

MIRZA INTERNATIONAL LIMITED

CIN-L19129UP1979PLC004821



September 01, 2018

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

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

Sirs,

Sub : Notice of 39th 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, we wish to inform you that 39th Annual General Meeting (AGM) of members of the Company is scheduled to be held on Wednesday, 26th September, 2018, at 01:00 P.M. at the Auditorium of Directorate of Extension, Chandra Shekhar Azad (CSA) University of Agriculture and Technology, Nawabganj, Kanpur-208002. 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 Wednesday, 19th September, 2018 to Wednesday, 26th September, 2018 (both days inclusive) for the purpose of declaration of Dividend and Annual General Meeting (AGM) of members of the Company scheduled to be held on Wednesday, 26th September, 2018, at 01:00 P.M. and cut-off date for the purpose of reckoning the eligibility of a Member to cast vote through remote e-voting is Tuesday, 18th September, 2018.

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
& Compliance Officer
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 CONVENING ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty-Ninth Annual General Meeting of the Members of the Company will be held on Wednesday, 26th September, 2018 at 01:00 P.M. at the Auditorium of Directorate of Extension, Chandra Shekhar Azad (CSA) University of Agriculture and Technology, Nawabganj, Kanpur - 208002 to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018 (both Standalone and Consolidated basis), together with the Reports of the Auditors and the Board of Directors thereon.
2. To declare final dividend for the financial year ended March 31, 2018. The Board recommends a Final Dividend of ₹ 0.90 per Equity Share of ₹ 2/- each, fully paid up.
3. To appoint a Director in place of Mr. Tasneef Ahmad Mirza (DIN: 00049066), who retires by rotation and being eligible, offers himself for re-appointment.

AS SPECIAL BUSINESS

4. Approval of Related Party Transactions

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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 with effect from 1st October, 2018 to 30th September, 2019 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 authorized 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.”

5. Ratification of the remuneration payable to Cost Auditor

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 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 2018-19, be paid a remuneration of ₹ 30,000/- per annum plus applicable service tax and out of pocket expenses that may be incurred.

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

6. To consider and determine the fees for delivery of any document through a particular mode of delivery to a member

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

“**RESOLVED THAT** in supersession of resolution passed at the 38th Annual General Meeting of the Company held on September 28, 2017 and 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 50/- (Rupees Fifty Only) per each document, 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.”

By the Order of the Board

For **MIRZA INTERNATIONAL LIMITED**

(Ankit Mishra)

Place: Kanpur
Date : August 07, 2018

Company Secretary &
Compliance Officer

NOTES FOR MEMBERS' ATTENTION

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules framed thereunder, in respect of the Special Business under Item Nos. 4, 5 and 6 of the accompanying Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE THIRTY NINTH ANNUAL GENERAL MEETING ('AGM') IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON HIS / HER BEHALF ONLY ON A POLL. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM.

In terms of Section 105 of the Companies Act, 2013 and Rules framed thereunder, a person can act as a proxy on behalf of the Members not exceeding fifty and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Members. The holder of proxy shall prove his identity at the time of attending the meeting.
3. Information as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), in respect of the Directors seeking appointment / re-appointment at the AGM is provided hereunder.
4. As required under SS-2 issued by ICSI, a route map, including a prominent landmark, showing directions to reach the AGM venue is annexed and forms part of this Notice.
5. Pursuant to Section 113 of the Companies Act, 2013 and Rules framed thereunder, the corporate members intending to send their authorized representatives to attend the AGM are requested to send to the Company, a certified copy of the Board Resolution and Power of Attorney, if any, authorizing their representative(s) to attend and vote on their behalf at the AGM.
6. Any Member desirous of receiving any information on the Financial Statements or operations of the Company is requested to forward his / her queries to the 'Secretarial and Compliance Department' of the Company at the Registered Office at least seven working days prior to the AGM, so that the required information can be made available at the AGM.
7. Pursuant to the provisions of Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, Members are informed that they may nominate at any time, in the prescribed manner, a person to whom their shares in the Company shall vest in the unfortunate event of their death. Members holding shares in physical mode should file their nomination with the Company or with M/s. Karvy Computershare Private Limited, the Registrar and Share Transfer Agent (RTA) of the Company, at their address given in the Annual Report, whilst those Members holding shares in demat / electronic mode should file their nomination with their Depository Participants (DPs).
8. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Share Transfer Books and Register of Members of the Company will remain closed from Wednesday, September 19, 2018 to Wednesday, September 26, 2018 (both days inclusive).



