



September 04, 2017

To,
BSE Ltd.
Floor 25, P.J. Towers
Dalal Street
MUMBAI-400 001

To,
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra-Kurla Complex
Bandra (East)
MUMBAI-400 051

Sirs,

Sub : Notice of 38th Annual General Meeting of the Company and intimation regarding Closure of Register of Members and Share Transfer Book

Pursuant to Regulation 30 (2) read with Schedule III Part A Para A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), we wish to inform you that 38th Annual General Meeting (AGM) of members of the Company is scheduled to be held on Thursday, September 28, 2017 at 1:00 P.M. at the Auditorium of Council for Leather Exports, HBTI Campus, Nawabganj, Kanpur - 208 002. A copy of Notice of the AGM is attached herewith.

Further, pursuant to Regulation 42 of SEBI (LODR) Regulations, 2015, the Register of Members and Share Transfer Book of the Company will remain closed from Friday, September 22, 2017 to Thursday, September 28, 2017 (both days inclusive) and cut-off date for the purpose of recognizing the eligibility of a Member to cast vote through remote e-voting is Thursday, September 21, 2017.

Further, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, we wish to inform you that the Company is providing e-voting facility to the members of the Company to cast their votes by electronic means on all the resolutions set out in the notice of AGM through the E-voting services provided by Karvy Computershare Private Limited

Kindly take it on your records.

Thanking You
Yours Faithfully
For MIRZA INTERNATIONAL LIMITED

(Ankit Mishra)
Company Secretary
Encl:a.a



MIRZA INTERNATIONAL LIMITED

Registered Office:14/6, Civil Lines, Kanpur-208 001
CIN: L19129UP1979PLC004821, Tel.:91-512-2530775 Fax:91-512-2530166
Website: www.mirza.co.in E-mail: ankit.mishra@redtapeindia.com

NOTICE

NOTICE is hereby given that the Thirty-Eighth Annual General Meeting of the Members of the Company will be held on Thursday, September 28, 2017, at 01:00 P.M. at the Auditorium of Council for Leather Exports, HBTI Campus, Nawabganj, Kanpur-208002 to transact the following businesses:

AS ORDINARY BUSINESS

- To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2017 and the report of Auditors thereon and in this regard, pass the following resolutions as **Ordinary Resolution**:
 - “RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”
 - “RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2017 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”
- To declare final dividend for the financial year ended March 31, 2017 and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT a dividend at the rate of ₹ 0.90/- (Ninety paise only) per equity share of ₹ 2/- (Rupees Two) each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2017 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2017.”
- To appoint Mr. Tauseef Ahmad Mirza (DIN: 00049037), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Tauseef Ahmad Mirza (DIN: 00049037), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”
- To appoint Mr. Shahid Ahmad Mirza (DIN: 00048990), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Shahid Ahmad Mirza (DIN: 00048990), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”
- To appoint Auditors and fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, M/s. D R A & Co., Chartered Accountants, Delhi with registration number 006476N be and are hereby appointed as the Statutory Auditors of the Company in place of M/s Khamesra Bhatia & Mehrotra, Chartered Accountants, Kanpur (FRN: 001410C) to hold Office from the conclusion of the ensuing Annual General Meeting till the conclusion of the Forty Third Annual General Meeting and subject to ratification of appointment at every Annual General Meeting, at a remuneration as may be mutually agreed to, between the Board of Directors and M/s. D R A & Co., Chartered Accountants, plus applicable taxes, out-of-pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them.”

AS SPECIAL BUSINESS

- 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 Section 196, 197, 198, 203 and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), the Company hereby approves the re-appointment of **Mr. Irshad Mirza** (DIN-00048946) as Chairman (Executive) of



the Company to exercise powers of the day to day management of affairs of the Company as may be entrusted by the Board of Directors of the Company from time to time for a period of 3 (Three) years w.e.f. October 01, 2017 on such terms and conditions including remuneration as set out in the Explanatory Statement, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/ or remuneration as it may deem fit;

RESOLVED FURTHER THAT approval be and is hereby accorded to the remuneration, perquisites, benefits and amenities on such terms and conditions including remuneration as set out in the Explanatory Statement , with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient in this regard to give effect to this resolution."

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

"RESOLVED THAT pursuant to provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), and subject to such other approvals as may be required under any law for the time being in force, the Company hereby approves the re-appointment of **Mr. Rashid Ahmed Mirza** (DIN-00049009) as Managing Director of the Company to exercise powers of day to day management of affairs of the Company as may be entrusted by the Board of Directors of the Company from time to time for a period of 3 (Three) years w.e.f October 01, 2017 on such terms and conditions including remuneration as set out in the Explanatory Statement, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/ or remuneration as it may deem fit;

RESOLVED FURTHER THAT where in any Financial Year during the tenure of Managing Director, the Company has no profits or its profits are inadequate, Mr. Rashid Ahmed Mirza, (DIN: 00049009) Managing Director shall be entitled to remuneration by way of salary and perquisites, benefits and amenities as specified supra, not exceeding the ceiling laid down in schedule V of the Companies Act, 2013 as may be decided by the Board of Directors, subject to necessary sanctions and approvals.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient in this regard to give effect to this resolution."

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

"RESOLVED THAT pursuant to provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), and subject to such other approvals as may be required under any law for the time being in force, the Company hereby approves the re-appointment of **Mr. Shahid Ahmad Mirza** (DIN-00048990) as Whole Time Director of the Company to exercise powers of day to day management of affairs of the Company as may be entrusted by the Board of Directors of the Company from time to time for a period of 3 (Three) years w.e.f October 01, 2017 on such terms and conditions including remuneration as set out in the Explanatory Statement, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/ or remuneration as it may deem fit;

RESOLVED FURTHER THAT where in any Financial Year during the tenure of Whole Time Director, the Company has no profits or its profits are inadequate, Mr. Shahid Ahmad Mirza, (DIN: 00048990) Whole Time Director shall be entitled to remuneration by way of salary and perquisites, benefits and amenities as specified supra, not exceeding the ceiling laid down in schedule V of the Companies Act, 2013 as may be decided by the Board of Directors, subject to necessary sanctions and approvals.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient in this regard to give effect to this resolution."

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

"RESOLVED THAT pursuant to provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel)



Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), and subject to such other approvals as may be required under any law for the time being in force, the Company hereby approves the re-appointment of **Mr. Tauseef Ahmad Mirza** (DIN-00049037) as Whole Time Director of the Company to exercise powers of day to day management of affairs of the Company as may be entrusted by the Board of Directors of the Company from time to time for a period of 3 (Three) years w.e.f October 01, 2017 on such terms and conditions including remuneration as set out in the Explanatory Statement, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/ or remuneration as it may deem fit;

RESOLVED FURTHER THAT where in any Financial Year during the tenure of Whole Time Director, the Company has no profits or its profits are inadequate, Mr. Tauseef Ahmad Mirza, (DIN: 00049037) Whole Time Director shall be entitled to remuneration by way of salary and perquisites, benefits and amenities as specified supra, not exceeding the ceiling laid down in schedule V of the Companies Act, 2013 as may be decided by the Board of Directors, subject to necessary sanctions and approvals.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient in this regard to give effect to this resolution.”

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

“**RESOLVED THAT** pursuant to provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), and subject to such other approvals as may be required under any law for the time being in force, the Company hereby approves the re-appointment of **Mr. Tasneef Ahmad Mirza** (DIN-00049066) as Whole Time Director of the Company to exercise powers of day to day management of affairs of the Company as may be entrusted by the Board of Directors of the Company from time to time for a period of 3 (Three) years w.e.f October 01, 2017 on such terms and conditions including remuneration as set out in the Explanatory Statement, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/ or remuneration as it may deem fit;

RESOLVED FURTHER THAT where in any Financial Year during the tenure of Whole Time Director, the Company has no profits or its profits are inadequate, Mr. Tasneef Ahmad Mirza, (DIN: 00049066) Whole Time Director shall be entitled to remuneration by way of salary and perquisites, benefits and amenities as specified supra, not exceeding the ceiling laid down in schedule V of the Companies Act, 2013 as may be decided by the Board of Directors, subject to necessary sanctions and approvals.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient in this regard to give effect to this resolution.”

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

“**RESOLVED THAT** pursuant to provisions of Section 196, 197, 198, 203 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals as may be required under any law for the time being in force, the Company hereby approves the re-appointment of **Mr. Narendra Prasad Upadhyaya** (DIN-00049196) as Whole Time Director of the Company for a period of 3 (Three) years w.e.f. October 01, 2017 on the terms and conditions as set out in Explanatory Statement to exercise powers of day to day management of affairs of the Company as may be entrusted by the Board of Directors of the Company from time to time, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

RESOLVED FURTHER THAT where in any Financial Year during the tenure of Whole Time Director, the Company has no profits or its profits are inadequate, Mr. Narendra Prasad Upadhyaya, (DIN: 00049196) Whole Time Director shall be entitled to remuneration by way of salary and perquisites, benefits and amenities as specified supra, not exceeding the ceiling laid down in schedule V of the Companies Act, 2013 as may be decided by the Board of Directors, subject to necessary sanctions and approvals.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient in this regard to give effect to this resolution.”



