compulsory Convertible Preference Shares (hereinafter referred to as "CCPS") of Rs. 2 each, may be issued by the Transferee Company, Mirza International Limited, credited as fully paid up, for every 100 (One hundred) Equity Shares of Rs. 2 each held in the Transferor Company to the Shareholders of the Transferor Company, whose names appear in the Register of Members as on the Record Date. 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.**

**CERTIFIED TRUE COPY
For MIRZA INTERNATIONAL LTD.**

Page 2 of 4

VICE PRESIDENT (ACCOUNTS) &

REGISTERED & HEAD OFFICE: SOBHAGYA CAPITAL AREA, PHASE-I, NEW DELHI - 110020 INDIA, Phone :+91-11-4077 7000, Fax :+91-11-4077 7069
Website : www.sobhagyacapital.com, E-mail : delhi@sobhagyacap.com, sobhagyacap@gmail.com

In lieu of the previously proposed Share Exchange Ratio, i.e.

92 (ninety two) Equity Shares of Rs. 2 each, may be issued by the Transferee Company Mirza International Ltd., credited as fully paid up, for every 100 (One Hundred) Equity Shares of Rs. 2/- each held by the shareholders of the Transferor Company Genesisfootwear Enterprises Pvt. Ltd.

, on the basis of the aforesaid rationale is fair and reasonable

Disclaimer:

Our scope of work did not include the following:-

- An audit of the financial statements of Companies discussed in this opinion.
- Carrying out a market survey / financial feasibility for the Business of Companies discussed in this opinion.
- Financial and Legal due diligence of Companies discussed in this opinion.

It may be noted that in carrying out our work we have relied on the integrity of the information provided to us for the purpose, and other than reviewing the consistency of such information, we have not sought to carry out an independent verification, thereof.

We assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by the Transferor Company and Transferee Company.

We have not carried out any independent verification of the accuracy and completeness of all information as stated above. We have not reviewed any other documents other than those stated above.

The opinion must not be made available or copied in whole or in part to any other person without our express written permission save and except for the limited purpose of this opinion.

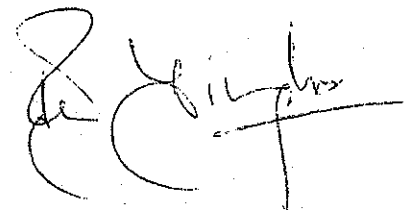
We understand that the management of the Transferor Company and Transferee Company during our discussions with them would have drawn our attention to all such information and matters, which may have impact on our opinion. In this opinion we have included all such information and matters as was received by us from management of Transferor Company and Transferee Company.

The management of Transferor Company and Transferee Company or their related parties are prohibited from using this opinion other than for its sole limited purpose and not to make a copy of this opinion available to any party other than those required by statute for carrying out the limited purpose of this opinion.

CERTIFIED TRUE COPY
FOR MIRZA INTERNATIONAL LTD.

Page 3 of 4


VICE PRESIDENT (ACCOUNTS) &
COMPANY SECRETARY



SOBHAGYA

CAPITAL OPTIONS LTD.

A U.D.I. Registered Merchant Banking Company

CIN: U74800DL1004PLC000089

This opinion is not meant for meeting any other regulatory or disclosure requirements, save and except as specified as above, under any Indian or Foreign Law, Statute, Act, Guidelines or similar instructions. We would not be responsible for any litigation or other actual or threatened claims.

In no event, will SCOL, its Directors and employees be liable to any party for any indirect, incidental, consequential, special or exemplary damages (even if such party has been advised of the possibility of such damages) arising from any provision of this opinion.

Thanking You

For **Sobhagya Capital Options Limited**



(**RAVINDRA KUMAR SINGHVI**)

Director

Place: New Delhi

CERTIFIED TRUE COPY
For MIRZA INTERNATIONAL LTD.



**VICE PRESIDENT (ACCOUNTS) &
COMPANY SECRETARY**