9. Dividend on Equity Shares, as recommended by the Board of Directors of the Company, for the financial year ended March 31, 2018, if declared, at the AGM, will be paid to:
- those Members whose names appear in the Register of Members of the Company at the end of business hours on Tuesday, September 18, 2018, after giving effect to all valid share transfers in physical mode lodged with the Company / RTA on or before Tuesday, September 18, 2018.
 - those 'Beneficial Owners' entitled thereto, in respect of shares held in electronic mode, whose names shall appear in the statements of beneficial ownership furnished by respective Depositories, viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), at the end of business hours on Tuesday, September 18, 2018.
10. Members holding shares in physical mode are requested to immediately notify any change in their address along with self-attested copy of address proof i.e., Aadhaar Card / Electricity Bill / Telephone Bill / Driving License / Passport / Bank Passbook particulars to the Company or its RTA and in case their shares are held in dematerialized mode, this information should be notified / submitted directly to their respective DPs.
11. Pursuant to Regulation 12 of the Listing Regulations read with Schedule I to the said Regulations, it is mandatory for all the Companies to use bank details furnished by the investors for distributing dividends, interests, redemption or repayment amounts to them through National / Regional / Local Electronic Clearing Services (ECS) or Real Time Gross Settlement (RTGS) or National Electronic Funds Transfer (NEFT), National Automated Clearing House (NACH) wherever ECS / RTGS / NEFT / NACH and bank details are available. In absence of electronic facility, Companies are required to mandatorily print bank details of the investors on 'payable-at-par' warrants or cheques for distribution of dividends or other cash benefits to the investors. In addition to that, if bank details of investors are not available, Companies shall mandatorily print the address of the investor on such payment instruments.
12. In all correspondence with the Company, Members holding shares in physical mode are requested to quote their Folio numbers and in case their shares are held in the dematerialized mode, Members are requested to quote their DP Id and Client Id.
13. Pursuant to erstwhile Section 205 of the Companies Act, 1956, all unclaimed / unpaid dividends were transferred to the General Revenue Account of the Central Government. Consequent upon amendments of erstwhile Sections 205A and 205C of the Companies Act, 1956 and introduction of Sections 124 and 125 of the Companies Act, 2013, and subsequent amendments thereof, the amount of dividend for the subsequent years remaining unclaimed / unpaid for a period of seven years or more from the date they first become due for payment, including the amounts which were transferred to General Revenue Account, have been transferred to the Investor Education and Protection Fund (IEPF) established by the Government of India.
14. In compliance with the provisions of Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as amended from time to time, the Company has transferred 2,82,990 Equity Shares, in aggregate in respect of 324 Members on which dividends remained unpaid or unclaimed for a period of seven consecutive years or more, to the Demat Account of IEPF Authority maintained with National Securities Depository Limited (NSDL).
15. In compliance with the provisions of Sections 124 and 125 of the Companies Act, 2013 read with the IEPF Rules as amended from time to time, the Equity Shares in respect of which dividend remains unclaimed / unpaid for seven consecutive years or more, are required to be transferred to the Demat Account of the IEPF Authority. In this regard, the Company had informed the Members concerned through letter(s) and subsequently through publication of Notice(s) in daily Newspapers, viz., Business Standard (Hindi and English) dated July 30, 2018 and advising them to claim their unclaimed / unpaid dividend from the Company within the stipulated time period. The Company has also uploaded on its website, i.e., www.mirza.co.in, the complete list of Members along with relevant details pertaining to unclaimed / unpaid dividend for seven consecutive years or more and the corresponding shares liable to be transferred to the Demat Account of the IEPF Authority. Members may view the aforesaid details on the website of the Company, i.e., www.mirza.co.in under the 'Investor Relations' category.
16. Members are informed that once the unclaimed / unpaid dividend is transferred to the designated account of IEPF and shares are transferred to the Demat Account of the IEPF Authority, no claim shall lie against the Company in respect of such dividend/ shares. The eligible Members are entitled to claim such unclaimed / unpaid dividend and shares

including benefits, if any, accruing on such shares from the IEPF Authority by making an application in prescribed Form IEPF-5 online and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents at the Registered Office of the Company for verification of their claim. Relevant details and the specified procedure to claim refund of dividend amount / shares along with an access link to the refund webpage of IEPF Authority's website for claiming the dividend amount / shares has been provided on the Company's website, i.e., www.mirza.co.in under the "Investor Relations" category.

