

MIRZA INTERNATIONAL LIMITED

CIN-L19129UP1979PLC004821



The General Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400001

Sub: Submission of documents post approval of amalgamation by the High Court in terms of Part II(A)(2) of Annexure I of the SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015

Re: Scheme of Amalgamation of Genesisfootwear Enterprises Pvt Ltd with Mirza International Ltd and their respective shareholders and creditors under Section 391& 394 of the Companies act,1956 [BSE Observation letter No. DCS/AMAL/CS/24(f)/112/2015-16 dated 29th July, 2015]

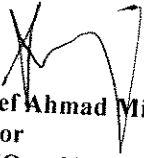
Dear Sirs

This has reference to captioned matter; we are pleased to submit the following documents;

S.N.	Documents	Remarks
a.	Copy of the High Court approved Scheme	Enclosed
b.	Result of voting by shareholders for approving the Scheme	Enclosed
c.	Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme	Undertaking enclosed [there is no change carried out in the approves Scheme vis-avis the Draft Scheme]
d.	Status of compliance with the Observation Letter or No Objection Letter of the stock exchange(s)	Enclosed
e.	Application seeking exemption from Rule 19(2)(b) of SCRR, 1957 wherever applicable	Not Applicable
f.	Complaints Report	
g.	Copy of the observation letter issued by all the Stock Exchanges where Company is listed	Enclosed Enclosed
h.	Copy of certified true copy form INC-28 along with the ROC receipt filled by the Transferor and Transferee	Enclosed

Thanking you,

For **Mirza International Limited**


Tasneef Ahmad Mirza
Director
DIN NO. : 00049066

Date: 8th February, 2016
Place: Kanpur

Encl: a/a

IN THE HIGH COURT OF JUDICATURE AT ALLAHABAD
ORIGINAL JURISDICTION

IN THE MATTER OF THE COMPANIES ACT, 1956
of Section 391 and 394
AND

COMPANY PETITION NO. 67 OF 2015

Connected with

COMPANY APPLICATION NO. 21 OF 2015

In the matter of Scheme of Amalgamation Genesisfoot
Wear Enterprises Pvt. Ltd. Regd. Office at 14/6,
Civil Lines, Kanpur 208001, Uttar Pradesh.

.....Petitioner No. 1
(Transferor Company)

And

Mirza International Ltd.; Regd. Office at 14/6,
Civil Lines, Kanpur 208001, Uttar Pradesh.

..... Petitioner No. 2
(Transferee Company)

BEFORE THE HON'BLE MR. JUSTICE PANKAJ MISHRA

Dated : 15.12.2015

ORDER UNDER SECTION 394

The above petition coming on for consideration on the 15th day of December, 2015, upon reading the said Petition, the order dated 31.08.2015 whereby the said Company was ordered to convene a Meetings of the Shareholders and unsecured creditors of the transferee Company for the purpose of considering and if thought fit, approving, with or without modification, the Scheme of amalgamation proposed to be made between the said Company and annexed to the affidavit of Shuja Mirza filed the 27th day of August, 2015, the newspapers Financial Express (English) and Dainik Aaj (Hindi) dated 21.09.2015, each containing the advertisement of the said notice convening the said Meetings directed to be held by the said order dated

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31.08.2015, the affidavit of Shubham Agarwal Advocate Chairman and Nimal Das advocate Chairman filed the 12th day of October, 2015, showing the Publication and despatch of the notices convening the said Meetings, the reports of the Chairman of the said meetings dated 17.10.2015 as to the result of the said Meetings and upon hearing Shri Rajeev K. Goel Advocate counsel for the petitioner and it appearing from the reports that the proposed Scheme of Amalgamation has been approved unanimously, present and voting in person or by proxy.

The scheme of amalgamation filed as annexure A-1 to the petition is hereby sanctioned.

The petitioner companies are directed to file scheme of amalgamation alongwith the certified ^{copy} of this order and the formal order before the Registrar of Companies U.P. at Kanpur within a period of 30 days from receiving the same.

The scheme shall come into operation on registration by the R.O.C. w. e. f. appointed date mentioned in the Scheme and the transferor Company shall stand dissolved.

1. That all the property, rights and powers of the transferor company specified in the first, second and third parts of the Schedule hereto and all the other property, rights and powers of the transferor company be transferred without further act or deed to the transferee company and accordingly the same shall pursuant to Section 394 (2) of the Companies Act, 1956, be transferred to and vest in the transferee company for all the estate and interest of the transferor company therein but subject nevertheless to all charges now affecting the same.

2. That all the liabilities and duties of the transferor company be transferred without further act or deed to the transferee company and accordingly the same shall pursuant

..... 3

to section 394 (2) of the Companies Act, 1956, be transferred to and become the liabilities and duties of the transferee company; and

3. That all the proceedings now pending by or against the transferor company be continued by or against the transferee company; and

4. That the transferee company do without further application allot to such members of the transferor company the shares in the transferee ^{Company} to which they are entitled under the said Scheme of Amalgamation.

5. That any person interested shall be at liberty to apply to the court in the above matter for any directions that may be necessary.

SCHEDULE

Scheme of Amalgamation as sanctioned by the Court- Annexed.

SCHEDULE

PART-I

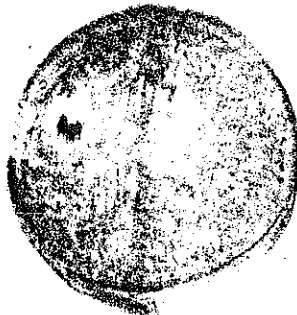
Short description of the freehold property of the transferor company- Annexed.

PART-II

Short description of the leasehold property of the transferor company- Nil

PART-III

Short description of all stocks, shares debentures and other choses in action of the transferor company- Annexed.



31

The High Court of Judicature at Allahabad

Annexure No. 1

IN

Company App No. 21 of 2003

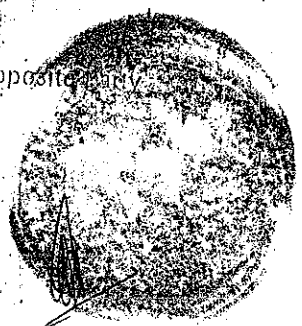
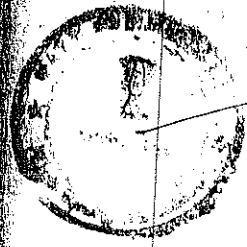
District Rampur

Complainant's foot wear Ind. Pro. Pvt. Ltd.

