

MIRZA INTERNATIONAL LTD

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

CIN: L19129UP1979PLC004821

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NOTICE OF POSTAL BALLOT AND E-VOTING TO THE SHAREHOLDERS OF THE COMPANY

NOTICE PURSUANT TO SECTION 110 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, CLAUSE 35B OF THE EQUITY LISTING AGREEMENTS WITH BSE LIMITED AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED AND SEBI CIRCULARS BEARING NOS. CIR/CFD/DIL/5/2013 DATED 4th FEBRUARY, 2013 AND CIR/CFD/DIL/8/2013 DATED 21st MAY, 2013 ISSUED BY SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI")

Dear Shareholder(s),

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Listing Agreement and other applicable provisions, if any. Approval of shareholders (other than Promoter and Promoter Group Shareholders) of Mirza International Ltd is sought for the proposed Scheme of Amalgamation of Genesisfootwear Enterprises Pvt Ltd with Mirza International Ltd (hereinafter referred to as "the Scheme"/ "the Scheme of Amalgamation").

The approval to the Scheme of Amalgamation is being sought in terms of the requirements of Securities and Exchange Board of India (SEBI) Circular No. CIR/CFD/DIL/5/2013 dated 4th February, 2013 and SEBI Circular No. CIR/CFD/DIL/8/2013 dated 21st May, 2013, by way of this Postal Ballot and e-voting, over and above the approval being sought in the Court-Convened Meeting of the Equity Shareholders of the Company to be held on 17th October, 2015 in accordance with Order dated 31st August, 2015 of the Hon'ble High Court of Judicature at Allahabad.

The Company seeks the consent of shareholders (other than Promoter and Promoter Group shareholders) for the Scheme through resolution specified below. In terms of the aforesaid SEBI Circulars, the resolution would be deemed to be approved and will be acted upon only in case the votes cast in favour of the resolution by the public category shareholders are more than votes cast against the resolution by the public category shareholders.

An Explanatory Statement pertaining to the said resolution along with the draft Scheme of Amalgamation is annexed and being sent to Shareholders.

The Company is also seeking the consent of the shareholders for alternation/ modification in authorised Share Capital of the Transferee Company by cancelling un-issued equity share capital to the extent of Rs. 2.50 crore and creating in its place 0% Compulsory Convertible Preference Shares of Rs. 2 each for the same amount in its place as per draft Resolution No. 2 appended below. The proposed alternation/ modification in authorised Share Capital is required to enable the

Transferee Company to issue Preference Shares to the Shareholders of the Transferor Company in terms of the Scheme of Amalgamation. Draft Resolution No. 2 is proposed to be passed by way of Postal Ballot and E-voting as per the provisions of the Companies Act, 2013, Rules made there under and other applicable provisions, if any. The Explanatory Statement pertaining to the Resolution No. 2, setting out the material facts and the reasons thereof, is annexed separately.

The Company has appointed Mr Sanjay Gupta, Practicing Company Secretary, having his address "The Scrutinizer, C/o Mirza International Ltd., 14/6, Civil Lines, Kanpur", as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. You are requested to carefully read the instructions printed on the Postal Ballot Form and the Notice and return the completed Form in the enclosed self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer at the registered office of the Company on or before close of business hours on **Thursday, 22nd October, 2015**, the last date for the receipt of the completed Postal Ballot Forms. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

The Scrutinizer will submit his report to the Chairman of the Company or in his absence to the Managing Director of the Company or in the absence of the Chairman as well as the Managing Director, to the Company Secretary of the Company, upon completion of scrutiny of Postal Ballots in a fair and transparent manner and the result of the Postal Ballot will be announced on **Friday, 23rd October, 2015**, at the Registered Office of the Company.

The result of the Postal Ballot shall also be hosted on the website of the Company www.mirza.co.in and also be displayed at the registered office of the Company besides communicating to the stock exchanges, where the Company is listed. The date of declaration of the results of the Postal Ballot shall be the date on which the resolutions would be deemed to have been passed by the shareholders, if approved by requisite majority.

Proposed Resolutions:

- 1. To consider and if thought fit, to pass with or without modification, the following resolution with requisite majority as mentioned in the SEBI Circular No. CIR/CFD/DIL/5/2013 dated 4th February, 2013 as amended by SEBI Circular No. CIR/CFD/DIL/8/2013 dated 21st May, 2013:**

"Resolved that pursuant to the provisions of sections 391 and 394 of the Companies Act, 1956, and other applicable provisions, if any, and subject to the approval of the Hon'ble 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 Ltd (the Transferee Company) be and is hereby approved.