17. All members who have either not received or have not yet encashed their dividend warrant(s) for the financial year ended March 31, 2011 till the financial year ended March 31, 2017 are requested to write to the Company's Registrar and Share Transfer Agent i.e. M/s Karvy Computer Share Private Ltd., Karvy Selenium Tower B, 6th Floor, Plot No. 31-32 Gachibowli Financial District, Nanakramguda, Hyderabad- 500 032 for obtaining duplicate dividend warrant without any further delay.
18. During the financial year ended March 31, 2018, the Company has deposited a sum of ₹ 4,65,924/- (Rupees Four Lakh Sixty Five Thousand Nine Hundred Twenty Four only) into the specified bank account of the IEPF, Government of India, towards unclaimed / unpaid dividend for the financial year 2009-10. The due dates for transfer of the unclaimed / unpaid dividend relating to subsequent years to IEPF are as follows:

| Dividend for the Financial Year Ended | Due date for transfer to IEPF |
|--|--------------------------------------|
| March 31, 2011 | 07/10/2018 |
| March 31, 2012 | 28/10/2019 |
| March 31, 2013 | 20/10/2020 |
| March 31, 2014 | 25/10/2021 |
| March 31, 2015 | 28/10/2022 |
| March 31, 2016 | 28/10/2023 |
| March 31, 2017 | 27/10/2024 |

19. The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all Members holding shares in physical form. Therefore, the Members are requested to submit their PAN and Bank Account details to the 'Secretarial and Compliance Department' of the Company at the Registered Office or to M/s. Karvy Computershare Pvt. Limited, the Registrar and Share Transfer Agent (RTA) of the Company. In this regard, the Members are requested

to submit a duly signed letter along with self-attested copy of PAN Card(s) of all the registered Members (including joint holders). Members are also requested to submit original cancelled cheque bearing the name of the sole / first holder. In case of inability to provide the original cancelled cheque, a copy of Bank Passbook / Statement of the sole / first holder duly attested by the Bank, not being a date earlier than one month may be provided. Members holding shares in demat form are requested to submit the aforesaid documents to their respective Depository Participant (s).

20. As per Regulation 40 of the SEBI (LODR) Regulations 2015 read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax Permanent Account Number (PAN) Card. Additionally, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository w.e.f December 05, 2018 or such other date as may be notified by SEBI. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / Nominee(s).
21. Members are requested to bring and produce the Attendance Slip duly signed as per the specimen signature recorded with the Company / DPs for admission to the AGM Hall.
22. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members of the Company without payment of fees at the Registered Office of the Company at 14/6, Civil Lines, Kanpur - 208 001. Inspection by the Members can be done on any working day between 10:00 a.m. to 05:00 p.m. upto the date of AGM of the Company and shall also be available at the venue of the AGM.
23. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 28, 2017.

24. VOTING THROUGH ELECTRONIC MEANS

- I. 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 by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to facilitate its Members to transact business at the AGM of the Company by voting through electronic means. In this regard, the Company has engaged the services of Karvy Computershare Pvt. Ltd. (Karvy) as the Agency to provide remote e-voting services and voting at the AGM venue through electronic voting system.

- II. The facility for voting through electronic means shall be made available at the AGM venue and the Members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM through electronic voting system.
- III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The instructions for remote e-voting are as under:

- 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 Sunday, September 23, 2018 (09:00 A.M.) to Tuesday, September 25, 2018 (05:00 P.M.). During the period, Members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date, Tuesday, September 18, 2018, 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.
25. Electronic copy of the Notice convening the 39th 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 39th 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.