12. 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 Section 188 read with The Companies (Meetings of the Board and its Powers) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force, the Company hereby approve the re-appointment of **Mr. Shuja Mirza**, relative of Directors of the Company, to hold and continue to hold Office or Place of profit under the Company as President (Marketing) for a period of 3 (Three) years w.e.f. October 01, 2017 on the following terms and conditions:

1. Remuneration:

Remuneration by way of Salary, Dearness Allowance, Performance Based Bonus, Commission, and other Allowances not exceeding a sum of ₹ 10,00,000/- (Rupees Ten Lakh only) per month, as may be finalized in consultation with the appointee.

2. Perquisites:

In addition to the Salary as above, the President (Marketing) shall be entitled to the following perquisites:

- a) Gratuity payable as per Rules of the Company and applicable statutory provisions, if any, from time to time. However, the same shall not be included in the computation of the ceiling on remuneration specified as above;
- b) Leave with pay not exceeding one month for every eleven months of completed service and un-availed leaves will be allowed to be encashed at the end of the tenure. However, the same shall not be included in the computation of the ceiling on remuneration specified as above;
- c) Use of Company’s car with a driver for official purpose and telephone at residence (including payment for local calls and long distance official calls) which shall not be included in the computation of the ceiling on remuneration specified as above.
- d) Reimbursement of medical expenses for self and family not exceeding ₹ 10,00,000/- (Rupees Ten Lakh only) per annum.

RESOLVED FURTHER THAT the Board of Directors may alter, vary and modify the terms and conditions of the appointment of Mr. Shuja Mirza from time to time during the tenure of his appointment as President (Marketing) subject however, to the compliance with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to complete all the necessary formalities and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

13. 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 Section 188 read with The Companies (Meetings of the Board and its Powers) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force, the Company hereby approve the re-appointment of **Mr. Faraz Mirza**, relative of Directors of the Company, to hold and continue to hold Office or Place of profit under the Company as President (Production) for a period of three years w.e.f. October 01, 2017 on the following terms and conditions:

1. Remuneration:

Remuneration by way of Salary, Dearness Allowance, Performance Based Bonus, Commission, and other Allowances not exceeding a sum of ₹ 6,00,000/- (Rupees Six Lakh only) per month, as may be finalized in consultation with the appointee.

2. Perquisites:

In addition to the Salary as above, the President (Production) shall be entitled to the following perquisites:

- a) Gratuity payable as per Rules of the Company and applicable statutory provisions, if any, from time to time. However, the same shall not be included in the computation of the ceiling on remuneration specified as above;
- b) Leave with pay not exceeding one month for every eleven months of completed service and un-availed leaves will be allowed to be encashed at the end of the tenure. However, the same shall not be included in the computation of the ceiling on remuneration specified as above;



- c) Use of Company's car with a driver for official purpose and telephone at residence (including payment for local calls and long distance official calls) which shall not be included in the computation of the ceiling on remuneration specified as above.
- d) Reimbursement of medical expenses for self and family not exceeding ₹ 10,00,000/- (Rupees Ten Lakh only) per annum.

RESOLVED FURTHER THAT the Board of Directors may alter, vary and modify the terms and conditions of the appointment of Mr. Faraz Mirza from time to time during the tenure of his appointment as President (Production) subject however, to the compliance with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to complete all the necessary formalities and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

14. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013, Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (LODR) Regulations 2015, consent of the members of the Company be and is hereby accorded for entering into transactions with Euro Footwear Private Limited, a 'Related Party' as defined under Section 2(76) of the Companies Act, 2013 and SEBI (LODR) Regulations 2015, w.e.f. October 01, 2017 to September 30, 2018 upto the maximum amount per annum as stated in explanatory statement.

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and is hereby authorised to settle any questions, difficulty or doubt that may arise with regard to giving effect to the above Resolution and to do all such acts, deeds, things as may be necessary, proper desirable and to finalise any documents and writings related thereto."

15. To consider and if thought fit to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 (3) and other applicable provisions of the Companies Act, 2013 and Rule 14 (a) (ii) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. A K Srivastava, Cost Accountant (M.No.: 10467) appointed as Cost Auditor by the Board of Directors of the Company to audit the cost records of the Company for the financial year 2017-18, be paid a remuneration of ₹ 30,000/- per annum plus applicable Taxes and out of pocket expenses that may be incurred.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

16. To consider and if thought fit to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules prescribed thereunder, upon receipt of a request from a member for delivery of any document through a particular mode, an amount of ₹ 10/- (Rupees Ten only) per page for each such document subject to minimum of ₹ 100/- (Rupees One Hundred only), over and above reimbursement of actual expenses incurred by the Company, be levied as and by way of fees for sending the document to him in the desired particular mode.

RESOLVED FURTHER THAT the estimated fees for delivery of the document shall be paid by the member in advance to the Company, before dispatch of such document.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance."

17. To consider and if thought fit to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 233 and all other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications, amendments, re-enactments thereof for the time being in force, applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 [**SEBI (LODR) Regulations**], the provisions of SEBI Circular No. CFD/DIL3/CIR/2017/21



dated March 10, 2017 relevant rules of Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and enabling provisions in the Memorandum and Articles of Association of the Company and subject to the requisite approvals, sanctions, consents, observations, no objections, confirmations, permissions from Registrar of Companies, Uttar Pradesh and Uttarakhand, The Official Liquidator, Allahabad, The Regional Director (being the authorities of Central Government delegated to the Regional Director), Northern Region, or such other competent authority as may be applicable, and the confirmations, permission, sanction and approval of the other statutory / regulatory authorities, if any, in this regard and subject to such other conditions or guidelines, if any, as may be prescribed or stipulated by any such authorities, from time to time, while granting such approvals, sanctions, consents, observations, no objections, confirmations, permissions and which may be agreed by the Board of Directors of the Company, the draft "Scheme of Arrangement between Hi-Life Fabricators Private Limited (Transferor Company) and Mirza International Limited (Transferee Company) and their respective shareholders and creditors ("**Scheme**")", providing for amalgamation of Hi-Life Fabricators Private Limited (Transferor Company) with Mirza International Limited (Transferee Company) on a going concern basis w.e.f. 01.04.2017 (First Day of April, Two Thousand and Seventeen) being the appointed date, be and is hereby approved."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized, empowered and directed to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to aforesaid resolution and to effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and / or conditions, if any, which may be required and / or imposed by the statutory authorities, while sanctioning the amalgamation embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as may be deemed fit and proper."

NOTES FOR MEMBERS' ATTENTION

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF OR HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS (48) BEFORE THE COMMENCEMENT OF THE MEETING. i.e. BY 01:00 P.M. ON SEPTEMBER 26, 2017. PROXIES SUBMITTED ON BEHALF OF COMPANIES, SOCIETIES, ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTION / AUTHORITY, AS APPLICABLE, ISSUED ON BEHALF OF THE NOMINATING ORGANIZATION.

A person shall not act as Proxy on behalf of members for more than Fifty (50) in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 10 percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. A proxy form is annexed herewith.

2. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Friday, September 22, 2017 to Thursday, September 28, 2017 (both days inclusive) for the purpose of determining the names of members eligible for Dividend on Equity Shares (if declared) at the Meeting.
3. The Dividend on Equity Shares, if approved at the Meeting, will be credited / despatched to those members whose names shall appear on the Company's Register of Members on Friday, September 22, 2017. In respect of the shares held in dematerialised form, the Dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
4. M/s. Karvy Computershare Pvt. Ltd., Karvy Selenium Tower B, Plot No. 31-32, Gachi Bowli Financial District, Nanakaramguda, Hyderabad - 500032 continue to act in the capacity of Registrar and Share Transfer Agent for physical shares of the Company. M/s Karvy Computershare Pvt. Ltd is also the depository interface of the Company with both NSDL and CDSL. Members are requested to address all correspondences, including dividend matters, to the said Registrar and Share Transfer Agent.
5. Members holding shares in electronic form may note that Bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agents cannot act on any request received directly from the members holding shares in electronic form for any change of Bank particulars or Bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form are requested to advise any change in their address or Bank mandates to the Company/Registrar and Share Transfer Agent.
6. Non-resident Indian Members are requested to inform Registrar and Share Transfer Agent, immediately of:
 - i. the change in the residential status on return to India for permanent Settlement.