Petitioner/Applicant
Vs. 30 Ind. Pro. Pvt. Ltd. Revisionist

Versus

Respondent/Opposite Party



(5)

32
SCHEME OF AMALGAMATION

OF

GENESISFOOTWEAR ENTERPRISES PVT LTD

WITH

MIRZA INTERNATIONAL LTD

AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

UNDER SECTIONS 391 & 394 OF THE COMPANIES ACT, 1956

DEFINITIONS

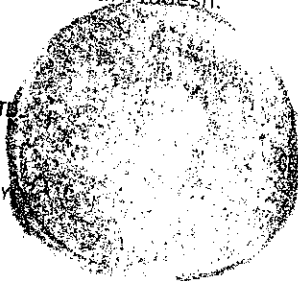
In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning as under:

- a. **"Act"** means the Companies Act, 1956 (1 of 1956), the Companies Act, 2013 (18 of 2013) and the Rules made there under, as the case may be;
- b. **"Appointed Date"** means commencement of business on 1st April, 2015 or such other date as the Hon'ble High Court(s) may direct.
- c. **"Board of Directors"** in relation to respective Transferor and Transferee Companies, as the case may be, shall, unless it is repugnant to the context or otherwise, include a Committee of Directors or any person authorised by the Board of Directors or such Committee of Directors.
- d. **"Effective Date"** means the date on which the transfer and vesting of the entire undertakings of the Transferor Company shall take effect, i.e., the date as specified in Clause 5 of this Scheme.
- e. **"Record Date"** means the date to be fixed by the Board of Directors of the Transferee Company with reference to which eligibility of the shareholders of the Transferor Company for allotment of shares in the Transferee Company in terms of this Scheme, shall be determined.
- f. **"Scheme"** means the present Scheme of Amalgamation framed under the provisions of sections 391 and 394 of the Companies Act, 1956, and other applicable provisions, if any, where under the Transferor Company is proposed to be amalgamated with the Transferee Company in the present form or with any modification(s) approved or imposed or directed by Members/Creditors of the respective Companies and/or by any competent authority and/or by the Hon'ble High Court(s) or as may otherwise be deemed fit by the Board of Directors of these Companies.
- g. **"Transferor Company"** means Genesisfootwear Enterprises Pvt Ltd being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at 14/6, Civil Lines, Kanpur 208 001, Uttar Pradesh.

For MIRZA INTERNATIONAL LTD



COMPANY SECRETARY



GENESISFOOTWEAR ENTERPRISES PRIVATE LIMITED

MIRZA
DIRECTOR

33

The Transferor Company was incorporated under the provisions of the Companies Act, 2013, as a private limited company vide Certificate of Incorporation No. (CIN) U 19115 UP 2015 PTC 068285 dated 15th January, 2015 issued by the Registrar of Companies, Uttar Pradesh at Kanpur.

- h. **"Transferee Company"** means **Mirza International Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at 14/6, Civil Lines, Kanpur 208 001, Uttar Pradesh.

The Transferee Company was originally incorporated under the provisions of the Companies Act, 1956 as a private limited company with the name and style "Mirza Tanners Pvt Ltd" vide Certificate of Incorporation No. (CIN) 4821 of 1979 dated 5th September, 1979 issued by the Registrar of Companies, Uttar Pradesh at Kanpur. The Company was converted into a public limited company and name of the Company was changed to 'Mirza Tanners Ltd' vide Fresh Certificate of Incorporation No. (CIN) L 19129 UP 1979 PLC 004821 dated 6th May, 1994 issued by the ROC, Uttar Pradesh at Kanpur. The Name of the Company was again changed to its present name "Mirza International Ltd" vide fresh Certificate of Incorporation dated 10th August, 2005 issued by the ROC, Uttar Pradesh & Uttaranchal at Kanpur.

2. SHARE CAPITAL

- i. The present Authorised Share Capital of the Transferor Company is Rs. 6,00,00,000 divided into 3,00,00,000 Equity Shares of Rs. 2 each. The present Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 6,00,00,000 divided into 3,00,00,000 Equity Shares of Rs. 2 each.
- ii. The present Authorised Share Capital of the Transferee Company is Rs. 45,00,00,000 divided into 22,50,00,000 Equity Shares of Rs.2 each. The present Issued, Subscribed and Paid up Share Capital of the Company is Rs. Rs. 18,54,12,000 divided into 9,27,06,000 Equity Shares of Rs.2 each.
- iii. The Transferor Company is an un-listed company. Whereas Equity Shares of the Transferee Company are listed on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE).

2. TRANSFER OF UNDERTAKING

- a. With effect from the commencement of business on 1st April, 2015, i.e. the Appointed Date, subject to the provisions of the Scheme in relation to the modalities of transfer and vesting, the undertaking and entire business and all immovable properties (including agricultural land, industrial land, residential land and all other land and plots) where so ever situated and incapable of passing by physical delivery as also all other assets, capital work-in-progress, projects under execution, current assets, investments, deposits, bookings and advances against residential and commercial plots and buildings, powers, authorities, awards, allotments, approvals and consents, licenses, registrations, contracts, agreements, engagements, arrangement, rights, intellectual property rights, titles, interests, benefits and advantages of whatsoever nature belonging to or in the ownership, power, possession, control of or vested in or granted in favour of or enjoyed by the Transferor Company, including but without being limited to, licenses granted by various government authorities for development of

GENESIS FOOTWEAR ENTERPRISES PRIVATE LIMITED

M. S. Singh
DIRECTOR

24

real estate projects, lease deeds, lease agreements, conveyance deed, registry, sale agreements, purchase agreements, memorandum of understanding (MOU), joint development agreement, joint venture agreements, award on successful bidding and/or auction, approved tenders, earnest money, deposits, security deposits, approval/NOC given by various government and other competent authorities like environmental clearances, approval for land use change (CLU), completion certificate, execution certificate, approval/NOC from fire department, approval/NOC for water, electricity and sewerage, clearance by airport authority, approval/NOC from irrigation department, approval/NOC from forest department, approval/NOC from underground water authority, approval/NOC from national highway authority, approval/NOC from high tension department, all permits and licenses like liquor license, license to run restaurant, lift/escalator license, liberties, easements, advantages, benefits, privileges, leases, tenancy rights, ownership, intellectual property rights including trademarks, brands, copy rights, quota, rights, subsidies, capital subsidies, concessions, exemptions, sales tax exemptions, concessions/ obligations under EPCG/Advance/DEPB licenses, approvals, clearances, authorizations, certification, quality certification, past experience and credentials, business track record, utilities connections, electricity connections, electronics and computer link ups, services of all types, reserves, provisions, funds, benefit of all agreements and all other interests arising to the Transferor Company (hereinafter collectively referred to as "the said assets") shall, without any further act or deed or without payment of any duty or other charges, be transferred to and vested in the Transferee Company pursuant to the provisions of Section 394 of the Act, for all the estate, right, title and interest of the Transferor Company therein so as to become the property of the Transferee Company but, subject to mortgages, charges and encumbrances, if any, then affecting the undertaking of the Transferor Company without such charges in any way extending to the undertaking of the Transferee Company.

b. Notwithstanding what is provided herein above, it is expressly provided that in respect to such of the said assets as are movable in nature or are otherwise capable of being transferred by physical delivery or by endorsement and delivery, the same shall be so transferred, with effect from the appointed date, by the Transferor Company to the Transferee Company after the Scheme is duly sanctioned and given effect to without requiring any order of the Court or any deed or instrument of conveyance for the same or without the payment of any duty or other charges and shall become the property of the Transferee Company accordingly.

c. On and from the Appointed Date, all liabilities, provisions, duties and obligations including Income Tax and other statutory liabilities, if any, of every kind, nature and description of the Transferor Company whether provided for or not in the books of accounts of the Transferor Company shall devolve and shall stand transferred or be deemed to be transferred without any further act or deed, to the Transferee Company with effect from the Appointed Date and shall be the liabilities, provisions, duties and obligations of the Transferee Company.

d. Similarly, on and from the Appointed Date, all the taxes and duties including advance tax, tax deducted at source, tax collected at source, credit of MAT, self assessment tax paid by or on behalf of the Transferor Company immediately before the amalgamation shall become or be deemed to be the property of the Transferee Company by virtue of the amalgamation. Upon the Scheme becoming effective, all the taxes paid (including TDS) by the Transferor Company from the

For MIRZA INTERNATIONAL LTD.