Resolved further that the terms and conditions of amalgamation as set out in the draft Scheme of Amalgamation, which, inter-alia, include the following:

- a. 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.

- 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.
- c. Appointed Date for amalgamation will be 1st April, 2015 or such other date, as the Hon'ble High Court(s) may approve.
- d. Share Exchange Ratio for the amalgamation will be:
- a. 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
 - 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.
- e. BSE Ltd will act as the Designated Stock Exchange for the purposes of the Scheme.

be and are hereby approved in specific.

Resolved further that 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 be and is hereby approved.

Resolved further that 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."

2. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"Resolved that pursuant to the provisions of Article no. 33 & 34 of the Articles of Association of the Company, Section 13 and 61 of the Companies Act, 2013, and other applicable provisions, if any, the existing Authorized Share Capital of the Company be and is hereby modified by canceling 1,25,00,000 Equity Shares of Rs. 2 each aggregating to Rs. 2,50,00,000 which, at the date of passing of

this resolution, remained un-issued and have not been taken or agreed to be taken by any person.

Resolved further that 1,25,00,000 Preference Shares of Rs. 2 each aggregating to Rs. 2,50,00,000 be and are hereby created in place of Equity Shares so cancelled.

Resolved further that Clause V of the Memorandum of Association of the Company be substituted with the following new clause:

V. The Authorised Share Capital of the Company is Rs. 45,00,00,000 (Rupees Forty five crore) divided into 21,25,00,000 (Twenty one crore twenty five lac) equity shares of Rs. 2 each aggregating Rs. 42,50,00,000 (Rupees Forty two crore fifty lac) and 1,25,00,000 (One crore twenty five Lac) Preference Shares of Rs. 2 each aggregating Rs. 2,50,00,000 (Rupees Two Crore Fifty Lac).

Resolved further that Board of Directors of the Company be and are hereby authorized to take all necessary steps that may be required to give effect to the aforesaid resolution."

For and on Behalf of the Board
For **Mirza International Ltd**

Date: 9th September, 2015
Place: Kanpur

Sd/-
D C Pandey
Company Secretary
PAN: AAPPP4482L; FCS: 3333

NOTES:

1. The business set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means.
2. The Explanatory Statement pursuant to the provisions of section 393 of the Companies Act, 1956 and Section 102 of the Companies Act, 2013, setting out material facts and the reasons for the proposed resolution, in respect of the special business under Item No. 1- for approval of the Scheme of Amalgamation, as set out above, is annexed hereto and form part of the Notice.

The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts and the reasons for the proposed resolutions, in respect of the special business under Item No. 2-for medication of the Authorised Capital of the Company, as set out above, is given at the end of this Notice.

3. The Postal Ballot Notice along with the Postal Ballot Form is being sent to all the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the Cut-Off Date being **Friday, 11th September, 2015.**

4. The Postal Ballot Notice along with the Postal Ballot Form is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agent (KARVY) (in case of physical shareholding) unless he / she has requested for a hard copy of documents. For Members whose email addresses are not registered or in case of a Member having requested for a hard copy of documents, physical copies of the Postal Ballot Notice along with the Postal Ballot Form are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
5. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 11th September, 2015 will be considered for the purpose of voting.
6. Resolutions approved by the Members through postal ballot (including e-voting) shall be deemed to have been passed as if these have been passed at a General Meeting of the Members convened in that behalf.
7. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
8. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
9. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to dcpandey@redtapeindia.com . The Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
10. Members who have received the Notice by e-mail and who wish to vote through physical Form may download the Postal Ballot Form from the web link: <https://evoting.karvy.com> or from the "Shareholders' Communication under Investor Section" on the Company's website: www.mirza.co.in, where the Postal Ballot Notice along with form is displayed and send the duly completed and signed Postal Ballot Form along with necessary documents, if any, so as to reach the Scrutinizer on or before Thursday, 22nd October, 2015.
11. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Friday, 11th September, 2015.
12. In compliance with Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and in terms of Clause 35B of the Listing Agreement, the Company has provided facility to all the members to exercise their votes through electronic means

as an option and have engaged the services of **Karvy Computershare Private Limited ("Karvy")** as the Authorized Agency to provide e-voting facility.

