

## Mirza International Limited

A-7, Mohan Coop. Indl. Estate, Mathura Road,  
New Delhi - 110044 (India)  
Ph. +91 11 4095 9500 / 9501, 2695 9553  
Fax. +91 11 2695 0499  
CIN : L19129UP1979PLC004821  
E-mail : marketing@redtapeindia.com  
Website : www.redtape.com

July 25, 2022

<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001  <b>Scrip Code: 526642</b>	<b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051  <b>NSE symbol: MIRZAIN</b>
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Dear Sir / Madam,

### Sub.: Postal Ballot Notice

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Postal Ballot Notice dated July 22, 2022 for seeking approval of Members of the Company for-

1. Increase in remuneration of Mr. Shuja Mirza, Whole Time Director of the Company
2. Increase in remuneration of Mr. Tauseef Ahmad Mirza, Whole Time Director of the Company
3. Increase in remuneration of Mr. Tasneef Ahmad Mirza, Whole Time Director of the Company
4. Re-appointment of Mr. Shuja Mirza as Whole-time Director

The Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company / Depositories as on Friday, July 22, 2022 (cut-off date). Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

The voting period will commence from Wednesday, July 27, 2022, at 9:00 a.m. IST and will end on Thursday, August 25, 2022, at 5:00 p.m IST.

This is for your information.

Thanking you.

Yours faithfully,  
For **Mirza International Limited**



**Harshita Nagar**  
**Company Secretary and Compliance Officer**  
Encl.: As above.



Registered & HO :  
14/6, Civil Lines, Kanpur - 208 001 (Uttar Pradesh)  
Ph. +91 512 253 0775 Fax. +91 512 253 0166  
Email : mirzaknp@redtapeindia.com  
Website : www.mirza.co.in

**Mirza International Limited**

**CIN:** L19129UP1979PLC004821

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

**Phone:** +91 512-2530 775 / 844 / 6761,

**E-mail:** [compliance@mirzaindia.com](mailto:compliance@mirzaindia.com); **Website:** [www.mirza.co.in](http://www.mirza.co.in)

**NOTICE OF POSTAL BALLOT**

**[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]**

Dear Member(s),

Notice of postal ballot ("Notice") is hereby given pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Companies Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations"), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable laws and regulations, if any, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022 ("MCA Circulars") in view of COVID-19 pandemic, that it is proposed to seek the consent of the shareholders ("Members") of the Company, for the resolution appended herein below by way of postal ballot through electronic voting ("E-voting").

Pursuant to Sections 102, 108 and 110 of the Companies Act, the resolution proposed to be passed by way of Postal Ballot and the Explanatory Statement setting out the material facts concerning the said resolution and the reasons thereof, are annexed hereto for consideration of the Members.

In compliance with Regulation 44 of the SEBI Listing Regulations, as amended and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the corresponding rules and the MCA Circulars, the Company is sending this Notice in electronic form to all the Members who have registered their email addresses with the Company/Depositories/Registrar & Share Transfer Agent ("RTA"). Physical copy of this Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot since relaxed by MCA Circulars in view of Covid-19 pandemic situation. The communication of assent/dissent of the Members will take place through the remote e-voting system only, in compliance with the MCA Circulars. The instructions for remote e-voting are appended to this Notice.

The Board of Directors of the Company has appointed Mr. Ankit Misra, Company Secretary in Practice, Kanpur (ACS No. 30650, CP No. 23471), as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from 09:00 A.M. (IST) on Wednesday, July 27, 2022 and ends at 05:00 P.M. (IST) on Thursday, August 25, 2022, failing which it will be strictly considered that no reply has been received from the Member. The Scrutinizer will submit the report to the Chairman of the Company, or any other person authorized by the Chairman upon completion of the scrutiny of the votes cast through remote e-voting. The results of Postal Ballot shall be declared on or before Saturday, August 27, 2022.

The said results along with the Scrutinizer's report be communicated to the Stock Exchanges, National Depository Services Limited (NSDL) Central Depository Services (India) Limited (CDSL) and Company's RTA and will also be displayed on the Company's website [www.mirza.co.in](http://www.mirza.co.in).