- ii. the particulars of their Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank with Pin Code number, if not furnished earlier.
7. Equity Shares of the Company are under compulsory demat trading by all the investors. Considering the advantage of scripless trading, members are encouraged to consider dematerialisation of their shareholdings so as to avoid inconvenience in future.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form shall submit their PAN details to the Company at its Registered Office or to the Registrar and Share Transfer Agent.
9. In terms of the provisions of Section 124 of the Companies Act, 2013, the amount of Dividend not encashed or claimed within 7 (seven) years from the date of its transfer to the Unpaid Dividend Account, will be transferred to Investor Education and Protection Fund established by the Government. Accordingly, the Unclaimed Dividend in respect of Financial Year 2009-10 is due for transfer to the said fund in October, 2017.
10. All relevant documents referred to in the accompanying Notice and the Statement shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days, upto and including the date of the Meeting. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
11. Members/Proxies are requested to deposit the Attendance Slip duly filled in and signed for attending the Meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution, Power of Attorney or such other valid authorisations, authorising them to attend and vote on their behalf at the Meeting. Members who hold shares in de-materialized form are requested to bring their DP ID and client ID No.(s) for easier identification of attendance at the Meeting.
12. Members desirous of obtaining any information on Annual Financial Statements of the Company at the Meeting are requested to write to the Company at least 10 (ten) days before the date of the Meeting, so that the information required may be made available at the Meeting.
13. Members who have so far not encashed their dividend warrants for the financial year from 2009-10 upto 2015-16, are requested to write to the Company or Company's Registrar and Share Transfer Agents, viz. Karvy Computershare Pvt. Ltd. for issuance of demand draft in lieu of Unencashed/ Unclaimed Dividend Warrant, if any.
14. In compliance with the provisions of Section 108, read with Companies (Management and Administration) Rules, 2014 and SEBI (LODR) Regulations, 2015, the Company is pleased to offer e-voting facility as an option to all Members of the Company. The Company has entered into an agreement with Karvy Computershare Pvt. Ltd., Hyderabad for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Form. E-voting is optional.

The instructions for remote e-voting are as under:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and the provisions Regulation 44 of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015, the members are provided with the facility to cast their vote electronically, through the remote e voting services provided by the Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice.

- A. In case a Member receives an e-mail from Karvy [for members whose email ID are registered with the Bank/ Depository Participant(s)]:
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. USER ID and password). In case of physical folio, USER ID will be EVEN number followed by folio number. In case of Demat account , USER ID will be your DP ID and Client ID. However, if you are already registered with Karvy for remote e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering the details appropriately, click on LOGIN.
 - iv. You will reach the 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 any contact details like mobile, email etc. on first login. You may also enter the 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 EVENT i.e MIRZA INTERNATIONAL LIMITED.
 - vii. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click "FOR"/"AGAINST" as the case may be. You are not required to cast all your votes in the same manner. 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 herein above. You may also choose the option "ABSTAIN" in case you wish to abstain from voting. If you do not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Shareholders holding multiple Folios/ Demat account shall choose the voting process separately for each Folios/ Demat Account.
 - ix. Cast your vote by selecting an appropriate option and click on **SUBMIT**. 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, shareholders can login any number of times till they have voted on the resolution(s).
 - x. Corporate/ Institutional shareholders [i.e. other than individuals, HUF, NRI, etc] are required to send scanned copy [PDF/JPG Format] of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory [ies] who are authorized to vote, to the Scrutinizer through e-mail at kn.shridhar@gmail.com with a copy marked to evoting@karvy.com.
 - xi. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
- B. In case of Members receiving physical copy of Notice [for members whose email IDs are not registered with the Bank/ Depository Participant(s)]
- i. Remote E-voting Event Number (even), USER ID and Password is provided in E-voting Form.
 - ii. Please follow all steps from SL. No. (i) to (xii) above to cast your vote by electronic means

Other Instructions:

- i. The e-voting portal will be open for voting from Monday, September 25, 2017 (09:00 A.M.) to Wednesday, September 27, 2017 (05:00 P.M.). During the period, Members of the Company, holding shares either in physical form or in dematerialised form, as on cut-off date, Thursday, September 21, 2017, may cast their vote electronically. The e-voting module shall be disabled by KARVY for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- ii. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on record date.
- iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Mrs. C Shobha Anand of Karvy Computershare Pvt. Ltd. At 040-67162222 or at 18003454001 (toll free)
- iv. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- v. The results of e-voting will be placed by the Company on its website : www.mirza.co.in with in two days of the AGM and also communicated to the stock exchanges, where the shares of the Company are listed.
- vi. The resolutions proposed will be deemed to have been passed on the date of the Annual General Meeting subject to receipt of the requisite number of votes in favour of the resolutions.
- vii. Mr. K.N. Shridhar, proprietor of K.N. SHRIDHAR & ASSOCIATES, Practicing Company Secretary, [Membership No. 3882, C.P No.:2612] has been appointed as the Scrutinizer to scrutinize the e-voting process and also for conduct of poll by members.



15. Electronic copy of the Notice convening the 38th Annual General Meeting of the Company and the Annual Report along with Attendance Slip and Proxy Form is being sent to the members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the Notice convening the 38th Annual General Meeting of the Company along with the Annual Report, E-voting Form, Attendance slip and Proxy form is being sent to the members in the permitted mode. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notice, Circular etc. from the Company in electronic mode.
16. The details required to be given in pursuance of Regulation 36 (3) of the SEBI (LODR), Regulations, 2015 for re-appointment of Directors are as under:

| Name of Directors & DIN | Date of Birth | Qualification | Date of Appointment | Expertise | Relationship between Directors | Other Directorship | Chairman/ Membership of Committee in the Board of other Companies | Shareholding in the Company |
|------------------------------------|---------------|---|---------------------|---|--|--------------------|---|-----------------------------|
| Mr. Irshad Mirza (00048946) | 15/08/1935 | Bsc. Leather Technologist | 01/10/14 | Overall operation of the Company | Please refer Corporate Governance Section of the Annual Report 2016-17 | | | |
| Mr. Rashid Ahmed Mirza (00049009) | 26/01/1957 | Diploma in Leather Technology London | 01/10/14 | Export Marketing & Development of Quality Leather | | | | |
| Mr. Shahid Ahmad Mirza (00048990) | 13/12/1957 | Diploma in Leather Technology, U.K. | 01/10/14 | Overall Incharge of Shoe Division of the Company and Purchases of Local Raw Material and Equipment for the Shoe Division | | | | |
| Mr. Tauseef Ahmad Mirza (00049037) | 31/12/1969 | Diploma in Shoe Technology, London | 01/10/14 | Management of Design and Development of Shoes | | | | |
| Mr. Tasneef Ahmad Mirza (00049066) | 19/03/1972 | Degree in Leather Technology, London | 01/10/14 | Industrialist & Leather Technologist having experience in his line of business and looking after operations of Tannery Division | | | | |
| Mr. N. P Upahyay (00049196) | 10/01/1949 | B.Tech (Mech), Post Graduate Diploma in Business Management | 01/10/14 | Rich and vast experience of over four Decades years in the field of Engineering, Project Errection and Commissioning. | | | | |

Place : Kanpur
Date : 05/08/2017

**By the Order of the Board
For MIRZA INTERNATIONAL LIMITED**

**(Ankit Mishra)
Company Secretary**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102
OF THE COMPANIES ACT, 2013****Item No. 5 :**

As per the provisions of Companies Act, 2013 read with rules made thereunder no listed Company shall appoint an audit firm as auditor for more than two consecutive terms of five years and an audit firm which has completed its term shall not be eligible for reappointment as auditor in the same Company. Every listed Company existing on or before the commencement of Companies Act, 2013 (i.e April 01, 2014) shall comply with the provisions of Companies Act, 2013 within three years. Accordingly, the term of the existing Statutory Auditors, M/s Khamesra Bhatia & Mehrotra, Chartered Accountants, Kanpur, is coming to end. The Board of Directors have recommended appointment of M/s. D R A & Co., Chartered Accountant as the Statutory Auditors of the Company in place of M/s Khamesra Bhatia & Mehrotra, existing Statutory Auditors of the Company, to hold Office from the conclusion of the ensuing Annual General Meeting till the conclusion of the Forty Third Annual General Meeting. None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed item no. 5.

Item No. 6 :

The present term of Mr. Irshad Mirza as Chairman (Executive) shall be expiring on September 30, 2017. The Board of Directors has approved and being recommended by the Remuneration Committee, subject to the approval of members, the re-appointment of Mr. Irshad Mirza as Chairman (Executive) of the Company for a period of 3 (Three) years on the following terms & conditions:

- 1) Salary: NIL
- 2) The Chairman shall be entitled to the following benefits which shall not be treated as remuneration:
 - a) The Chairman shall be entitled to maintain office(s) at suitable locations for the Company's business including Residence-cum-Camp office.
 - b) Conveyance - The Company shall provide one fully insured car with driver for discharge of official responsibilities by the Chairman.
 - c) Telephone, Telefax and other communication facilities - The Company shall provide / reimburse expenses in respect of one or more cellular phones (with handset) for his use, and Telephone connections with STD & ISD facilities, fax connections, Cable Internet connections and other communication facilities at the Chairman's residence.
 - d) Security-The Company shall provide for round the clock security at the Chairman's residence.
- 3) The Chairman shall be entitled to reimbursement of the expenses incurred by him in the medical treatment, whether in India or abroad.