26. 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. Tasneef Ahmad Mirza (00049066) | 19/03/1972 | Degree in Leather Technology, London | 01/10/17 | Industrialist & Leather Technologist having experience in his line of business and looking after operations of Tannery Division | | | | |

Please refer Corporate Governance Section of the Annual Report 2017-18

By the Order of the Board

For **MIRZA INTERNATIONAL LIMITED**

(Ankit Mishra)

Company Secretary &
Compliance Officer

Place: Kanpur

Date : August 07, 2018

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

Item No. 4:

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. However pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the following contracts / arrangements / transactions are material in nature and require the approval of the unrelated shareholders of the Company by an Ordinary Resolution:

| Sl. No. | Name | Name of Interested Director | Nature of Relationship | Terms of Contract/ arrangements | Nature of Contract | Duration |
|---------|-------------------------------|--|--|---|-------------------------|-----------------------|
| 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 Components, Jobwork charges & sale of Leather | Purchase/ Jobwork/ Sale | Upto ₹ 34,500.00 Lakh |

The above contracts / arrangements / transactions were approved by the Audit Committee at its meeting held on May 29, 2018 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 interest of the Company.

The Board, therefore, recommends the Resolution set out at Item No. 4 of the Notice for the approval of the Members in terms of Regulation 23 (4) of the SEBI (Listing Obligations and Disclosure Requirements) 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. 5:

In accordance with Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, the Company is required 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, 2019, 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 Companies Act, 2013 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. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2019.

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. 5 of the Notice.

The Board recommends the resolution set forth in Item No. 5 for the approval of the Members.

Item No. 6:

At the 38th Annual General Meeting of the Company, Shareholders have fixed fees of ₹ 10 (Rupees Ten only) per page subject to minimum of ₹ 100 (Rupees Hundred only) from members over and above reimbursement of actual expenses incurred by the Company for sending the document to him/ her in the desired particular mode upon receipt of request under section 20 of the Companies Act, 2013.

However, as an investor friendly initiative, the Board of Directors of the Company at its meeting held on August 07, 2018, have decided to reduce the above mentioned fees and to charge from a member in advance an amount of ₹ 50/- (Rupees Fifty Only) per document, over and above reimbursement of actual expenses incurred by the Company, for sending the document to him in the desired particular mode.

Accordingly, Board of Directors of the Company recommend the Ordinary Resolution at item no. 6 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. 6 of the accompanying Notice.