## Resolutions

### Item No. 1: Increase in remuneration of Mr. Shuja Mirza, Whole Time Director of the Company

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

**“RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 (Act) and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the members be and is hereby accorded for increase in remuneration of Mr. Shuja Mirza, (DIN: 01453110) as Whole Time Director of the Company for his remaining tenure April 1, 2022 to May 31, 2022 (both days inclusive) as detailed below:

#### **Terms and Conditions:**

**Remuneration:** Gross monthly remuneration not exceeding Rs. 50,00,000/- (Rupees Fifty Lacs only) whether paid as salary, allowance(s), perquisites or a combination thereof (with a liberty to the Board to review and set the level from time to time subject to maximum of Rs. 50,00,000 per month) w.e.f. April 1, 2022.

**Medical Allowance:** Rs. 20,00,000 per annum for self and family, in addition to the aforesaid remuneration.

**Security-**The Company shall provide for round the clock security at the Director's residence.

**Provided that the following perquisites will not be included in the aforesaid remuneration:**

- i. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- iii. Encashment of leave at the end of tenure.

**RESOLVED FURTHER THAT** payment/re-imbusement of telephone and/or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in course of the official duties will not be included in the aforesaid remuneration.

**RESOLVED FURTHER THAT** Mr. Shuja Mirza shall not be paid any sitting fee for attending the meetings of the Board of Directors or Committees thereof.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits, the above remuneration by way of salary, commission, perquisites and other allowances payable to the above said Whole-time Director, being within the limits prescribed in Section II of Part II of Schedule V to the Act, shall be payable as minimum remuneration.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee of the Company be and are hereby severally authorised to fix such remuneration and to work out various components of the remuneration package as it may deem fit and proper within the overall limits of the remuneration as approved above.

**RESOLVED FURTHER THAT** Board of Directors of the Company and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby jointly or severally authorised to do all such other acts, deeds, things and matters as they may consider necessary expedient in connection with the working of the said purpose.”

**Item No. 2: Increase in remuneration of Mr. Tauseef Ahmad Mirza, Whole Time Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 (Act) and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the members be and is hereby accorded for increase in remuneration of Mr. Tauseef Ahmad Mirza, (DIN: 00049037) as Whole Time Director of the Company for his remaining tenure April 1, 2022 to September 30, 2023 (both days inclusive) as detailed below:

**Terms and Conditions:**

**Remuneration:** Gross monthly remuneration not exceeding Rs. 36,50,000/- (Rupees Thirty Six Lacs Fifty Thousand only) whether paid as salary, allowance(s), perquisites or a combination thereof (with a liberty to the Board to review and set the level from time to time subject to maximum of Rs. 36,50,000 per month) w.e.f. April 1, 2022.

**Medical Allowance:** Rs.20,00,000 per annum for self and family, in addition to the aforesaid remuneration.

**Security-**The Company shall provide for round the clock security at the Director's residence.

**Provided that the following perquisites will not be included in the aforesaid remuneration:**

- i. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- iii. Encashment of leave at the end of tenure.

**RESOLVED FURTHER THAT** payment/re-imbursment of telephone and/or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in course of the official duties will not be included in the aforesaid remuneration.

**RESOLVED FURTHER THAT** Mr. Tauseef Ahmad Mirza shall not be paid any sitting fee for attending the meetings of the Board of Directors or Committees thereof.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits, the above remuneration by way of salary, commission, perquisites and other allowances payable to the above said Whole-time Director, being within the limits prescribed in Section II of Part II of Schedule V to the Act, shall be payable as minimum remuneration.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee of the Company be and are hereby severally authorised to fix such remuneration and to work out various components of the remuneration package as it may deem fit and proper within the overall limits of the remuneration as approved above.

**RESOLVED FURTHER THAT** Board of Directors of the Company and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby jointly or severally authorised to do all such other acts, deeds, things and matters as they may consider necessary expedient in connection with the working of the said purpose.”

**Item No. 3: Increase in remuneration of Mr. Tasneef Ahmad Mirza, Whole Time Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 (Act) and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the members be and is hereby accorded for increase in remuneration of Mr. Tasneef Ahmad Mirza, (DIN: 00049066) as Whole Time Director of the Company for his remaining tenure April 1, 2022 to September 30, 2023 (both days inclusive) as detailed below:

**Terms and Conditions:**

**Remuneration:** Gross monthly remuneration not exceeding Rs. 28,00,000 (Rupees Twenty Eight Lacs only) whether paid as salary, allowance(s), perquisites or a combination thereof (with a liberty to the Board to review and set the level from time to time subject to maximum of Rs. 28,00,000 per month) w.e.f. April 1, 2022.