COMPANY SECRETARY

GENESIS FOOTWEAR ENTERPRISES PRIVATE LIMITED

[Signature]
DIRECTOR

35

appointed date, regardless of the period to which they relate, shall be deemed to have been paid for and on behalf of and to the credit of the Transferee Company as effectively as if the Transferee Company had paid the same.

Without prejudice to the generality of the provisions contained in aforesaid clauses, upon the Scheme becoming effective, requisite form(s) will be filed with the Registrar of Companies for creation, modification and/or satisfaction of charge(s), to the extent required, to give effect to the provisions of this Scheme.

On the Scheme becoming effective, the Transferee Company shall be entitled to file/revise income tax returns, TDS returns and other statutory filings and returns, filed by it or by the Transferor Company, if required, and shall have the right to claim refunds, depreciation benefits, advance tax credits, etc., if any.

g. All other assets & liabilities of the Transferor Company, which may not be specifically covered in the aforesaid clauses, shall also stand transferred to the Transferee Company with effect from the Appointed Date.

CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS

a. Subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements and other instruments of whatsoever nature, to which the Transferor Company is a party, subsisting or having effect immediately before or after the Effective date, shall remain in full force and effect against or in favour of the Transferee Company and may be enforced as fully and effectually, as if instead of the Transferor Company, the Transferee Company had been a party thereto.

b. The transfer of the said assets and liabilities of the Transferor Company to the Transferee Company and the continuance of all the contracts or legal proceedings by or against the Transferee Company shall not affect any contract or proceedings relating to the said assets or the liabilities already concluded by the Transferor Company on or after the Appointed Date.

c. The Transferee Company may, at any time after coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, execute deeds of confirmation in favour of the secured creditors of the Transferor Company or in favour of any other party to any contract or arrangement to which the Transferor Company is a party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. The Transferee Company shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of the Transferor Company and, to implement and carry out all such formalities or compliance referred to above on the part/behalf of the Transferor Company to be carried out or performed.

MIRZA INTERNATIONAL LTD.
COMPANY SECRETARY



GENESIS FOOTWEAR ENTERPRISES PRIVATE LIMITED
DIRECTOR

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36

LEGAL PROCEEDINGS

All legal proceedings of whatever nature by or against the Transferor Company pending on the Effective Date, shall not be abated, be discontinued or be, in any way, prejudicially affected by reason of the transfer of the undertaking of the Transferor Company or of anything contained in this Scheme but the proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Company as if the Scheme had not been made.

OPERATIVE DATE OF THE SCHEME

- a. This Scheme shall be effective from the last of the dates on which certified copies of the High Court(s) order under Sections 391 and 394 of the Act are filed in the office(s) of the concerned Registrar of Companies. Such date is called as the Effective Date.
- b. Though this Scheme shall become effective from the Effective Date, the provisions of this Scheme shall be applicable and come into operation from the Appointed Date.

DISSOLUTION OF TRANSFEROR COMPANY

On this Scheme, becoming effective as provided in Clause 5 above, the Transferor Company shall stand dissolved without winding up.

EMPLOYEES OF TRANSFEROR COMPANY

- a. All the employees of the Transferor Company in service on the date immediately preceding the date on which the Scheme finally takes effect, i.e., the Effective Date, shall become the employees of the Transferee Company on such date without any break or interruption in service and upon terms and conditions not less favorable than those subsisting in the Transferor Company on the said date.
- b. Provident Fund, Gratuity Fund, Superannuation Fund and any other special fund or trusts created or existing for the benefit of the employees of the Transferor Company, if any, upon the Scheme becoming finally effective, the Transferee Company shall stand substituted for the Transferor Company for all purposes and intents, whatsoever, relating to the administration or operation of such schemes or funds or in relation to the obligation to make contributions to the said funds in accordance with the provisions of such funds. It is the intent that all the rights, duties, powers and obligations of the Transferor Company in relation to such funds shall become those of the Transferee Company. It is clarified that the services of the employees of the Transferor Company will be treated as having been continued for the purpose of the aforesaid funds or provisions.

CONDUCT OF BUSINESS BY TRANSFEROR & TRANSFEEE COMPANIES

From the Appointed Date until the Effective Date, the Transferor Company

- a. Shall stand possessed of all its assets and properties referred to in Clause 2 above, in trust for the Transferee Company.
- b. Shall be deemed to have carried on business and activities for and on behalf of and for the benefit and, on account of the Transferee

GENESIS INTERNATIONAL LTD.

COMPANY SECRETARY

GENESIS FOOTWEAR ENTERPRISES PRIVATE LIMITED

DIRECTOR

37

Company. Any income or profit accruing to the Transferor Company and all costs, charges and expenses or loss arising or incurring by the Transferor Company on and from the Appointed Date shall, for all purposes and intents, be treated as the income, profits, costs, charges, expenses or loss, as the case may be, of the Transferee Company.

ISSUE OF SHARES BY TRANSFEE COMPANY

Upon the Scheme finally coming into effect and in consideration of the transfer and vesting of assets and liabilities of the Transferor Company to the Transferee Company in terms of the Scheme, the Transferee Company shall, without any further application or deed, issue and allot:

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

One CCPS of Rs. 2 each shall be converted into One Equity Share of Rs. 2 each. CCPS shall be compulsorily converted into equity shares on commencement of the next financial year immediately after the financial year, in which the equity shares as per aforesaid sub-clause 9.1(a) is allotted.

9.2 Any fraction of share arising out of the aforesaid share exchange process, if any, will be rounded off to nearest whole number.

9.3 The Shares to be issued in terms of Para 9.1 above shall be subject to the provisions of the Memorandum and Articles of Association of the Transferee Company. The new Equity Shares shall rank pari passu in all respects, including dividend, with the existing Equity Shares of the Transferee Company except any stipulation with regard to lock-in period or other conditions that may be imposed or suggested by the Stock Exchange(s) or any other competent authority.

9.4 The issue and allotment of Shares by the Transferee Company, as provided in this Scheme, is an integral part thereof. The members of the Transferee Company, on approval of the Scheme, shall be deemed to have given their approval u/s 81(1A) of the Act, sections 42 & 62 of the Companies Act, 2013, and other applicable provisions, if any, for issue of fresh Shares in terms of this Scheme.

9.5 It is, however, clarified that provisions of this Scheme with regard to issue of shares by the Transferee Company will not apply to the share application money, if any, which may remain outstanding in the Transferor Company.

