

MIRZA INTERNATIONAL LIMITED

National Stock Exchange of India Ltd.

June 12, 2015



Exchange Plaza, Bandra-Kurla Complex

Bandra (East),

MUMBAI -400 051

SUB: APPROVAL OF MODIFIED SHARE EXCHANGE RATIO OF SCHEME OF AMALGAMATION OF GENESISFOOTWEAR ENTERPRISES PVT. LTD. WITH MIRZA INTERNATIONAL LTD.

Dear Sir,

We are pleased to inform you that Board of Directors of Mirza International Limited (the Company), in its Meeting held today, approved the following Modified Share Exchange Ratio for the purpose of the proposed Amalgamation of Genesisfootwear Enterprises Pvt. Ltd. With Mirza International Ltd.;

- a) 52 (Fifty two) Equity Shares of Rs. 2/- each to be issued by the Transferee Company – Mirza International Ltd., 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 may be issued by the Transferee Company, 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 clause (a) is allotted.

This is for your kind information and record please.

Thanking You

Yours Faithfully,

For MIRZA INTERNATIONAL LIMITED


(D. C. Pandey)

Vice President (A/Cs) &

Company Secretary