**Medical Allowance:** Rs. 20,00,000 per annum for self and family, in addition to the aforesaid remuneration.

**Security-**The Company shall provide for round the clock security at the Director's residence.

**Provided that the following perquisites will not be included in the aforesaid remuneration:**

- i. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- iii. Encashment of leave at the end of tenure.

**RESOLVED FURTHER THAT** payment/re-imbusement of telephone and/or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in course of the official duties will not be included in the aforesaid remuneration.

**RESOLVED FURTHER THAT** Mr. Tasneef Ahmad Mirza shall not be paid any sitting fee for attending the meetings of the Board of Directors or Committees thereof.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits, the above remuneration by way of salary, commission, perquisites and other allowances payable to the above said Whole-time Director, being within the limits prescribed in Section II of Part II of Schedule V to the Act, shall be payable as minimum remuneration.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee of the Company be and are hereby severally authorised to fix such remuneration and to work out various components of the remuneration package as it may deem fit and proper within the overall limits of the remuneration as approved above.

**RESOLVED FURTHER THAT** Board of Directors of the Company and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby jointly or severally authorised to do all such other acts, deeds, things and matters as they may consider necessary expedient in connection with the working of the said purpose.”

#### **Item No. 4: Re-appointment of Mr. Shuja Mirza as Whole-time Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (Act) and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the members be and is hereby accorded for re-appointment of Mr. Shuja Mirza, (DIN: 01453110) as Whole Time Director of the Company for a period of 5 (five) consecutive years from June 1, 2022 to May 31, 2027 (both days inclusive), who shall be liable to retire by rotation, upon following terms and conditions as detailed below:

**Terms and Conditions:**

**Remuneration:** Gross monthly remuneration not exceeding Rs. 50,00,000/- (Rupees Fifty Lacs only) whether paid as salary, allowance(s), perquisites or a combination thereof (with a liberty to the Board to review and set the level from time to time subject to maximum of Rs. 50,00,000 per month) w.e.f. June 1, 2022 till May 31, 2025.

**Medical Allowance:** Rs. 20,00,000 per annum for self and family, in addition to the aforesaid remuneration.

**Security-**The Company shall provide for round the clock security at the Director's residence.

**Provided that the following perquisites will not be included in the aforesaid remuneration:**

- i. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- iii. Encashment of leave at the end of tenure.

**RESOLVED FURTHER THAT** payment/re-imbusement of telephone and/or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in course of the official duties will not be included in the aforesaid remuneration.

**RESOLVED FURTHER THAT** Mr. Shuja Mirza shall not be paid any sitting fee for attending the meetings of the Board of Directors or Committees thereof.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits, the above remuneration by way of salary, commission, perquisites, and other allowances payable to the above said Whole-time Director, being within the limits prescribed in Section II of Part II of Schedule V to the Act, shall be payable as minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee/sub-committee of the Board) be and is hereby authorised to assign and delegate, from time to time, such work, duties, power and authorities to the Whole Time Director as it may deem fit and proper.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee of the Company be and are hereby severally authorised to fix such remuneration and to work out various components of the remuneration package as it may deem fit and proper within the overall limits of the remuneration as approved above.

**RESOLVED FURTHER THAT** Board of Directors of the Company and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby jointly or severally authorised to do all such other acts, deeds, things and matters as they may consider necessary expedient in connection with the working of the said purpose."

**By order of the Board**

**For Mirza International Limited**

**Place :** New Delhi

**Date :** July 22, 2022

**Harshita Nagar**

**Company Secretary & Compliance Officer**

## NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, setting out material facts concerning Special Businesses set out in the Notice of Postal Ballot (the “Notice”) is appended below and forms part of this Postal Ballot Notice.
2. The Postal Ballot Notice is being sent only by electronic mode to all those Members / Beneficial Owners of the Company whose names appear in the Register of Members/ list of Beneficial Owners as received from the Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on Friday, July 22, 2022 (“Cut-off Date”) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, KFin Technologies Limited (“RTA”) in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India’s General Circulars Nos.14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 and 03/2022 dated April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021 and May 5, 2022 respectively (“MCA Circulars”).
3. The Members may also note that the Notice will also be available on the Company’s website viz. <https://www.mirza.co.in> and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed and on the website of KFin Technologies Limited [www.evoting.kfintech.com](http://www.evoting.kfintech.com).
4. All the Members of the Company would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Members whose names are appearing on the Register of Members / List of Beneficial Owners as on the Cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants) shall be eligible for remote e-voting. A person who is not member as on the Cut-off date should treat this notice for information purpose only.
5. The members holding shares in physical form are requested to intimate changes pertaining to their bank account details, address, e-mail address, contact numbers etc., if any, to the Company’s RTA. Members holding shares in dematerialised form should intimate any such change to their Depository Participant.
6. Non-Resident Indian Members are requested to inform the Company’s RTA immediately: a) the particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier. b) any change in their residential status on return to India for permanent settlement.
7. Equity Shares of the Company are under Compulsory Demat segment. Further, Securities and Exchange Board of India (“SEBI”) has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 01, 2019. Accordingly, the Company / RTA has stopped accepting any fresh lodgement of transfer of shares in physical form. In view of the above and to avail various benefits of dematerialisation, the Members who have not yet got their Equity Shares dematerialised, are requested to contact any of the Depository Participants in their vicinity