Upon this Scheme becoming finally effective:

- a. Entire issued Share Capital and share certificates of the Transferor Company shall automatically stand cancelled. Equity Shareholders of



GENESIS FOOTWEAR ENTERPRISES PRIVATE LIMITED

DIRECTOR

the Transferor Company will not be required to surrender the Share Certificates held in the Transferor Company.

b. Crossholding of shares between the Transferor Company and the Transferee Company, on the record date, if any, shall stand cancelled. Approval of this Scheme by the Shareholders and/or Creditors of the Transferor and the Transferee Companies, as the case may be, and sanction by the concerned High Court(s) under section 391 and 394 of the Companies Act, 1956, shall be sufficient compliance with the provisions of sections 100 to 104 of the Companies Act, 1956, rule 85 of the Companies (Court) Rules, 1959, and other applicable provisions, if any, relating to the reduction of share capital on cancellation of cross holding, if any. Such reduction would not involve either the diminution of any liability in respect of un-paid share capital or the payment to any shareholder of any paid-up share capital, and accordingly, the provisions of section 101(2) of the Act will not be applicable.

The authorized Share Capital of the Transferor Company shall be added to and shall form part of the authorized Share Capital of the Transferee Company without any further act or deed. Accordingly, the authorised Share Capital of the Transferee Company shall stand increased to this extent without payment of any fees or charges to the Registrar of Companies and/or to any other government authority. Clause V of the Memorandum of Association and relevant article(s) of the Articles of Association of the Transferee Company shall stand modified to give effect to the aforesaid increase in the authorised Share Capital of the Transferee Company without any further approval.

d. Save as provided in Para 10.c above, the Transferee Company shall increase/modify its Authorized Share Capital for implementing the terms of the Scheme, to the extent necessary.

e. New Equity Shares to be issued by the Transferee Company pursuant to this Scheme shall be listed on all such Stock Exchanges where the existing equity shares of the Transferee Company are listed as on the date of issue of such new shares. The Transferee Company will make necessary application(s) to the Stock Exchange(s) and other competent authorities, if any, for this purpose and will comply with the Listing Agreement, SEBI Regulations and other applicable provisions, if any, in this regard. The concerned Stock Exchange(s) shall, on receipt of listing application, promptly list such newly allotted shares.

f. In terms of the provisions of the Listing Agreement and SEBI Regulations, pre-merger Promoters' holding in the Transferee Company and/or new Shares to be issued in terms of this Scheme, may be placed under lock-in by the Stock Exchange or any other competent authority. However, shares may be transferred within the Promoters' Group during such lock-in period.

g. BSE will act as the Designated Stock Exchange for the purposes of this Scheme. Shares allotted pursuant to this Scheme may remain frozen in the Depositories system till listing/trading permission is given by the Designated Stock Exchange-BSE.

ACCOUNTING FOR AMALGAMATION

Upon the Scheme becoming effective, amalgamation of the Transferor Company with the Transferee Company will be accounted in the following manner:

MIRZA INTERNATIONAL LTD.



COMPANY SECRETARY

GENESIS FOOTWEAR ENTERPRISES PRIVATE LIMITED

[Signature]
DIRECTOR

29

The amalgamation shall be an 'amalgamation' in the nature of merger' as defined in the Accounting Standard (AS) 14 as prescribed under the Companies (Accounting Standards) Rules, 2006, and shall be accounted for under the 'pooling of interests' method in accordance with the said AS-14.

Accordingly, all the assets and liabilities recorded in the books of the Transferor Company shall be transferred to and vested in the Transferee Company pursuant to the Scheme and shall be recorded by the Transferee Company at the respective book values as reflected in the books of the Transferor Company as on the Appointed Date.

Inter-company balances, if any, will stand cancelled.

All the reserves of the Transferor Company under different heads shall become the corresponding reserves of the Transferee Company. Similarly, balance in the Profit & Loss Accounts of the Transferor and Transferee Companies will also be clubbed together.

In terms of the provisions of the Accounting Standard 14, any surplus/deficit arising out of Amalgamation shall be adjusted in the Reserves of the Transferee Company.

Accounting policies of the Transferor Company will be harmonized with that of the Transferee Company following the amalgamation.


APPLICATION TO HIGH COURTS

The Transferor Company shall make joint/separate applications/petitions under the provisions of sections 391 & 394 of the Companies Act, 1956, the Companies (Court) Rules, 1959 and other applicable provisions, if any, to the concerned High Court for sanctioning of this Scheme, dissolution of the Transferor Company without the process of winding up and other connected matters.

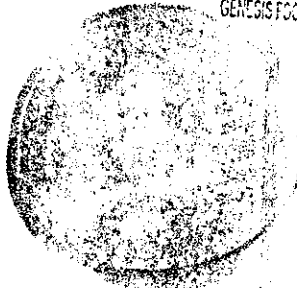
The Transferee Company shall also make joint/separate application(s)/petition(s) under the provisions of sections 391 & 394 of the Companies Act, 1956, the Companies (Court) Rules, 1959 and other applicable provisions, if any, to the concerned High Court for sanctioning of this Scheme and other connected matters.

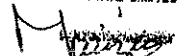
However, in terms of the SEBI Circular dated 4th February, 2013 read with 21st May, 2013, the Scheme is required to be approved by the Shareholders of the Listed Transferee Company through postal ballot and e-voting. The Scheme will be acted upon only if the votes cast by the public shareholders in favour of the proposed amalgamation are more than the number of votes cast by the public shareholders against it.

IN WITNESS WHEREOF


DIRECTOR

GENESIS FOOTWEAR ENTERPRISES PRIVATE LIMITED




DIRECTOR

60

MODIFICATIONS/AMENDMENTS TO THE SCHEME

The Transferor Company and the Transferee Company through their respective Board of Directors may make or assent, from time to time, on behalf of all persons concerned, to any modifications or amendments to this Scheme or to any conditions or limitations which the Court(s) and/or any authorities under the law may deem fit to approve of or impose and to resolve all doubts or difficulties that may arise for carrying out this Scheme and to do and execute all acts, deeds, matters and things necessary for carrying the Scheme into effect.

In order to give effect to this Scheme or to any modifications or amendments thereof, the Board of Directors of the Transferee Company may give and are authorised to give all such directions as may be necessary including directions for settling any question, doubt or difficulty that may arise.

The Transferor Company and/or the Transferee Company shall be at liberty to withdraw from this Scheme in case any condition, alteration or modification, imposed or suggested by the Court(s) or any other competent authority, is not acceptable to them; or as may otherwise be deemed fit or proper by any of these Companies. The Transferor Company and/or the Transferee Company will not be required to assign any reason for withdrawing from this Scheme.

INTERPRETATION

Any doubt or difference or issue arises between the Transferor Company and the Transferee Company or any of their Shareholders or Creditors and/or any other person as to the construction hereof or as to anything else contained in or relating to or arising out of this Scheme, the same shall be referred to Mr Rajeev K Goel, LLB, FCS, Advocate, 589, Pocket-E, Mayapuri Vihar II, Delhi 110 091, Phone: 93124 09354, 011-2277 3618, e-mail: rajeev391@gmail.com whose decision shall be final and binding on all concerned.

EXPENSES CONNECTED WITH THE SCHEME

All costs, charges and expenses of the Transferor Company and the Transferee Company incurred in relation to or in connection with this Scheme or incidental to the completion of the Amalgamation of the Transferor Company with the Transferee Company in pursuance of this Scheme, shall be borne and paid by the Transferee Company. However, in the event of the Scheme becoming invalid for any reason whatsoever, all costs, charges and expenses relating to the amalgamation exercise or incidental thereto shall be borne and paid by the respective Companies incurring the same.