The approval of members is therefore, sought for the re-appointment of Mr. Irshad Mirza as Chairman (Executive) of the Company. Mr. Irshad Mirza shall not be liable to retire by rotation as Director of the Company during his tenure of Chairman (Executive) of the Company.

None of the Directors except Mr. Irshad Mirza, Chairman and Mr. Rashid Ahmed Mirza, Managing Director, Mr. Shahid Ahmad Mirza, Mr. Tauseef Ahmad Mirza, Mr. Tasneef Ahmad Mirza, Whole Time Directors of the Company being sons of Mr. Irshad Mirza, are concerned or interested in resolution.

Item No. 7 - 10 :

The present term of Mr. Rashid Ahmed Mirza as Managing Director and Mr. Shahid Ahmad Mirza, Mr. Tauseef Ahmad Mirza, Mr. Tasneef Ahmad Mirza as Whole Time Directors is expiring on September 30, 2017. Therefore, the Board of Directors in its meeting held on August 05, 2017 decided to re-appoint them subject to the approval of members and other such authorities as may be required under any law for the time being in force, for a period of 3 years w.e.f. October 01, 2017 on the following terms and conditions:

| Name | Remuneration by way of Salary, Dearness Allowance, Performance Based Bonus, Commission and other Allowance | Medical allowance / reimbursements of self and spouse |
|-------------------------|---|--|
| Mr. Rashid Ahmed Mirza | ₹ 2,40,00,000/- p.a. (Rupees Two Crore Forty Lakh per annum) | ₹ 20,00,000/- p.a. (Rupees Twenty Lakh per annum) |
| Mr. Shahid Ahmad Mirza | ₹ 2,04,00,000/- p.a. (Rupees Two Crore Four Lakh per annum) | ₹ 20,00,000/- p.a. (Rupees Twenty Lakh per annum) |
| Mr. Tauseef Ahmad Mirza | ₹ 2,28,00,000/- p.a. (Rupees Two Crore Twenty Eight Lakh per annum) | ₹ 20,00,000/- p.a. (Rupees Twenty Lakh per annum) |
| Mr. Tasneef Ahmad Mirza | ₹ 2,04,00,000/- p.a. (Rupees Two Crore Four Lakh per annum) | ₹ 20,00,000/- p.a. (Rupees Twenty Lakh per annum) |



In addition to the Salary, Allowances and Perquisites as above, the Managing Director and the Whole Time Directors shall be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified as above:

- a) Gratuity- As per the Rules of the Company and applicable statutory provisions, if any, from time to time.
- b) Leave Encashment- As per the rules of the Company but not exceeding one month for every eleven months of completed service and un-availed leaves will be allowed to be encashed at the end of the tenure.
- c) Conveyance- The Company shall provide one fully insured car with driver for discharge of official responsibilities by the Director.
- d) Telephone, Telefax and other communication facilities- The Company shall provide/ reimburse expenses in respect of one or more cellular phones(with handset) for his use, and Telephone connections with STD & ISD facilities, fax connections, Cable Internet connections and other communication facilities at the Director's residence.
- e) Security- The Company shall provide for round the clock security at the Director's residences.

The approval of members is, therefore, sought for the re-appointment and remuneration of Mr. Rashid Ahmed Mirza as Managing Director and Mr. Shahid Ahmad Mirza, Mr. Tauseef Ahmad Mirza, Mr. Tasneef Ahmad Mirza as Whole Time Directors of the Company. Mr. Rashid Ahmed Mirza shall not be liable to retire by rotation as Director of the Company during his tenure of Managing Director of the Company.

None of the Directors of the Company except Mr. Rashid Ahmed Mirza, Mr. Shahid Ahmad Mirza, Mr. Tauseef Ahmad Mirza, Mr. Tasneef Ahmad Mirza and Mr. Irshad Mirza being father of above persons are deemed to be concerned or interested in the resolutions relating to their re-appointment as set out in Item Nos. 07 to 10.

Item No. 11:

The present term of **Mr. Narendra Prasad Upadhyay** is expiring on September 30, 2017. Therefore, the Board of Directors in its meeting held on August 05, 2017 have decided to re-appoint him subject to the consent of members in terms of Schedule V to the Companies Act, 2013 for a period of 3 (three) years w.e.f. October 01, 2017 on the following terms and conditions:

Section-I

Payable when the Company has Profits

Remuneration by way of salary, dearness allowance, perquisites, performance based bonus, medical reimbursements for self and spouse, commission and other allowances not exceeding a sum of ₹ 6,00,000/- per month i.e. ₹ 72.00 Lakh per annum as may be finalised in consultation with the appointee.

Section-II

Payable when the Company has no Profits or inadequate Profits:

Remuneration by way of salary, dearness allowance, perquisites, performance based bonus, medical reimbursements for self and spouse, commission and other allowances not exceeding a sum of ₹ 4,00,000/- per month i.e. ₹ 48 Lakh per annum as may be finalised in consultation with the appointee.

In addition to the Salary, Allowances and Perquisites as above, the Whole Time Director shall be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified as above:

- a) Gratuity- As per the Rules of the Company and applicable statutory provisions, if any, from time to time.
- b) Leave Encashment-As per the rules of the Company but not exceeding one month for every eleven months of completed service and un-availed leaves will be allowed to be encashed at the end of the tenure.
- c) Conveyance-The Company shall provide one fully insured car with driver for discharge of official responsibilities by the Director.
- d) Telephone, Telefax and other communication facilities-The Company shall provide/reimburse expenses in respect of one or more cellular phones(with handset) for his use, and Telephone connections with STD & ISD facilities, fax connections, Cable Internet connections and other communication facilities at the Director's residence.
- e) Security-The Company shall provide for round the clock security at the Director's residence.

The approval of members is, therefore, sought for the re-appointment and remuneration of Mr. Narendra Prasad Upadhyay as Whole Time Director of the Company.

None of the Directors of the Company except Mr. Narendra Prasad Upadhyay himself is concerned or interested in the resolution.



Item No. 12:

The present term of **Mr. Shuja Mirza** as President (Marketing) of the Company is expiring on September 30, 2017. The Board of Directors at their meeting held on August 05, 2017 decided to appoint him as President (Marketing) of the Company for a period of 3 (three) years w.e.f. October 01, 2017 on such terms and conditions as contained in the resolution attached to this Notice.

As required under provisions of Section 188 read with The Companies (Meetings of the Board and Powers) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013, the proposal is placed for shareholders. The Board recommend the resolution for approval.

Mr. Rashid Ahmed Mirza, Managing Director of the Company, is the father of Mr. Shuja Mirza, is deemed to be interested in the resolution.

Item No. 13:

The present term of **Mr. Faraz Mirza** as President (Production) of the Company is expiring on September 30, 2017. The Board of Directors at their meeting held on August 05, 2017 decided to appoint him as President (Marketing) of the Company for a period of 3 (three) years w.e.f. October 01, 2017 on such terms and conditions as contained in the resolution attached to this Notice.

As required under provisions of Section 188 read with The Companies (Meetings of the Board and Powers) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013, the proposal is placed for the shareholders. The Board recommends the resolution for approval.

Mr. Shahid Ahmad Mirza, Whole Time Director of the Company, is the father of Mr. Faraz Mirza, is deemed to be interested in the resolution.

Item No. 14:

Section 188 of the Companies Act, 2013 read with Rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of related party transactions. The proviso to section 188 states that nothing in section 188 (1) will apply to any transaction entered into by the Company in its ordinary course of business and at arm's length basis.

All the proposed transactions put up for approval are in ordinary course of business and at arm's length. Pursuant to SEBI (LODR), Regulations, 2015 the following contracts / arrangements / transactions are material in nature and require the approval of the unrelated shareholders of the Company by a ordinary resolution:

| Sl. No. | Name | Name of Interested Director | Nature of Relationship | Terms of Contract/ arrangements | Nature of Contract | Duration |
|---------|-------------------------------|--|---|--|-------------------------|------------------------------|
| | | | | | | 01.10.2017-30.09.2018 |
| 1 | Euro Footwear Private Limited | Mr. Irshad Mirza Mr. Rashid Ahmed Mirza Mr. Shahid Ahmad Mirza Mr. Tauseef Ahmad Mirza Mr. Tasneef Ahmad Mirza | Related Party u/s 2 (76)(iv) of the Companies Act, 2013 | For the purpose of Purchase of Footwear and other Component, Jobwork & sale of Leather | Purchase/ Jobwork/ Sale | Upto ₹ 300 crore |

The above contracts / arrangements / transactions were approved by the Audit Committee at its meeting held on August 05, 2017 and recommended by the Board of Directors to the unrelated shareholders of the Company for their approval. The Board is of the opinion that the aforesaid related party transaction is in the best interests of the Company.