for getting their shares dematerialised. In case any clarification is needed in that regard, the undersigned may be contacted in person or by communication addressed to the Company.

8. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit a self-attested copy of their PAN Card to the Company / RTA.
9. In all correspondence(s) with the Company / RTA, Members are requested to quote their folio number and in case their shares are held in the dematerialised form, they must quote their DP ID and Client ID number for easy reference and speedy disposal thereof.
10. Members who are holding shares in physical form in multiple folios in identical names or joint holding in the same order of names, are requested to send the share certificates to the Company's RTA for consolidation into a single folio.

**11. Voting through Electronic Means:**

In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with General Circular no. 02/2021 dated 13<sup>th</sup> January 2021 issued by Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January 2021 issued by the Securities and Exchange Board of India (SEBI), the Company is providing facility to exercise votes on the item of business given in the Notice through electronic voting system only, to members holding shares as on Friday, July 22, 2022, being the Cut-off date fixed for determining voting rights of members, entitled to participate in the E-voting process, through the E-voting platform provided by KFintech.

**12. The instructions for E-voting are as under:**

Step 1 :

[Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.](#)

Step 2 :

[Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.](#)

**Details on Step 1 are mentioned below:**

[Login method for remote e-Voting for Individual shareholders holding securities in demat mode.](#)

Type of shareholders	Login Method
<a href="#">Individual Shareholders holding securities in demat mode</a>	<p><b>1. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</li> </ol>

<p><a href="#">with NSDL</a></p>	<p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p><b>2. User not registered for IDeAS e-Services</b></p> <p>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in points 1</p> <p>.</p> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <p>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech.</p> <p>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>
<p><a href="#">Individual Shareholders holding securities in demat mode with CDSL</a></p>	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <p>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e <b>KFintech</b> where the e- Voting is in progress.</p>
<p><a href="#">Individual Shareholder login through their demat accounts / Website of</a></p>	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider –</p>

<a href="#">Depository Participant</a>	<b>Kfintech</b> and you will be redirected to e-Voting website of <b>KFintech</b> for casting your vote during the remote e-Voting period without any further authentication.
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[Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.](#)

[Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.](#)

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>

**Details on Step 2 are mentioned below:**

**Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

- (A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
  - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, 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 KFintech for e-voting, you can use your existing User ID and password for casting the vote.
  - iii. After entering these details appropriately, click on "LOGIN".
  - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise 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 your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the "EVEN" i.e., '6763- Postal Ballot" and click on "Submit"

- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
  - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
  - xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative on its behalf to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [ankit99900@gmail.com](mailto:ankit99900@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format “Corporate Name\_Even No.”
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Postal Ballot Notice and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  - ii. Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the postal ballot notice and the e-voting instructions.
  - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

### C. General Instructions

- i. **In case Members of the Company have not registered their e-mail address:**