MIRZA INTERNATIONAL LTD.



COMPANY SECRETARY

GENESIS FOOTWEAR ENTERPRISES PRIVATE LIMITED



Mirza
DIRECTOR

GENESISFOOTWEAR ENTERPRISES PVT LTD Transferor Company	
Schedule of Properties (As on 31/03/2015)	
Particulars	Amount(Rs.)
PART-I	
Short Description of the Free hold Property of the Transferor Company	
Land & Building at Plot no-18&19, Nand Nagar Industrial Estate Phase-I, Mahukhera Ganj, Kashipur, U.S.Nagar, Uttarakhand.	92934305
PART-II	
Short Description of the Lease hold Property of the Transferor Company	
NIL	NIL
PART-III	
Short Description of all the Stocks, Shares, Debentures and other Charges in Action of the Transferor Company	
Fixed Assets	
Plant & Machinery	77686992
Furniture & Fitting	1191196
Motor Vehicle(Xylo)	298560
Tools & Last	8641728
Computer	278249
Current Assets	
Inventories	
-Raw Materials	92297151
-Stock in Process	35725304
-Finished Goods	4661381
-Store and Spares	368825
Debtors	
Mirza International Ltd	264615471
Euro Footwear Ltd	127085
Mirza (U.K.)Ltd	13370750
Penta Classic	5178865
Apparal Fzco	4088805
Zai International	137378
Marvin Leathers	219918
Marshal Export Industries	151500
Cash & Bank Balances	
Cash in Hand	4226213
Bank Balances	
-Bank of India, New Delhi C/A- No-231	4427
-Bank of India, New Delhi C/C- No-58	1100457

-Bank of India, Kashipur C/A- No-179	5000
-Bank of India, Kashipur C/A- No-44	28462
-HDFC BANK LTD, Delhi C/A- No-164	35607
-Punjab National Bank, Kashipur C/A- No-6924002100000608	3779648
-Punjab National Bank, Kashipur C/A- No-6924002100000617	7248780
-Punjab National Bank, Kanpur C/A- No-0255002100684494	875038
-Punjab National Bank, Noida C/A- No-7948002100000094	22099525
-Punjab National Bank, Noida C/A- No-4613002100002180	182728
Deposit with Banks	
-Punjab National Bank, Noida -FDR	40000000
-Bank of India, New Delhi -Deposits	3725793
Other Current Assets	
Duty drawback Receivable	1854151
Prepaid Expenses	132454
Advance Cutom Duty	23558
Focus Product Scheme Receivable	5246432
Advance to Suppliers	2025195
Preliminary Expenses	44417
Advance to Staff	58000
Other Non-Current Assets	
Security Deposit	803452
Preliminary Expenses	133251
Mat Credit Entitlement	31059699

Date of this 2nd stay of January, 2016
(By the Court)

*Comptroller
29/1/16*

*25/1/16
Registrar General*

*22/1/16
22-1-2016
D.R.
3.0*

TRUE COPY

Mirza
29/1/16
Section Officer
Working 'D' Department
High Court, Allahabad



S.Kumar & Company

Company Secretaries

Off.: 74/232, Dhankutti
Kanpur - 208 001
Tel #0512-2319964
9839067735

e-mail :- s_kumarcs@yahoo.com
s_kumarcs@rediffmail.com

CONSOLIDATED SCRUTINIZERS' REPORT

To,

The Chairman appointed by Honb'le High court of Judicature at Allahabad

For the Court convened meeting of the Equity Shareholders of

MIRZA INTERNATIONAL LIMITED (L19129UP1979PLC004821)

held on Saturday, 17th October, 2015 at 11.30 A.M

at Auditorium of Uttar Pradesh Stock Exchange,

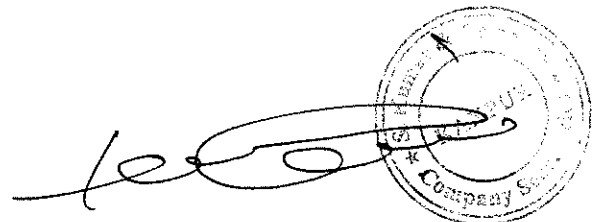
Padam Tower, 14/113, Civil Lines

KANPUR -208001. U.P

Dear Sir,

We, S. Kumar & Company, Practicing Company Secretaries, having office 74/232, Dhankutti, Kanpur, U.P.-208001 being appointed as the Scrutinizer by the Board of Directors of M/s. MIRZA INTERNATIONAL LIMITED in pursuant to 108 and 110 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the remote e-voting process and to scrutinize the Postal Ballot Form received from the Shareholders in respect of the below mentioned resolution passed at the Court convened meeting of the Equity Shareholders of the Company held on 17th, October 2015 at 11.30 A.M. at Auditorium of Uttar Pradesh Stock Exchange, Padam Tower, Civil Lines, Kanpur-208001, U.P.

1. The management of the Company is responsible to ensure the compliances with the requirements of The Companies Act, 2013 and Rules relating to remote e-voting and Postal ballot papers on the resolutions contained in the notice of Court convened meeting of the equity shareholders of the Company. Our responsibility as a Scrutinizer for remote e-voting process and through ballot process conducted at the Court convened meeting, is restricted to make a Consolidated Scrutinizers Report of the votes cast 'in favour' or 'against', in respect of the resolutions stated in the said notice, based on the reports generated from the e-voting system provided by Karvy Computershare Pvt. Ltd., the agency engaged by the company to provide remote e-voting facility for e-voting and Postal Ballot conducted at the Court convened meeting as recd. by us on or before the date mentioned herein after.
2. The notice dated 09th September, 2015 along with statement setting out material facts under section 102 of the Act was dispatched to the shareholders through Courier on Saturday, September 19th, 2015 and through e-mail to shareholders whose e-mail IDs are registered with the Company/Depository Participant(s) on Wednesday, September 16th 2015. The said notice was dispatched on the basis of Register of Members / List of beneficial owner as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the Cut -off Date being Friday, 11th September, 2015.
3. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having sent the notice of meeting and providing e-



The block contains a handwritten signature in black ink that overlaps a circular stamp. The stamp is a professional seal for S. Kumar & Company Secretaries, featuring the company name and a central emblem with a scale of justice and a book. The text around the stamp includes 'S. Kumar & Company Secretaries' and 'Kanpur - 208 001'.

voting facility in Financial Express (English Daily) and Rashtriya Sahara (Hindi – Daily) on Monday, September 21, 2015.