The Board, therefore, recommends the Resolution set out at Item No. 14 of the Notice for the approval of the Members in terms of Regulation 23 (4) of the SEBI (LODR), Regulations, 2015.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No. 15:

The Company is required under Section 148 of the Act to have the audit of its cost records conducted by a Cost Accountant in Practice. The Board of Directors of the Company has on the recommendation of the Audit Committee, approved the appointment and remuneration of Mr. A.K. Srivastava, Cost Auditor of the Company to conduct audit of cost records of the Company for products covered under the Companies (Cost Records and Audit) Rules, 2014 for the Financial Year ending March 31, 2018, at a remuneration of ₹ 30,000/- per annum plus applicable service tax and out of pocket expenses that may be incurred.

In accordance with the provisions of Section 148 of the Act read with Companies (Cost Records and Audit) Rules,

2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the members of the Company.

Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 15 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2018. None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 15 of the Notice.

The Board recommends the resolution set forth in Item No. 15 for the approval of the Members.

Item No. 16:

As per the provisions of section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the Company in its Annual General Meeting. Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting, the Directors accordingly re-commend the Ordinary Resolution at item no. 16 of the accompanying notice, for the approval of the members of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no.16 of the accompanying Notice.

Item No. 17:

1. A Scheme of Arrangement between Hi-Life Fabricators Private Limited (Transferor Company) and Mirza International Limited (Transferee Company) and their respective shareholders and creditors ("Scheme"), was proposed and the same was approved by the Board of Directors of the Transferee Company and the Board of Directors of the transferor Company at their respective meetings held on 05.08.2017 by passing a Board Resolution under Section 233 of the Companies Act, 2013.
2. Pursuant to the Scheme of Arrangement entered by Hi-Life Fabricators Private Limited with Mirza International Limited, meetings of the Equity Shareholders, Secured Creditors and unsecured Creditors of the Company are being convened and held for the purpose of considering and, if thought fit, approving with or without modification(s), the arrangement embodied in the Scheme of Arrangement of Hi-Life Fabricators Private Limited (hereinafter referred to as the "Applicant Company" or "HLFPL" or the "Transferor Company" as the context may admit), a Company incorporated under the Companies Act, 1956 ("Act") with Mirza International Limited (herein after referred to as the "MIL" or the "Transferee Company" as the context may admit), a Company incorporated under the Companies Act, 1956 ("Act").

DETAILS AND THE SALIENT PROVISIONS OF THE SCHEME OF ARRANGEMENT

The Transferee Company was originally incorporated under the Companies Act, 1956 on 05th day of September, 1979 with the Registrar of Companies in Kanpur, Uttar Pradesh with Registration No. 20-4821 of 1979 under the name and style "MIRZA TANNERS PRIVATE LIMITED". Transferee Company was changed to Public Limited Company on 1994 and fresh certificate of Incorporation in the name of MIRZA TANNERS LIMITED was issued by Registrar of Companies, Uttar Pradesh, Kanpur on 06th day of May, 1994 The name of the Transferee Company was changed to its present name i.e., "MIRZA INTERNATIONAL LIMITED" and fresh certificate of incorporation upon change of name was issued on 10TH day of August, 2005.

The Corporate Identity Number of MIRZA INTERNATIONAL LIMITED is **L19129UP1979PLC004821**. Mirza International Limited along with its nominee holds 100% of the paid-up equity share capital of Hi-Life Fabricators Private Limited.

3. The objects for which the Transferee Company has been established are set out in its Memorandum of Association. The main objects are set out hereunder:
 - a. To carry on the business as manufactures, tanners, exporters, importers, and distributors of and dealers and stockists in all classes of hides, skins and other materials required for converting hides and skins into leather and to carry on all or any of the business of tanners, curriers, hide and skin merchants, or any other business of allied nature whether manufacturing or otherwise any other business of allied nature, all kinds of industrial leathers, travel goods including bags, suitcases, brief cases, beddings vanity bags, saddles & horse riding equipments, belts, caps, gloves, purses, synthetic rubber, synthetic leather, as sole proprietor and/or as partners in a partnership firm and as member of an association of persons or body of individuals or in any other manner authorised by law for the time being or as agents, bankers, contractors, etc.



- b. To carry on the business as manufacturers, importers, exporters, distributors, dealers and stockists of footwear of all types and styles including men's/ladies shoes/sandles, boots, heeled shoes, formal shoes etc. and all other leather products and their by products and articles made of leather, plastics, oils, paints, chemicals, waterproof appliances and any preparations or solutions capable of being applied for waterproofing and other similar purpose and all other articles produced or used by tanners and curriers and manufacturers of and dealers in appliances for the above trades or any of them as sole proprietors and/or as partners or in a partnership firm and/or as a members of an association of person or body of individuals or in any other manner authorised by law being or as agents, brokers, contractors etc.
- c. To carry on the business as consultants and advisers on various applications of the products and by-products of the Company for the same for clients and prospectus clients.
- d. To carry on the business of Constructional Engineers, Architects, Colonizers, Site Developers, Builders, Contractors, Promoters and Developer and to build township, acquire, develop, construct, erect, alter, buy, sell any movable or immovable property including land, real estate, multi-storied buildings, sheds, dwelling offices, shops, stores, public utility buildings, residential and commercial complexes, multiplexes, shopping malls and rent, lease, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain or control works and conveniences of all kinds of infrastructure including roadways, freightways, tramways, dams, fly-overs, bridges, aerodromes, docks, ports, jetties, piers, wharves, canals, reservoirs, drainage aqueducts and any other related business activities.
- e. To generate electrical power by conventional methods including coal, gas, lignite, oil, bio-mass, waste, thermal, solar, hydal, geo-hydal, wind and tidal waves and to promote, own, acquire, erect, construct, establish, maintain, improve, manage, operate, alter, carry on, contract, take on hire/ lease power plants, co-generation power plants, energy conservation projects, power houses, transmission, and distribution system for the generation, distribution, transmission and supply of electrical energy for industrial, commercial, agriculture, household or captive consumption and to buy, sell, supply, exchange, market, function as a licensee to the State Electrical Boards, State Government, Appropriate Authorities in India and elsewhere in any area, as may be specified by the State Government, Central Government, Local Authority, State Electrical Boards and any other competent authority in accordance with the provisions of applicable electricity law and rules and/or regulations made thereunder.
- f. To carry on in India or elsewhere the business to manufacture, produce, process, crush, extract, reclaim, convert, commercialise, control, compound, develop, distribute, derive, treat, grade, release, manipulate, prepare, promote, supply, import, export, buy, sell, turn to account and to act as agent, broker, concessionaires, consultant, collaborator, job worker, export house or otherwise to deal in all varieties, colors, dimensions, descriptions, characteristics of sugar including cane sugar, beet sugar, maple sugar, khandsari sugar, gur, rab, etc. in the form of powder, granules, cubes and lumps and its products, by-products including glucose, sucrose, fructose, lactose, maltose, molasses, alcohol, spirits, ethanol and in connection therewith to acquire, construct and operate mills, factories, distilleries, refineries and other establishments.
- g. To carry on India or elsewhere the business to manufacture, produce, process, prepare, disinfect, fermentate, compound, mix, clean, wash, concentrate, crush, grind, seggregate, pack, re-pack, add, remove, heat, grade, preserve, freeze, distillate, boil, sterilize, improve, extract, refine, buy, sell, re-sale, import, export, barter, transport, store, forward, distribute, dispose, develop, handle, manipulate, market, supply and to act as agent, broker, representative, consultant, collaborator, adatia, stockists, liasioner, middleman, export house, job-worker or otherwise to deal in all kinds of grains, cereals, seeds, pulses, oils, spices, dry fruits, consumer food items, their bye-products, ingredients, derivatives, residues, including foods and vegetables, packed foods, powders, pastes, liquids, drinks, beverages, mineral water, juices, jams, jellies, squashes, honeys, pickles, sausages, concentrates, extracts, essences, flavours, syrups, sarbats, flavoured drinks, health and diet drinks, extruded foods, preserved foods, dehydrated foods, pre-cooked foods, canned foods, preserved foods, health foods, fast foods, cream, chease, butter and other dairy products, biscuits, breads, cakes, pastries, confectionery, sweets, chocolates, toffees, breakfast foods, namkeen, protein foods, dietic products, strained baby foods, instant foods, cereal products, table delicacies and all other whether natural, artificial or synthetic of a character similar or analogous to the foregoing or connected therewith.
- h. To carry on in India or elsewhere the business as manufactures, producers, processors, importers, exporters, agents, brokers, wholesalers, showroom owners, retailers, distributors,exchangers, traders, buyers, sellers, job-workers, stockist and to market, promote, organize, design, cut, sort and grade or otherwise to deal in all shapes, sizes, variables, specifications, descriptions, applications, modalities, fashions and uses of garments for men, women, and children including footwear, sportswear, active wears, daily wears, fashion wears, party wears, wearing apparels, underwears, purses, belts, wallets and other allied goods made from cotton, silk, sythetics, jute, velvet, woollen, leather, rexine, or with any combination thereof and to participate in local, national and international trade fairs, sale's exhibitions,



seminars, fashion shows or any other sales promotion scheme and to do all incidental acts and things necessary for the attainment of above objects.