On account of threat posed by COVID-19 and in terms of the MCA and SEBI Circular mentioned hereinabove, the Company will send Postal Ballot Notice in Electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the E-voting system only. Therefore, those Members who have not yet registered their e-mail address are requested to get their e-mail addresses temporarily registered by visiting <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>. Post successful registration of email, the Member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable remote e-voting for this Postal Ballot. In case of any queries, member may write to [evoting@Kfintech.com](mailto:evoting@Kfintech.com).
  - ii. The Remote E-voting period commences from 9.00 a.m. (IST) on Wednesday, July 27, 2022 and ends at 5.00 p.m. (IST) on Thursday, August 25, 2022. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date of Friday, July 22, 2022, may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - iii. The Scrutinizer shall, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Company Secretary of the Company.
  - iv. Subject to the receipt of sufficient votes, the Resolutions shall be deemed to be passed on the last date of voting i.e. on Thursday, August 25, 2022. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.mirza.co.in](http://www.mirza.co.in) and also on the notice board placed at the Registered Office of the Company and on the website of KFintech.
  - v. To receive communication through electronic means, including annual reports and notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with KFintech on <https://ris.kfintech.com/clientservices/postalballot/registration.aspx> or contact Ms. C Shobha Anand, Dy. Vice President, Toll Free No. 1800 309 4001, at KFin Technologies Limited, [Unit: Mirza International Limited], Selenium Building B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India.
13. The voting rights of the equity shareholders shall be in proportion to the paid-up value of their shares in the total paid-up share capital of the Company carrying voting rights, as on the cut-off date, being Friday, July 22, 2022.
  14. The Board of Directors of the Company has appointed Mr. Ankit Misra, Practicing Company Secretary (ACS No. 30650, CP No. 23471), proprietor of Ankit Misra & Co., Company Secretaries, as the Scrutinizer to conducting the Postal Ballot process, through e-voting process in a fair and transparent manner.
  15. After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman or any other person authorized by him. The results of the postal ballot (conducted through remote e-

voting process) along with Scrutinizer's Report, will be announced on or before Saturday, August 27, 2022 and same will be displayed on the website of the Company [www.mirza.co.in](http://www.mirza.co.in) besides being notified to BSE Limited and National Stock Exchange of India Limited, where the Company's shares are listed. Results will also be posted on the Website of KFin Technologies Limited at <https://evoting.kfintech.com>.

16. The resolutions, if assented by the requisite majority through Postal Ballot, shall be deemed to be duly passed on the last date specified for e-voting, i.e. Thursday, August 25, 2022, in terms of the Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India.
17. As required by the Rules read with the MCA Circulars and the SEBI LODR Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper and one Hindi daily newspaper.
18. All the relevant documents referred to in this Notice and Explanatory Statement will be available for inspection electronically until the last date of remote e-voting. Shareholders seeking to inspect such documents may send an email at [compliance@mirzaindia.com](mailto:compliance@mirzaindia.com).
19. The members are aware that currently COVID-19 has affected many countries including India. Pursuant to advisory issued by the Ministry of Health & Family Welfare, MCA and other authorities on preventive measures to contain the spread of COVID-19, please note that the Company is taking all possible precautionary measures to meet this public health situation and contributing to containing the disease and minimizing its contagious effect. You are also requested to ensure to follow the directives issued by Government of India / State Government for safety of everyone and take adequate precautions at personal as well as at a social level and follow the medical advisories.

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

### **Item No. 1 to 3**

The Company has made the significant growth during the financial year 2021-22 towards improving its operational performance. The robust financial status of the Company marked the contributions made by Mr. Shuja Mirza, Mr. Tauseef Ahmad Mirza and Mr. Tasneef Ahmad Mirza, Whole-time Directors of the Company. The Board of Directors on the recommendation of Nomination and Remuneration Committee of the Board and subject to the approval of Members, it is proposed to increase the remuneration payable to Mr. Shuja Mirza, Mr. Tauseef Ahmad Mirza and Mr. Tasneef Ahmad Mirza w.e.f. April 1, 2022.

The statement containing the information as per Schedule V, Part II of the Companies Act, 2013 is stated in the Annexure accompanying with this Notice.

None of the other directors / key managerial personnel and their relatives except Mr. Rashid Ahmed Mirza, Mr. Shahid Ahmad Mirza, Mr. Tauseef Ahmad Mirza Mr. Tasneef Ahmad Mirza and Mr. Shuja Mirza is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 to 3 of the Notice respectively.

Approval of Members is accordingly sought for increase in remuneration of Mr. Shuja Mirza, Mr. Tauseef Ahmad Mirza and Mr. Tasneef Ahmad Mirza as set out in the resolution by way of special resolution as set out in the Item No. 1 to 3 of the accompanying Notice. The Board recommends the special resolution at Item No. 1 to 3 of the accompanying Notice for the approval of the members.