4. In terms of the aforesaid Notice, voting through postal Ballot including voting through electronic means was kept open for 30 (Thirty) days from Wednesday, September 23, 2015 at 09:00 A.M. (IST) to Thursday, October, 22, 2015 at 5:00P.M. (IST)
5. In terms of the aforesaid Notice, Ballot Form received on or before Thursday, October 22, 2015 at 5:00P.M. (IST) only be considered in order to be valid for the purpose of voting through postal Ballot.
6. The voting rights of members were considered in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e Friday, 11th September, 2015..
8. The locked ballot box was subsequently opened in my presence and in the presence of two witness and Postal ballot papers were diligently scrutinized. The Postal ballot papers were reconciled with the records maintained by the Company/Registrar and Transfer agent of the Company and the authorizations / proxies lodged with the Company.
9. Summary of the e-voting and our consolidated report on the result of remote e- voting / Postal Ballot are as Followes :

Res No.	Particulars	Mode	Votes in		Total Shares	Votes casted	
			Favour	Against		% For	% Against
1	Approval of the Scheme of Amalgamation of Genesisfootwear Enterprises Pvt Ltd with Mirza International Ltd	E-voting	2142014	0	2142014	100%	0
		Postal Ballots	3643630	0	3643630	100%	0
	Total :		5785644	0	5785644	100%	0
2	Amendment in capital clause of the Memorandum of Association	E-voting	2142014	0	2142014	100%	0
		Postal Ballots	3643630	0	3643630	100.00 %	0
	Total		5785644	0	5785644	100.00 %	0

10. The details of the votes in favour of the resolution No. 1 & 2:

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted (Rs.)	% of total number of valid votes cast

Through E- voting	50	2142014	4284028	100.00%
Through Postal Ballot	24	3643630	7287260	100.00%
Total	74	5785644	11571288	100.00%

The details of the votes **against** the resolution No. 1 & 2:

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted (Rs.)	% of total number of valid votes cast
Through E- voting	-	-	-	-
Through Postal Ballot	-	-	-	-
Total	-	-	-	-


The details of the invalid votes in respect of resolution No. 1 & 2::

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted (Rs.)	% of total number of valid votes cast
Through E- voting	-	-	-	-
Through Postal Ballot	1	30	60	0.01
Total	1	30	60	0.01

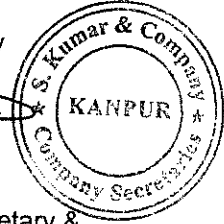
11. The remote e- voting / Postal Ballot papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Place: Kanpur
Dated: 23.10.2015

For S. Kumar & Company



Sanjay Kumar Gupta
Practicing Company Secretary &
Scrutinizer for E- Voting Process
CP No.3324 M. No. 5381



ANNEXURE-I'

BASIS OF ACCEPTANCE

In determining the validity of the Ballot form, the following criteria were adopted.

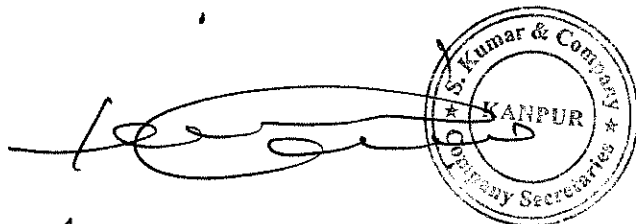
1. A Ballot Form complete in all respects or incomplete to the extent of Name of joint Shareholder/ address is also considered on the Basis of folio No. / Client Id/ DP Id and No. of Shares specified therein.
2. The assent or dissent given by any other mark in the postal Ballot Form has also been considered.
3. Joint Shareholder(s) has /have signed the Ballot Form instead of first named shareholder, the vote cast by the joint named shareholder(s) has / have been considered.
4. The Ballot Form signed by Proxy authorized representative has/ have been considered on the basis of detail of proxy/ authorized representative provided by the Company without verifying the Proxy form authorized document and the signature of the proxy / authorized representative as there is no way to verify the signature of proxy/ authorized representative.
5. The Ballot form has/ have been considered on the basis of attendance provided and confirmed by the Company.
6. If a shareholder has assented or dissented without mentioning the number of shares , the entire shareholding has been considered .
7. If a Shareholder has voted for more than the actual Shareholding only the actual shareholding has been considered.
8. If a Shareholder has voted for less number of shares than the actual Shareholding, the number of shares (votes) indicated / cast has been considered.
9. In case both original Shareholder as well as proxy have voted, the voting of the original shareholder has been considered and voting by proxy is ignored.

ANNEXURE-II

BASIS OF REJECTION

In rejecting the validity of the Ballot form, the following criteria were adopted.

1. Shareholder has not put any tick mark on either assent /dissent .
2. Ballot paper is not signed.
3. Specimen Signature of the shareholder with the electronic registry of registrar and share transfer agent differs materially with that of the signature in the Ballot Form/ signature mismatch.
4. The Specimen Signature of the shareholder is not available at the time of scrutiny of the Ballot Form on the electronic registry of the Registrar and Share Transfer Agent and consequently there is no way to verify the signature / Signature could not be verified.
5. Shareholder has put tick mark for both assent and dissent without indicating number of Shares.
6. Shareholder has signed the Form by pencil / illegible.
7. Shareholder has signed in the column provided for the purpose of assent / dissent.



MIRZA INTERNATIONAL LIMITED

CIN-L19129UP1979PLC004821



**The General Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400001**

Sub: Undertaking regarding changes carried out in the Approved Scheme

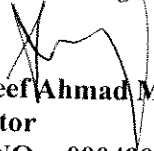
Re: Scheme of Amalgamation of Genesisfootwear Enterprises Pvt Ltd with Mirza International Ltd and their respective shareholders and creditors under Section 391& 394 of the Companies act,1956 [BSE Observation letter No. DCS/AMAL/CS/24(f)/112/2015-16 dated 29th July, 2015]

Dear Sir/ Madam

This has reference to the captioned matter we wish to confirm and undertake that there is no change carried out in the Scheme of Amalgamation of Genesisfootwear Enterprises Pvt Ltd with Mirza International Ltd, as approved by the High Court vis-à-vis the draft Scheme of Amalgamation submitted to the stock exchange at the time of taking their NOC/ Observation Letter.

Thanking you,

For Mirza International Limited


**Tasneef Ahmad Mirza
Director
DIN NO. : 00049066**

**Date: 8th February, 2016
Place: Kanpur**



**The General Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400001**

Sub: Compliance of Observation Letter of Stock Exchange

Re: Scheme of Amalgamation of Genesisfootwear Enterprises Pvt Ltd with Mirza International Ltd and their respective shareholders and creditors under Section 391& 394 of the Companies act,1956 [BSE Observation letter No. DCS/AMAL/CS/24(f)/112/2015-16 dated 29th July, 2015]

Dear Sirs

This has reference to captioned matter; we wish to confirm and undertake that we have complied with all the provisions and conditions of the observation letters issued by BSE & NSE on the Scheme of Amalgamation of Genesisfootwear Enterprises Pvt Ltd with Mirza International Ltd.

Thanking you,

For Mirza International Limited

**Tasneef Ahmad Mirza
Director
DIN No. : 00049066**

**Date: 8th February, 2016
Place: Kanpur**



Ref: NSE/LIST/35892

July 30, 2015

The Company Secretary
Mirza International Limited
14/6, Civil Lines,
Kanpur - 208001

Kind Attn.: Mr. Dinesh Chandra Pandey

Dear Sir,

Sub: Observation letter for draft Scheme of Amalgamation of Genesisfootware Enterprises Private Limited with Mirza International Limited and their respective shareholders and creditors under sections 391 & 394 of the Companies Act, 1956.

This has reference to revised draft Scheme of Amalgamation of Genesisfootware Enterprises Private Limited with Mirza International Limited and their respective shareholders and creditors under sections 391 & 394 of the Companies Act, 1956 submitted to NSE vide your letter dated June 13, 2015.