- (a) To undertake and carry on the business of providing all kinds of informations technology based and enabled services in India and internationally, electric, electronic remote processing services, e-services including but not limited to providing financial and related services of all kinds and description including billing services, processing services, database services, data entry business marketing services, business information and management services, training and consultancy services to businesses, organizations, concerns, firms, corporations, trusts local bodies, State government and other entities, to establish and operate service processing centers for providing services for back office and processing requirements, marketing sales, credit collection services for companies engaged in the business of remote processing and IT enabled services from a place of business in India or elsewhere, contacting and communicating to and on behalf of overseas customers by voice, data image, letters, using dedicated international private lines and to handle business process management, remote help desk management, remote management, remote customer interaction, customer relationship management and customer servicing through call centers, email based activities and letter/fax based communication, knowledge, storage and management, data management, warehousing, search, integration and analysis for financial and non-financial and systems.
- (b) To carry on the business as internet service provider and undertake any and all kinds of internet/web based activities and transactions, to design, develop, sell, provide, market, buy, import, export, sell and license computer software, hardware, computer system and program products, services and to give out computer machine time and to carry on the business of collecting, collating, storing, devising other system including software programs and systems.

The Authorized, Issued, Subscribed and Paid-up Share Capital of the Transferee Company as on March 31, 2017, was as follows:

Authorized Share Capital

₹ 51,00,00,000/- divided into 25,50,00,000 Equity Shares of ₹2/- each.

Issued, Subscribed and paid – up Share Capital

₹ 24,06,12,000/- divided into 12,03,06,000 Equity Shares of ₹2/- each.

The Equity Shares of the Transferee Company are listed on BSE Limited and National Stock Exchange of India Limited

- 4. The Transferor Company was originally incorporated under the Companies Act, 1956 on the 23rd day of July 2004 with the Registrar of Companies, N.C.T. of Delhi & Haryana with Registration No. 127832 [CIN No. U18101UP2004PTC095902] under the name and style of “HI-LIFE FABRICATORS PRIVATE LIMITED”.
- 5. The objects for which the Transferor Company has been established are set out in its Memorandum of Association. The main objects are set out hereunder:
 - a. To carry on all or any of the business of manufacturers, producers, processors, refiners, stockiest, agents, importers, exporters, distributors and dealers in all kinds of chemicals of different grades including organic, inorganic, petrochemicals, Sodium Sulphide, Barium Carbonate, Barium Chloride, Barium Nitrate, Fertilisers, manures, pesticides, calcium carbide, bio-medicines, ointments, acids, toilet requisites, soaps, detergents, cosmetics, perfumes, dyes, paints, and their by-products of every description.
 - b. To buy, sell, stock and deal in such other chemicals and by-products as may be produced to using the above said chemicals and effluents got out in the process of their manufacture.
 - c. To manufacture, buy, sell import and deal in basic acids and alkalies and other by-products and generally carry on the business of manufacturers and dealers in all kinds of chemicals and fine chemicals.
- 6. The Authorized, Issued, Subscribed and Paid-up Share Capital of the Applicant/Transferor Company as on March 31, 2017, was as follows:

| Share Capital | Amount in ₹ |
|--|------------------|
| Authorised Share Capital | |
| 2,50,000 Equity Shares of ₹ 10/- each, fully paid up | 25,00,000 |
| TOTAL | 25,00,000 |
| Issued, Subscribed and Paid-up Share Capital | |
| 1,96,600 Equity Shares of ₹ 10/- each, fully paid up | 19,66,000 |
| TOTAL | 19,66,000 |



BACKGROUND TO THE AMALGAMATION

7. The Transferor Company is a wholly owned subsidiary of the Transferee Company in terms of Section 2(87) of the Companies Act, 2013. The Transferee Company currently holds 100% of the paid-up equity share capital of the Transferor Company.

RATIONALE FOR THE SCHEME

8. The rational and reasons for the proposed Scheme of Arrangement, inter alia, are summarized below:
 - Would enable focused strategic leadership and top management attention to be bestowed on the Undertaking of the Transferor Company so as to integrate the business synergies and reap the benefits of consolidation.
 - Would channelize synergies; enable optimum utilization of the available resources besides enabling a focused business approach for achieving optimization.
 - Would enable to achieve higher long-term financial returns and inculcation of greater financial strength and flexibility that could be achieved by the companies individually.
 - Would enable the Transferee Company to have diversified product portfolio which would enable it to manage risks in a better way.
 - Would result in greater rationalization and help reduce duplication of systems and processes.
 - Would result in more efficient and more cost effective management system in view of consolidation of operations and larger size as the Transferor and Transferee Companies are involved in the same line of business.
 - Would be beneficial for pooling of financial, managerial and technical resources, personnel capabilities, skills, expertise and technologies of the merging companies leading to increased competitive strength.
 - In view of the above benefits, the proposed amalgamation would result in an enhanced shareholder value.
9. The Board of Directors of the Transferor Company has at their meeting held on August 05, 2017 passed a resolution approving the Scheme of Amalgamation ('the Scheme') between the Transferor Company and the Transferee Company and their respective shareholders. Similarly, the Board of Directors of the Transferee Company has approved the said Scheme of Amalgamation in their meeting held on August 05, 2017.
10. While approving the proposed Scheme, amongst others, the Board of Directors considered the following:
 - i. The Transferor Company is a wholly owned subsidiary of the Transferee Company. Retaining the Transferor Company as a separate legal entity results in increased administrative hassle and also cash outflow on various unavoidable expenses. The management thus believes that having multiple entities does not have any commercial benefit and results in carrying out duplication of efforts, higher administrative cost and hassles. The amalgamation of the Transferor Company would result into streamlining the operations of the Group from global perspective and would also result in saving of administration cost and increase in operating efficiencies.
 - ii. The Scheme does not affect the rights and interests of the shareholders or the creditors of the Transferee Company. The Shareholding and other rights of the members of the Transferee Company will remain unaffected as there is no change in the capital structure. Further, the Creditors of the Transferee Company will not be affected by the Scheme.

The Scheme is conditional upon and subject to:

- (a) The Scheme being agreed to by the requisite majority of the respective classes of members and/ or Secured and Unsecured Creditors of each of the Transferor Company and of the Transferee Company as required under the Act and the requisite orders of the statutory authorities being obtained;
 - (b) Such other consents, sanctions and approvals as may be required by law in respect of the Scheme being obtained; and
 - (c) The Certified true copies of the Orders of the respective authorities sanctioning the Scheme being filed with the Ministry of Corporate Affairs.
11. There is no likelihood that any creditor of the Company would lose or be prejudiced as a result of the Scheme being passed. The latest Audited Accounts of the Companies indicate that they are in a solvent position and the Amalgamated Company i.e., the Transferee Company would emerge stronger and thus would be able to meet the liabilities as they arise in the ordinary course of business.
 12. The rights and interests of the members and the creditors of the Transferee Company will not be prejudicially affected by the Scheme.



Valuation Report

Pursuant to Clause 7 of SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017, valuation report certificate is not required in case of merger between wholly-owned subsidiary with its parent listed Company.

Fairness Opinion from Merchant Banker

Pursuant to Clause 7 of SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017, valuation report certificate is not required in case of merger between wholly-owned subsidiary with its parent listed Company.

Complaints Report

Pursuant to Clause 7 of SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017, valuation report certificate is not required in case of merger between wholly-owned subsidiary with its parent listed Company.

13. No-Objection/Observation Letters from the Stock Exchanges

Pursuant to SEBI Notification No. SEBI/LAD/NRO/GN/2016-17/029 dated 15th February, 2017, it is being stated that provisions of regulation 37 shall not apply to draft schemes which solely provide for merger of a wholly owned subsidiary with its holding Company. However, the draft scheme is required to be filed with the stock exchanges for the purpose of disclosure.

14. No Objections or Suggestions from the Registrar of Companies and the Official Liquidator:

Pursuant to Section 233(1) of the Companies Act, 2013 and Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the objections/suggestions, received from Registrar and Official Liquidators are enclosed herewith.

15. No inquiry or investigation proceedings under Sections 235 to 251 of the Companies Act, 1956, or under Sections 210 to 227 of Companies Act, 2013 or any other provisions of the Companies Act, 2013 or under any other Act have been instituted or are pending in relation to the Transferee Company.