By the Order of the Board

For **MIRZA INTERNATIONAL LIMITED**

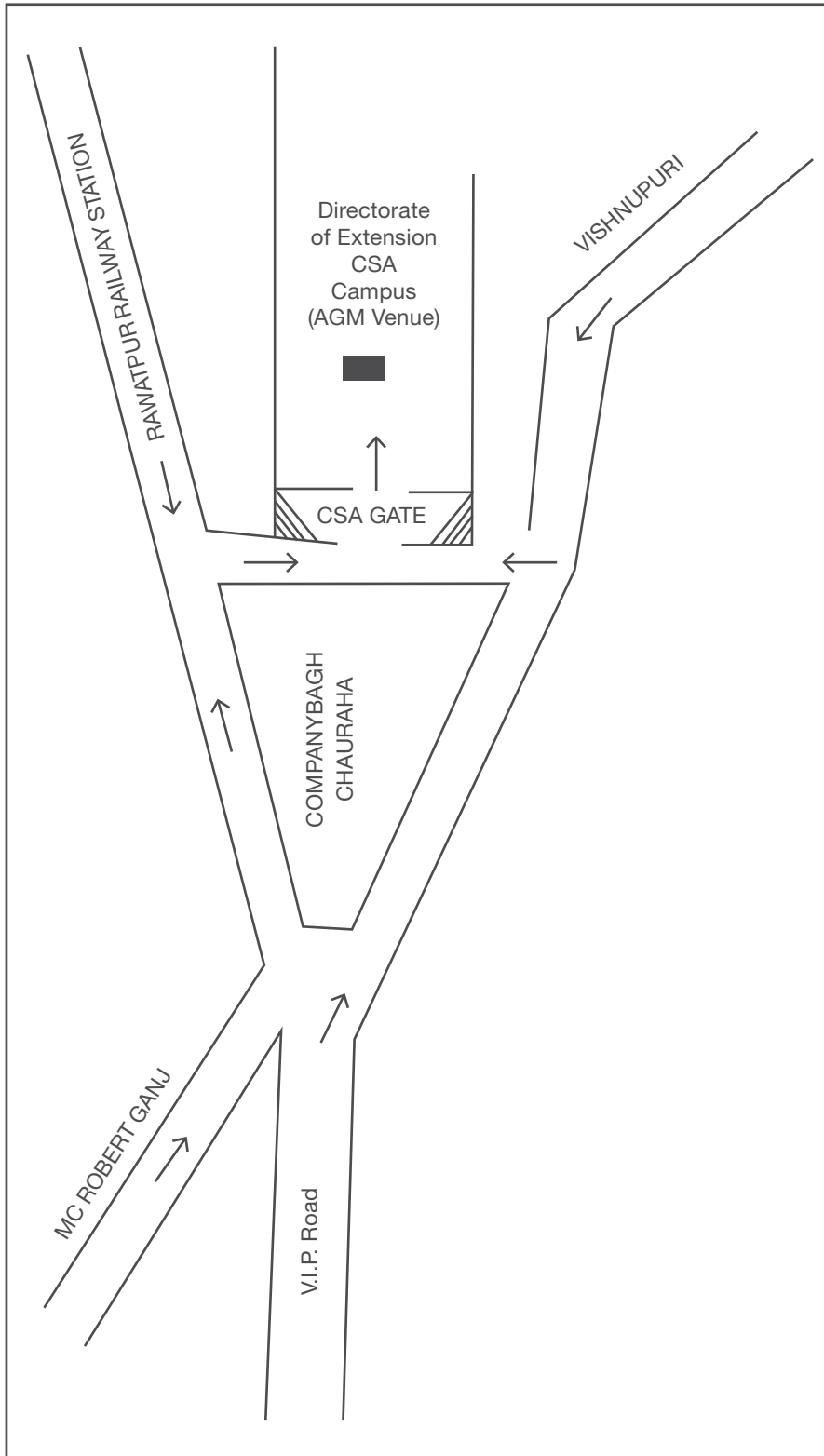
(Ankit Mishra)

Place: Kanpur
Date : August 07, 2018

Company Secretary &
Compliance Officer



ROUTE MAP OF THE AGM VENUE



MIRZA INTERNATIONAL LIMITED

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

39th ANNUAL GENERAL MEETING**ATTENDANCE SLIP**

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

I hereby record my presence at the 39th Annual General Meeting of the Company at Auditorium of Directorate of Extension, Chandra Shekhar Azad (CSA) University of Agriculture and Technology, Nawabganj, Kanpur - 208002 on Wednesday, September 26, 2018.

I am a shareholder of the Company*

I am a Proxy/Authorized 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.**

Intentionally Left Blank



MIRZA INTERNATIONAL LIMITED

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

39th 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/ Weof
in
 the district ofbeing a member / members of MIRZA INTERNATIONAL LIMITED hereby appoint
of.....

or failing him/heras my/our proxy to attend and vote for me/us and on my/our behalf at the 39th Annual General Meeting to be held on Wednesday, September 26, 2018 at 1.00 P.M. or at any adjournment thereof.

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

.....
 (Signature)

Affix a
 Re. 1/-
 Revenue
 Stamp

Signed this day of.....2018

**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 the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Auditors and the Board of Directors thereon. | | |
| 2 | Declaration of Dividend for the Financial Year 2017-18 | | |
| 3 | Appointment of a Director in place of Mr. Tasneef Ahmad Mirza (DIN: 00049066), who retires by rotation and being eligible, offers himself for re-appointment. | | |
| Special Business | | | |
| 4 | Approval of material related party transactions u/s 188 of Companies Act, 2013 | | |
| 5 | Fixation of the remuneration of Mr. A K Srivastava, Cost Auditor of the Company | | |
| 6 | Revision of amount for delivery of document upon request of member over and above reimbursement of actual expenses incurred by the Company | | |

Signed this day of2018

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.