Based on our letter reference no Ref: NSE/LIST/32238 submitted to SEBI and pursuant to SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 04, 2013 and SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013, SEBI has vide letter dated July 28, 2015, has given following comment on the draft Scheme of Amalgamation:

“a. The companies shall duly comply with various provisions of the Circular”.

We hereby convey our ‘No-objection’ with limited reference to those matters having a bearing on listing/ delisting/ continuous listing requirements within the provisions of the Listing Agreement, so as to enable the Companies to file the Scheme with Hon’ble High Court.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines / Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from June 22, 2015, within which the Scheme shall be submitted to the Hon’ble High Court. Further pursuant to the above cited SEBI circulars upon sanction of the Scheme by the Hon’ble High Court, you shall submit to NSE the following:

- a. Copy of Scheme as approved by the High Court;
- b. Result of voting by shareholders for approving the Scheme;
- c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme.

1.



- d. Status of compliance with the Observation Letter/s of the stock exchanges
- e. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- f. Complaints Report as per Annexure II of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013.

Yours faithfully,
For National Stock Exchange of India Limited

Radhika Ropalekar
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL
http://www.nseindia.com/corporates/content/further_issues.htm

The Company Secretary,
Mirza International Limited.
14/6, Civil Lines,
Kanpur- 208 001,
Uttar Pradesh.

Sub: Observation letter regarding the Draft Scheme of Arrangement involving Amalgamation between Mirza International Limited and Genesisfootwear Enterprises Private Limited.

We are in receipt of Draft Scheme of Arrangement involving Amalgamation Mirza International Limited and Genesisfootwear Enterprises Private Limited.

As required under SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 & SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013; SEBI vide its letter July 28, 2015 has inter alia given the following comment(s) on the draft scheme of arrangement:

- **Company shall duly comply with various provisions of the Circulars.**

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- The Company shall duly comply with provisions of Circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble High Court.

Further, pursuant to the above SEBI circulars, upon sanction of the Scheme by the Hon'ble High Court, the listed company shall submit to the stock exchange the following:

- a. Copy of the High Court approved Scheme;
- b. Result of voting by shareholders for approving the Scheme;
- c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme;
- d. Copy of the observation letter issued by all the Stock Exchanges where Company is listed.
- e. Status of compliance with the Observation Letter/s of the stock exchanges;
- f. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable;
- g. Complaints Report as per Annexure II of this Circular.
- h. Any other document/disclosure as informed by the Exchange.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,


Nitin Pujari
Manager


Lalit Phatak
Asst. Manager

MIRZA INTERNATIONAL LIMITED

CIN-L19129UP1979PLC004821



8th April, 2015

The Listing Department
National Stock Exchange of India
Limited
Exchange Plaza
Plot no. C/1, G Block
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400051

The General Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400001

Sub: Submission of Complaints Report

Ref: Scheme of Amalgamation of Genesisfootwear Enterprises Pvt. Ltd. with Mirza International Ltd for approval under clause 24(f) of the Listing Agreement

Dear Sirs,

This has reference to captioned matter, we are enclosing herewith the Complaints report as per format prescribed under SEBI Circular No. CIR/CFD/DIL/5/2013 dated 4th February, 2013.

Thanking you,

For Mirza International Limited


Dinesh Chandra Pandey
Company Secretary

Encl: a/a

MIRZA INTERNATIONAL LIMITED

CIN-L19129UP1979PLC004821



Complaint Report

Part A

Sr. No	Particulars	Number
1.	Number of complaints received directly	NIL
2.	Number of complaints forwarded by Stock Exchange	NIL
3.	Total Number of complaints/comments received (1+2)	NIL
4.	Number of complaints resolved	N.A.
5.	Number of complaints pending	N.A.

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
N.A.			



MIRZA INTERNATIONAL LIMITED

CIN-L19129UP1979PLC004821



13th July, 2015

The Listing Department
National Stock Exchange of India Limited
Exchange Plaza
Plot no. C/1, G Block
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051

The General Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400001

Sub: Submission of Complaints Report

Ref: Scheme of Amalgamation of Genesisfootwear Enterprises Pvt. Ltd. with Mirza International Ltd for approval under clause 24(f) of the Listing Agreement

Dear Sirs

This has reference to captioned matter, we are enclosing herewith the Complaints report as per format prescribed under SEBI Circular No. CIR/CFD/DIL/5/2013 dated 4th February, 2013.

Thanking you,

For Mirza International Limited



Dinesh Chandra Pandey
Company Secretary

Encl: a/a

MIRZA INTERNATIONAL LIMITED

CIN-L19129UP1979PLC004821



Complaint Report

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	NIL
2.	Number of complaints forwarded by Stock Exchange	NIL
3.	Total Number of complaints/comments received (1+2)	NIL
4.	Number of complaints resolved	N.A.
5.	Number of complaints pending	N.A.

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
N.A.			



MINISTRY OF CORPORATE AFFAIRS**RECEIPT****G.A.R. 7**

SRN : C77429967

Service Request Date : 04/02/2016

Payment made into : State Bank of India

Received From :

Name : SWKARM CORPORATE MENTOR
Address : K 67 H
YASHOD NAGAR
KANPUR
KANPUR,UTTAR PRADESH
INDIA - 208011

Entity on whose behalf money is paid

CIN : U19115UP2015PTC068285
Name : GENESISFOOTWEAR ENTERPRISES PRIVATE LIMITED
Address : 14/6
CIVIL LINES
KANPUR,UTTAR PRADESH
INDIA - 208001

Full Particulars of Remittance

Service Type: eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee For Form INC-28	Normal	600.00
Total		600.00

Mode of Payment: Internet Banking - State Bank of India

Received Payment Rupees: Six Hundred only

FORM NO. INC-28



Notice of Order of the Court
or Tribunal or any other
competent authority

Form Language English Hindi
Refer instruction kit for filing the form.

1. (a) *Corporate identity number (CIN) or foreign company registration number (FCRN) of the company

(b) Global location number (GLN) of company

2. (a) Name of the company

(b) Address of the registered office or of the principal place of business in India of the company

(c) e-mail ID of the company

3. (a) *Order passed by

(b) Name of the court or or Tribunal or any other competent authority

(c) *Location

(d) *Petition or application number

(e) *Order number

4. *Date of passing the order (DD/MM/YYYY)

5. (a) (i) Section of the Companies Act, 2013 under which order passed

(ii) Section of the Companies Act, 1956 under which order passed

6. *Number of days within which order is to be filed with Registrar (To be entered pursuant to aforesaid sections or in terms of court order or Tribunal order or order of the competent authority, as the case may be)

7. *Date of application to court or Tribunal or the competent authority for issue of certified copy of order (DD/MM/YYYY)

8. *Date of issue of certified copy of order (DD/MM/YYYY)

9. Due date by which order is to be filed with Registrar (DD/MM/YYYY)

11. In case of amalgamation, mention whether company filing the form is transferor or transferee Transferor Transferee

(a) Details of transferee company

CIN	L19129UP1979PLC004821	<input type="button" value="Pre-fill"/>
Name	MIRZA INTERNATIONAL LIMITED	
Appointed date of amalgamation	01/04/2015	(DD/MM/YYYY)