Capital Structure Pre and Post Amalgamation

1. Pre and Post Amalgamation expected capital structure of Mirza International Limited is as follows:

| Particulars | Pre Amalgamation | | Post Amalgamation | |
|---|---------------------|---------------------|---------------------|---------------------|
| | No. of Shares | Amount | No. of Shares | Amount |
| Authorized Share Capital | 25,50,00,000 | 51,00,00,000 | 25,62,50,000 | 51,25,00,000 |
| Equity Shares of ₹ 2/- each | | | | |
| Total | 25,50,00,000 | 51,00,00,000 | 25,62,50,000 | 51,25,00,000 |
| Issued, Subscribed & Paid – Up Share | | | | |
| Capital | | | | |
| Equity Shares of ₹ 2/- each | 12,03,06,000 | 24,06,12,000 | 12,03,06,000 | 24,06,12,000 |
| Total Issued, Subscribed & Paid – Up Share Capital | 12,03,06,000 | 24,06,12,000 | 12,03,06,000 | 24,06,12,000 |

2. Pre and Post Amalgamation Shareholding Pattern of Mirza International Limited-Equity Share Capital:

As there is no issue of shares pursuant to the Scheme of Arrangement, the Pre and Post arrangement shareholding would remain unchanged. The shareholding pattern of the Transferor Company as on June 30, 2017 is given below:-

| Category of Shareholder | Pre Amalgamation | | Post Amalgamation | |
|---|---------------------|------------|---------------------|------------|
| | No. of Shares | % | No. of Shares | % |
| Promoter | 8,87,55,981 | 73.78 | 8,87,55,981 | 73.78 |
| Public | 3,15,50,019 | 26.22 | 3,15,50,019 | 26.22 |
| Non-Promoter Non-Public(shares held by Employee Trusts) | 0 | 0.00 | 0 | 0.00 |
| Total | 12,03,06,000 | 100 | 12,03,06,000 | 100 |

The Scheme of Amalgamation, if approved by the appropriate authorities, shall not have any adverse impact or effect on the Key Managerial Persons, Directors, Promoters, Non-Promoter members, Creditors, whether secured or unsecured, employees of Both the Companies involved in the merger. The Companies does not have any Depositors or Debenture Holders.



16. The Directors of the respective companies may be deemed to be concerned and/or interested in the Scheme only to the extent of their shareholding in the respective companies, or to the extent the said directors are common Directors in the Companies, or to the extent the said directors are the partners, directors, members of the companies, firms, association of persons, bodies corporate and/or beneficiary of trust that holds shares in any of the Companies.
17. Mr. Rashid Ahmad Mirza, Mr. Shahid Ahmad Mirza, Mr. Tauseef Ahmad Mirza and Mr. Tasneef Ahmad Mirza, Whole Time Director of the Transferor Company are the promoters of the Transferee Company. Mr. Rashid Ahmad Mirza is the Managing Director of Transferee Company and Mr. Shahid Ahmad Mirza, Mr. Tauseef Ahmad Mirza and Mr. Tasneef Ahmad Mirza are the Whole Time Directors of the Transferee Company. To the aforesaid extent, they may be deemed to be concerned or interested in the Scheme.
18. None of the Directors and the Key Managerial Personnel and the Debenture Trustee, if any, of the Transferee Company and/or the Transferor Company have any material interest in the Scheme except as shareholders to the extent, which will appear from the Register of Director's Shareholding maintained by the Transferee Company and the Register of Directors maintained by the Transferor Company. Additionally the Scheme of Arrangement does not have any effect on the Directors / Key Managerial Personnel / Promoters / Non-promoter Members, if any/Creditors/Debenture holders, if any/Debenture Trustee, if any/Employees of the Transferor and Transferee Company.
19. The financial position of the Transferee Company will not be adversely affected by the Scheme.
20. The following documents will be open for inspection by the Equity Shareholders, Secured Creditors and unsecured Creditors of the Transferee Company up to one day prior to the date of the meeting at its Registered Office between 10.00 A.M to 05.00 P.M on all working days, except Saturdays:
 - a) Notice to the Registrar of Companies and the Official Liquidator in Form CAA-9;
 - b) Memorandum and Articles of Association of the Transferee Company and the Transferor Company;
 - c) Annual Reports of the Transferee Company and the Transferor Company for the financial year ended March 31, 2017;
 - d) Audited Financial results for the year ended March 31, 2017 and Unaudited Financial Results for the Quarter ended June 30, 2017 of the Transferee Company and The Disclosure in accordance with Regulation 33(6) of the SEBI (LODR) Regulations, 2015 made by the Transferee Company;
 - e) Scheme of Arrangement.
21. The Scheme of Arrangement, if approved by the Shareholders, shall be operative from the Appointed Date subject to the approval and directions of the statutory Authorities.

None of the Directors and Key Managerial Personnel of respective Companies and their respective relatives is concerned or interested, financially or otherwise in the proposed resolution except as the shareholders of their respective Companies in general.

The Board of Directors recommends the resolution set out in this notice in relation to the approval of the proposed Scheme of Arrangement between Hi-Life Fabricators Private Limited (Transferor Company) and Mirza International Limited (Transferee Company) and their respective shareholders and creditors, by the Equity Shareholders of the Company.

This statement may be treated as an Explanatory Statement under Section 102 of the Companies Act, 2013 read with Section 233 of the Companies Act, 2013. A copy of the Scheme and the statement may also be obtained by the Shareholders, Secured Creditors and Unsecured Creditors of the Transferee Company from the Registered Office of the Transferee Company during ordinary business hours on all working days, except Saturdays.

**By order of the Board of Directors
For MIRZA INTERNATIONAL LIMITED**

Place: Kanpur
Date: 05/08/2017

**(Ankit Mishra)
Company Secretary**



Govt. of India
Ministry of Corporate Affairs
9th Floor, Sangam Palace, Civil Lines, Allahabad
OFFICE OF THE OFFICIAL LIQUIDATOR
Attached to
HIGH COURT OF JUDICATURE
ALLAHABAD

No. OL/Amalgamation/Mirza/ 3634

Date..... 09/08/2017
Speed Post/ By Hand/Registered

1. **HI-LIFE FABRICATORS PRIVATE LIMITED**

Registered office at 14/6, Civil Lines,
Kanpur-208001, Uttar Pradesh.

TRANSFEROR COMPANY

2. **MIRZA INTERNATIONAL LIMITED**

Registered office at 14/6, Civil Lines,
Kanpur-208001, Uttar Pradesh.

TRANSFeree COMPANY

Subject: In the matter of Scheme of Amalgamation of HI-LIFE FABRICATORS PRIVATE LIMITED (TRANSFEROR COMPANY) with MIRZA INTERNATIONAL LIMITED (TRANSFeree COMPANY) U/s 233 (1) (a) of the Companies Act, 2013 read with Rule 25(1) of the Companies Rules, 2016.

Sir,

With reference to your Notice of Scheme dated 05.08.2017 submitted in Form No. CAA-9 dated on 09.08.2017 in the above subject matter.

The Scheme of amalgamation along with supporting documents has been scrutinized by this office. The Company has also filed Declaration of solvency in Form No. CAA.10. After scrutiny of all the documents, this office conveys No Objection to the said scheme under Section 233(1) (a) of the Companies Act, 2013 subject to obtaining No Objection from Unsecured Creditors and other statutory compliances and obtaining approval of AGM / EGM of the company.

Yours Faithfully


(M.K. BAGRI)

OFFICIAL LIQUIDATOR
UTTAR PRADESH, ALLAHABAD



Phone No. 0512-2310443

Government of India
Ministry of Corporate Affairs
Office of Registrar of Companies
Uttar Pradesh
37/17, Westcott Building, The Mall,
Kanpur.

E-mail: roc.kanpur@mca.gov.in
Speed Post

No. TC/Amal/Sec. 233/2017/Hi-life & Mirza/4727

Dated 22.8. .2017

M/s. Hi-Life Fabricators Private Limited
14/6, Civil Lines,
KANPUR – 208001 (UP)

Sub: Amalgamation of M/s. Hi-Life Fabricators Private Limited (Transferor Company) with M/s. Mirza International Limited (Transferee Company)

Sir,

With reference to your Form No. CAA-9 dated 05.08.2017 on the subject cited above, it is informed that the Scheme of Amalgamation of **M/s. Hi-Life Fabricators Private Limited (Transferor Company) with M/s. Mirza International Limited (Transferee Company)** alongwith its attachments has been examined by this office. Both the companies have also filed Declaration of Solvency in Form No. CAA.10 dated 05.08.2017 which have also been taken into record. After examination of all the documents, this office hereby convey its No Objection to the said scheme U/s. 233(1) (a) of the Companies Act, 2013 subject to other statutory compliances since the transferee company is a listed company too.

Further it is also directed to amend clause 14.2 of the said scheme regarding exemption in payment of fees in accordance with the provisions of Section 233(11) of the Companies Act, 2013.

Yours faithfully,

(Puneet Kumar Duggal)
Registrar of Companies
UP, Kanpur.