13. A Member cannot exercise his vote by proxy on postal ballot.
14. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer at the registered office of the Company, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5:00 P.M. IST) on Thursday, 22nd October, 2015. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after 5:00 P.M. IST on Thursday, 22nd October, 2015, it will be considered that no reply from the Member has been received.
15. The Scrutinizer(s) will submit their report(s) to the Managing Director or any Director of the Company or Company Secretary, duly authorized, after the completion of scrutiny, and the result of the voting by postal ballot including e - voting, will be declared on Friday, 23rd October, 2015 placing it along with the Scrutinizer's report(s) on the Company's website www.mirza.co.in and will also be communicated to the Stock Exchanges and Registrar and Share Transfer Agent of the Company, on the same date.
16. The resolution, if approved by the requisite majority, shall be deemed to have been passed the date of declaration of Result of the voting by postal ballot.
17. All the material documents referred to in the notice and explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till Thursday, 22nd October, 2015.
- 18. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Transfer Agent/ Depository Participant(s) for sending future communication(s) in electronic form.**

19. E-Voting

In compliance with Clause 35B of the Listing Agreement and Sections 108, 110 and all other applicable provisions of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of KARVY for the purpose of providing e-voting facility to all its Members. E-voting is optional. The e - voting rights of the members / beneficiary owners shall be reckoned in proportion to their shares of the paid up share capital of the Company as on **Friday, 11th September, 2015**, being the cut-off date for the purpose.

Members of the Company holding shares either in physical or in dematerialized form, as on the Cut-off date, may cast their vote electronically during the e-voting period. The detailed procedure and instruction for e-voting is as under:

A. **In case a member receives an e-mail from Karvy** [for members whose e-mail addresses are registered with the Company / Depository Participant(s) unless he / she has requested for a hard copy of documents]:

- (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- (ii) Enter the login credentials (i.e. User ID and initial password) as provided in the e-mail forwarding the Postal Ballot Notice along with Postal Ballot Form. Your Folio No. / DP ID along with Client ID (For NSDL) / 16 digits beneficiary ID (For CDSL), will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1800 3454 001 for your existing password.
- (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 minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail 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 E-Voting Event Number for **MIRZA INTERNATIONAL LIMITED**.
- (vii) On the voting page, you will see resolution description and against the same the option 'FOR/AGAINST' for voting. Enter the number of shares (which represents the number of votes) as held by member as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned in the Postal Ballot Form or in the e-mail sent to you.

- (viii) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (ix) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (x) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, 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.
- (xi) 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/Power of Attorney/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: s_kumar@yahoo.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format **"MIRZA_EVENT NO."**

B. In case a member receives physical copy of the Postal Ballot Notice along with Postal Ballot Form in physical copy [for members whose e-mail addresses are not registered with the Company / Depository Participant(s) or in case of a member having requested for a hard copy of documents]:

- (i) of the enclosed Postal Ballot Form.
- (ii) Please follow all steps from sr. no. (i) to (xi) as mentioned in (A) above, to cast your vote.

20. Once the vote on resolution is cast by a member, the member shall not be allowed to change it subsequently.

21. Facility to exercise vote by postal ballot including voting through electronic means will be available during the following period (both days inclusive):

Commencement of voting:	From 9.00 a.m. (IST) on Wednesday, 23 rd September, 2015
End of voting:	At 5.00 p.m. (IST) on Thursday, 22 nd October, 2015

(The facility for voting through electronic means will be disabled for voting by Karvy upon expiry of the aforesaid voting period.)

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013, FOR ITEM NUMBER 2 OF THE POSTAL BALLOT NOTICE WITH REGARD TO MODIFICATION IN THE AUTHORISED CAPITAL

Item No. 2

In terms of the Scheme of Amalgamation, the Transferee Company-Mirza International Ltd will issue Equity Shareholder as well as 0% Compulsory Convertible Preference Shares to the shareholders of the Transferor Company-Genesisfootwear Enterprises Pvt Ltd. Since the existing authorized share capital of the Transferee Company consists of equity shares only, the same is proposing to be modified.

Accordingly, 1,25,00,000 Equity Share of Rs 2 each aggregating to Rs 2,50,00,000 which, at the date of passing of this resolution, remained un-issued and have not been taken or agreed to be taken by any person are proposed to be cancelled and Preference Share of equal amount are proposed to be created in place of the Equity Shares so cancelled.

Your Directors recommend the proposed resolution for adoption.

Directors and KMP of the Company are deemed to be interested in the proposed resolution to the extent of their share holding in the Transferor Company.

For and on Behalf of the Board
For **Mirza International Ltd**

Date: 9th September, 2015
Place: Kanpur

Sd/-
D C Pandey
Company Secretary
PAN: AAPPP4482L; FCS: 3333

- # The Explanatory Statement pursuant to the provisions of section 393 of the Companies Act, 1956 and Section 102 of the Companies Act, 2013, setting out material facts and the reasons for the proposed resolution, in respect of the special business under Item No. 1- for approval of the Scheme of Amalgamation, as set out above, is given separately as an annexure and form part of the Notice.