13.(a) SRN of relevant form

(Mention the SRN of relevant Form INC-22, INC-28, CHG-1, CHG-4, CHG-9, MGT-14 or any other form; if applicable)

14. *Whether penalty involved or not Yes No

Attachments

1. *Copy of court order or company law board order or order by any other competent authority

Attach

2. Optional attachment(s) - if any

Attach

formal order 1.pdf
resolution genesis.pdf

Remove attachment

Declaration

I am authorized by the Board of Directors of the Company vide resolution no.* 04
Dated * 11/03/2015 to sign the form and declare that all the requirements of the companies Act,2013
and rules thereunder in respect of the subject matter of this form and matters incidental thereto have
been complied with.I further declare that:
1. Whatever is stated in this form and in the attachmnets thereto is true ,correct and complete and no
information material to the subject matter of this form has been suppressed or concealed and is as per the
original records maintained by the company
2. All the required attachments have been completely and legibly attached to this form

To be digitally signed by
Particulars of the person signing and submitting the form



*Name Faraz Mirza
Capacity
*Designation Director
DIN or Income-tax PAN or Membership number 02536109

Certificate by practicing professional

I declare that I have been duly engaged for the purpose of certification of this form. It is hereby certified that I have
gone through the provisions of the Companies Act, 2013 and rules thereunder for the subject matter of this form
and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original/
certified records maintained by the Company/applicant which is subject matter of this form and found them to be
true, correct and complete and no information material to this form has been suppressed. I further certify that:

- i. The said records have been properly prepared, signed by the required officers of the Company and maintained
as per the relevant provisions of the Companies Act, 2013 and were found to be in order;
ii. All the required attachments have been completely and legibly attached to this form.

- Chartered accountant (in whole-time practice) or
Cost accountant (in whole-time practice) or
Company secretary (in whole-time practice)



*Whether associate or fellow Associate Fellow

*Membership number 27253 *Certificate of practice number 14769

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for
punishment for false statement/certificate and punishment for false evidence respectively.

Modify Check Form Prescrutiny Submit

For office use only: Affix filing details
eForm Service request number (SRN) eForm filing date (DD/MM/YYYY)
This e-Form is hereby registered
Digital signature of the authorising officer Confirm submission
Date of signing (DD/MM/YYYY)

MINISTRY OF CORPORATE AFFAIRS**RECEIPT****G.A.R.7**

SRN : C77610038

Service Request Date : 04/02/2016

Payment made into : ICICI Bank

Received From :

Name : SWKARM CORPORATE MENTOR
Address : K 67 H
YASHOD NAGAR
KANPUR
KANPUR,UTTAR PRADESH
208011

Entity on whose behalf money is paid

CIN : L19129UP1979PLC004821
Name : MIRZA INTERNATIONAL LIMITED
Address : 14/6CIVIL LINES
KANPUR
UTTAR PRADESH,UTTAR PRADESH
INDIA - 208001

Full Particulars of Remittance

Service Type: eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee For Form INC-28	Normal	600.00
	Total	600.00

Mode of Payment: Credit Card/Prepaid Card - ICICI Bank

Received Payment Rupees: Six Hundred only

FORM NO. INC-28



Notice of Order of the Court
or Tribunal or any other
competent authority

Form Language English Hindi

Refer instruction kit for filing the form.

1.(a) *Corporate identity number (CIN) or foreign company registration number (FCRN) of the company

(b) Global location number (GLN) of company

2.(a) Name of the company

(b) Address of the registered office or of the principal place of business in India of the company

(c) e-mail ID of the company

3.(a) *Order passed by

(b) Name of the court or or Tribunal or any other competent authority

(c) *Location

(d) *Petition or application number

(e) *Order number

4. *Date of passing the order (DD/MM/YYYY)

5.(a) (i) Section of the Companies Act,2013 under which order passed
(ii)Section of the Companies Act,1956 under which order passed

6. * Number of days within which order is to be filed with Registrar (To be entered pursuant to aforesaid sections or in terms of court order or Tribunal order or order of the competent authority, as the case may be)

7. *Date of application to court or Tribunal or the competent authority for issue of certified copy of order (DD/MM/YYYY)

8. *Date of issue of certified copy of order (DD/MM/YYYY)

9. Due date by which order is to be filed with Registrar (DD/MM/YYYY)

11. In case of amalgamation, mention whether company filing the form is transferor or transferee Transferor Transferee

(a) Details of transferee company

CIN	L19129UP1979PLC004821	Pre-fill
Name	MIRZA INTERNATIONAL LIMITED	
Appointed date of amalgamation	01/04/2015	(DD/MM/YYYY)

(b) Details of transferor company(s)

Number of transferor company(s)

i. Category of the transferor company

CIN or FCRN or any other registration number	U19115UP2015PTC068285	Pre-fill
Name	GENESISFOOTWEAR ENTERPRISES PRIVATE LIMITED	
Appointed date of amalgamation	01/04/2015	(DD/MM/YYYY) SRN of Form NO.INC-28 <input type="text" value="C77429967"/>

13.(a) SRN of relevant form

(Mention the SRN of relevant Form INC-22, INC-28, CHG-1, CHG-4, CHG-9, MGT-14 or any other form; if applicable)

14. *Whether penalty involved or not Yes No

Attachments

1. *Copy of court order or company law board order or order by any other competent authority

Attach

2. Optional attachment(s) - if any

Attach

formal order.pdf
resolution.pdf

Remove attachment

Declaration

I am authorized by the Board of Directors of the Company vide resolution no. * 04
Dated * 11/03/2015 to sign the form and declare that all the requirements of the companies Act,2013 and rules thereunder in respect of the subject matter of this form and matters incidental thereto have been compiled with.I further declare that:

- 1. Whatever is stated in this form and in the attachmnets thereto is true ,correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company
- 2. All the required attachments have been completely and legibly attached to this form

To be digitally signed by

Particulars of the person signing and submitting the form



*Name Tasneef Ahmad Mirza

Capacity

*Designation Director

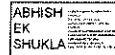
DIN or Income-tax PAN or Membership number 00049066

Certificate by practicing professional

I declare that I have been duly engaged for the purpose of certification of this form. It is hereby certified that I have gone through the provisions of the Companies Act, 2013 and rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original/ certified records maintained by the Company/applicant which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed. I further certify that:

- i. The said records have been properly prepared, signed by the required officers of the Company and maintained as per the relevant provisions of the Companies Act, 2013 and were found to be in order;
- ii. All the required attachments have been completely and legibly attached to this form.

- Chartered accountant (in whole-time practice) or
- Cost accountant (in whole-time practice) or
- Company secretary (in whole-time practice)



*Whether associate or fellow Associate Fellow

*Membership number 27253 *Certificate of practice number 14769

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement/certificate and punishment for false evidence respectively.

Modify Check Form Prescrutiny Submit

For office use only:

Affix filing details

eForm Service request number (SRN) eForm filing date (DD/MM/YYYY)

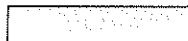
This e-Form is hereby registered

Digital signature of the authorising officer



Confirm submission

Date of signing



(DD/MM/YYYY)