### **Item No. 4**

The Board of Directors in their meeting held on May 30, 2022, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of Members, has re-appointed Mr. Shuja Mirza as Whole-time Director of the Company, liable to retire by rotation, for a further period of 5 (five) years, commencing from June 1, 2022 to May 31, 2027 (both days inclusive), who shall be liable to retire by rotation. Mr. Shuja Mirza is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The details pertaining to Mr. Shuja Mirza are furnished hereunder:

Mr. Shuja Mirza aged 41 years, is graduate in Science (Computer Information System and telecommunication) from California State University, USA. He has rich experience in the field of marketing. He is associated with the marketing operations of the Company in the domestic sector since October, 2006. Mr. Shuja Mirza holds 1,02,02,099 shares in the Company as on March 31, 2022. He is son of Mr. Rashid Ahmed Mirza and nephew of whole-time Directors of the Company except Mr. N. P. Upadhyaya.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Shuja Mirza under Section 190 of the Act. This statement may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations.

The statement containing the information as per Schedule V, Part II of the Companies Act, 2013 is stated in the Annexure accompanying with this Notice.

Mr. Shuja Mirza is interested in the resolution set out at Item no. 4 of the Notice in regard to his appointment. The relatives of Mr. Shuja Mirza may be deemed to be interested in the resolution set out in item no. 4 to the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other directors / key managerial personnel and their relatives except Mr. Rashid Ahmed Mirza, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Approval of Members is accordingly sought for re-appointment of Mr. Shuja Mirza as set out in the resolution by way of special resolution as set out in the Item No. 4 of the accompanying Notice. The Board recommends the special resolution at Item No. 4 of the accompanying Notice for the approval of the members.

**By order of the Board**

**For Mirza International Limited**

**Place :** New Delhi  
**Date :** July 22, 2022

**Harshita Nagar**  
**Company Secretary & Compliance Officer**

**Annexure to the Postal Ballot Notice dated July 22, 2022**

The statement containing the below information as per Schedule V, Part II of the Companies Act, 2013 are hereunder:

**1. General Information**

- a. Nature of Industry: Fashion Industry
- b. Date or expected date of commencement of commercial production: N.A.
- c. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.
- d. Financial performance based on given indicators:

Particulars	(Rs. In Lakh)	
	2021-22	2020-21
Turnover	1,67,726	1,04,806
Profit Before Tax	14,942	1,046
Profit After Tax	11,044	738

- e. Foreign investments or collaborations, if any: NIL

**2. Information about the appointee**

Particulars	Name of Director		
	Mr. Shuja Mirza	Tauseef Mira	Tasneef Mirza
Background details	Mr. Shuja Mirza is the son of Mr. Rashid Ahmed Mirza CMD of the Company. He is a graduate in Science (Computer Information System & Telecommunication) from California State University, USA. He is associated with the Company since 2006.	Mr. Tauseef Ahmed Mirza holds a Diploma in Shoe Technology from UK and has a vast experience of more than three decades in the leather industry. He is heading the product line for women's shoes. Everything from scratch to the end product in women's shoes division is overseen and gracefully handled by him.	Mr. Tasneef Ahmad Mirza holds a Degree in Leather Technology from the renowned Leicester University of UK. A Leather Technologist having an experience of over two decades, he looks after the core operations of the company and is the overall in-charge of the Tannery Division of the company.
Past Remuneration	Rs. 3 crore p.a.	Rs. 2.28 crore p.a.	Rs. 2.04 crore p.a.
Recognition or awards	N.A.		
Job profile and his sustainability	He is associated with the Company since 2006 and leading the company to touch ever highest domestic turnover of more than Rs. 1,000 crore.	He is associated with the Company more than three decades and leading the company to the great height.	He has experience of over two decades and looking into the operations of the Company.
Remuneration proposed	As set out in the Resolution No. 1 & 4	As set out at item no. 2	As set out at item no. 3

<p>Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)</p>	<p>Considering the responsibilities performed by them of the enhanced business of the Company, the proposed remuneration is commensurate with the industry standards.</p>	
<p>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:</p>	<p>He is the son of Chairman and Managing Director of the Company.</p>	<p>Mr. Tauseef Ahmad Mirza and Mr. Tasneef Ahmad Mirza are brother of Mr. Rashid Ahmed Mirza and Mr. Shahid Ahmad Mirza.</p>

### 3. Other Information

- a. **Reasons of loss or inadequate profits:** Inadequate profit under section 198 of Companies Act, 2013, to pay the remuneration comparable with role, experience, past achievements of the managerial personnel. Company is aggressively investing in domestic expansion positive outcome of which are likely to be seen in coming years.
- b. **Steps taken or proposed to be taken for improvement:** Domestic sale is already improved and company will see its positive impact in profit in future.
- c. **Expected increase in productivity and profits in measurable terms:** More than 50%.