Copy to :-

1. M/s. Mirza International Limited, 14/6, Civil Lines, Kanpur – 208 001 (UP)

(Puneet Kumar Duggal)
Registrar of Companies
UP, Kanpur.



MIRZA INTERNATIONAL LIMITED

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

38th ANNUAL GENERAL MEETING

ATTENDANCE SLIP

| | |
|-----------------|---------------|
| Master Folio : | DP ID** : |
| No. of Shares : | Client ID** : |

I hereby record my presence at the 38th Annual General Meeting of the Company at Auditorium of Council for Leather Exports, HBTI Complex, Nawabganj, Kanpur - 208002 on Thursday, September 28, 2017.

I am a shareholder of the Company*

I am a Proxy/Authorised Representative of the shareholders(s)*

My name is _____
(Surname) (First Name) (Second Name)

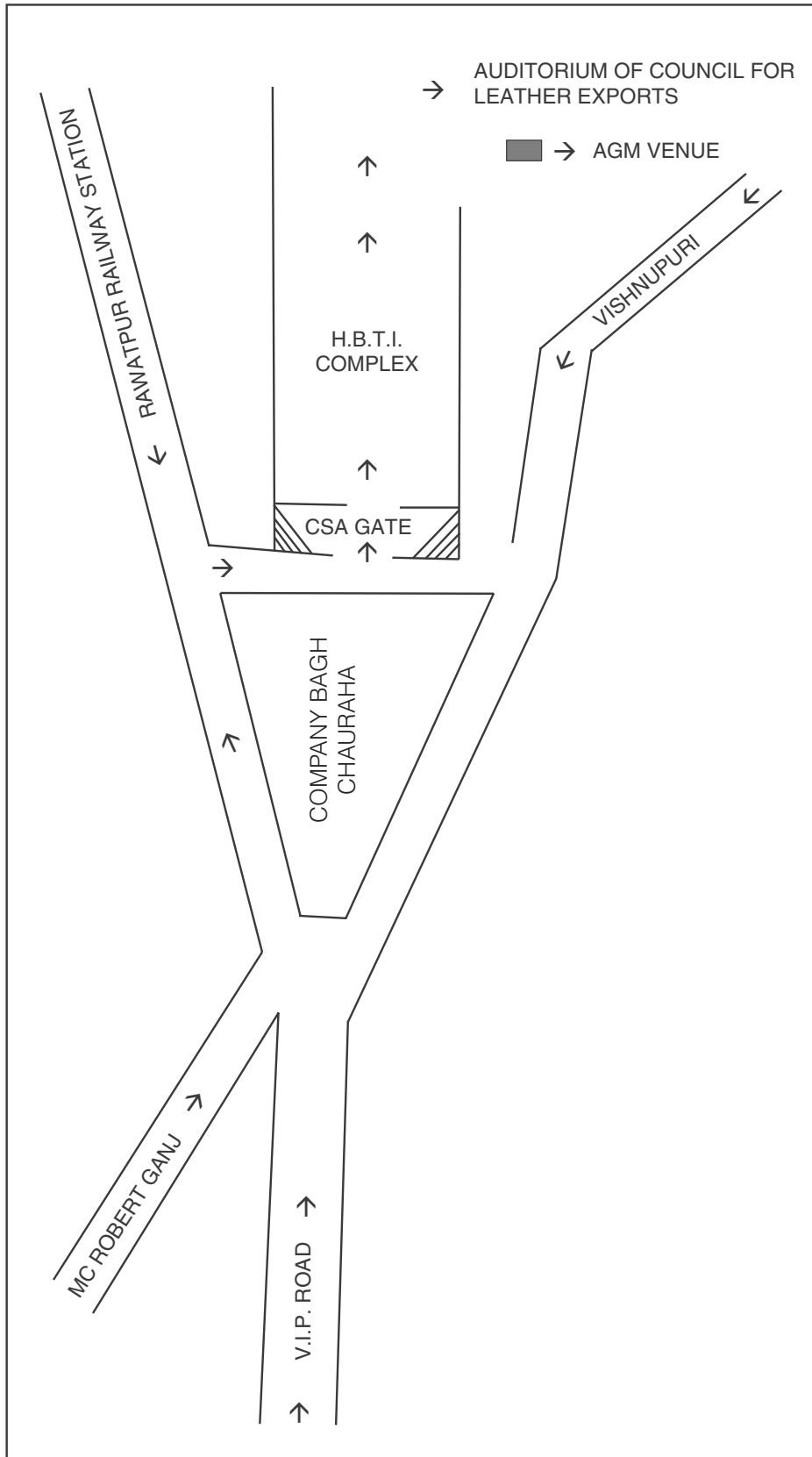
* Please strike off any one which is not applicable.

** Applicable for shareholders holding shares in electronic form.

- Note :1) Shareholder/Proxy who wishes to attend the meeting must bring the Attendance Slip at the meeting and hand over the same at the entrance, duly signed.**
2) No gifts would be given to Shareholders for attending the AGM, as per SEBI instructions.



ROUTE MAP OF THE AGM VENUE





MIRZA INTERNATIONAL LIMITED

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

38th ANNUAL GENERAL MEETING

PROXY Form

Form MGT-11

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and administration) Rules, 2014)

I / We of in the district of being a member/members of MIRZA INTERNATIONAL LIMITED hereby appoint of or failing him/her as my/our proxy to attend and vote for me/us and on my/our behalf at the 38th Annual General Meeting to be held on Thursday, September 28, 2017 at 1.00 p.m. or at any adjournment thereof.

| | |
|-----------------|---------------|
| Master Folio : | DP ID** : |
| No. of Shares : | Client ID** : |

Signed this day of 2017. (Signature)

Affix a
Re. 1/-
Revenue
Stamp

**Applicable for shareholders holding shares in electronic form.

Note : The Proxy must be deposited at the Registered Office of the Company at 14/6, Civil Lines, Kanpur not less than 48 hours before the time for holding the Meeting

I wish my above Proxy to vote in the manner as indicated in the box below:

| Resolution No. | Resolution | For | Against |
|--------------------------|--|-----|---------|
| Ordinary Business | | | |
| 1 | Consider and adopt Standalone and Consolidated Audited Financial Statements for the Financial Year ended on March 31, 2017 and the Report of the Auditors thereon. | | |
| 2 | Declaration of dividend for the Financial Year 2016-17 | | |
| 3 | Appointment of Director in place of Mr. Tauseef Ahmad Mirza (DIN: 00049037) who retires by rotation and being eligible, seeks re-appointment. | | |
| 4. | Appointment of Director in place of Mr. Shahid Ahmad Mirza (DIN: 00048990) who retires by rotation and being eligible, seeks re-appointment. | | |
| 5. | Appointment of M/s. D R A & Co., Chartered Accountants as Statutory Auditors of the Company | | |
| Special Business | | | |
| 6. | Re-appointment of Mr. Irshad Mirza (DIN-00048946) as Chairman (Executive) of the Company | | |
| 7. | Re-appointment of Mr. Rashid Ahmed Mirza (DIN-00049009) as Managing Director of the Company | | |
| 8 | Re-appointment of Mr. Shahid Ahmad Mirza (DIN-00048990) as Whole Time Director of the Company | | |

| | | | |
|----|--|--|--|
| 9 | Re-appointment of Mr. Tauseef Ahmad Mirza (DIN-00049037) as Whole Time Director of the Company | | |
| 10 | Re-appointment of Mr. Tasneef Ahmad Mirza (DIN-00049066) as Whole Time Director of the Company | | |
| 11 | Re-appointment of Mr. Narendra Prasad Upadhyay (DIN-00049196) as Whole Time Director of the Company | | |
| 12 | Re-appointment of Mr. Shuja Mirza, as President (Marketing) of the Company | | |
| 13 | Re-appointment of Mr. Faraz Mirza, as President (Production) of the Company | | |
| 14 | Approval of material related party transactions u/s 188 of Companies Act, 2013 | | |
| 15 | Fixation of the remuneration of Mr. A K Srivastava, Cost Auditor of the Company | | |
| 16 | Fixation of amount for delivery of document upon request of member over and above reimbursement of actual expenses incurred by the Company | | |
| 17 | Approval of Scheme of arrangement between Hi-Life Fabricators Private Limited and Mirza International Limited | | |

Signed this day of2017

Affix a
Re. 1/-
Revenue
Stamp

Signature of Shareholder Signature of Proxyholder(s)

Notes

- 1 This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at 14/6, Civil Lines, Kanpur – 208001, not less than 48 hours before the commencement of the Meeting.
- 2 This is only optional. Please put a `√` in the appropriate column against the resolutions indicated in the Box. If you leave For or Against column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
- 3 Appointing proxy does not prevent a member from attending in person if he so wishes.
- 4 In case of joint holders, the signature if any one holder will be sufficient, but names of all the joint holders should be stated.