

## Mirza International Limited

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August 7, 2022

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

**Sub.: Summary of proceedings of the meetings of Equity Shareholders and Un-secured Creditors of Mirza International Limited held under the supervision of the Hon'ble National Company Law Tribunal, Allahabad Bench, Allahabad (NCLT)**

**Ref.: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.**

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), please find enclosed a summary of the proceedings of the meetings of the Equity Shareholders and Un-secured Creditors of Mirza International Limited convened under the supervision of the Hon'ble NCLT, held on Saturday, August 6, 2022:

- i. NCLT convened Meeting of Equity Shareholders at 11:00 a.m. (Annexure-A)
- ii. NCLT convened Meeting of Un-secured Creditors at 01.00 p.m. (Annexure-B)

We request you to kindly take the same on record.

**For Mirza International Limited**



**Harshita Nagar**  
**Company Secretary and Compliance Officer**

Encl.: As above.

**SUMMARY OF THE PROCEEDINGS OF THE MEETING OF EQUITY SHAREHOLDERS OF MIRZA INTERNATIONAL LIMITED HELD, PURSUANT TO ORDER DATED JUNE 14, 2022 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, ALLAHABAD BENCH, ALLAHABAD ON SATURDAY, AUGUST 6, 2022, THROUGH VIDEO CONFRENCING (VC), WITH FACILITY OF E-VOTING PROVIDED BY NATIONAL SECURITIES DEPOSITORY LIMITED, STARTED FROM 11:00 A.M. AND CONCLUDED AT 12:50 P.M.**

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In compliance with the Order dated June 14, 2022 of the Hon'ble National Company Law Tribunal, Allahabad Bench, Allahabad ("NCLT"), in Company Application CA (CAA) No.11/ALD/2022 and as per applicable procedure mentioned in General Circular No.14/2020 dated April 8, 2020 read with General Circular No. 17 /2020 dated April 13, 2020 and General Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ("SEBI") as amended, the Meeting of Equity Shareholders of Mirza International Limited ("Meeting") was duly convened and held on Saturday, August 6, 2022, through Video conferencing, for the purpose of considering the Composite Scheme of Arrangement of RTS Fashions Private Limited, Mirza International Limited and Redtape Limited and their respective shareholders and creditors under the provisions of Sections 230 to 232 of the Companies Act, 2013 ("the Act") and other relevant provisions of the Act and rules framed thereunder ("Scheme").

1. A total 55 Members attended the Meeting as per the records of the attendance.
2. The Chairperson of the meeting ensured that the quorum of the meeting was not present at 11:00 a.m. and the meeting was adjourned for thirty minutes. Thereafter, at 11:30 a.m., the Chairperson confirmed that the requisite quorum was present and proceeded with the Meeting.
3. The Chairperson of the Meeting called the meeting to order, as requisite quorum was present.
4. The Chairperson of the Meeting informed that the Meeting has been convened pursuant to Order dated June 14, 2022 of the Hon'ble NCLT, Allahabad Bench, for the purpose of considering the proposed Composite Scheme of Arrangement of RTS Fashions Private Limited, Mirza International Limited and Redtape Limited and their respective shareholders and creditors under the provisions of Sections 230 to 232 of the Companies Act, 2013 ("the Act").
5. The Notice of Meeting of the Equity Shareholders dated June 29, 2022, convening the Meeting, as circulated to the Members, was taken as read.
6. The Chairperson of the Meeting informed that the facility to cast vote via remote e-voting was provided to Members from August 2, 2022, (9:00 a.m. IST) to August 5, 2022 (5:00 p.m. IST). E-voting facility is available at the Meeting and as mentioned in the Notice, at the end of discussion on the resolution on which the voting is to be held, there will be facility of e-voting at the e-voting platform of the NSDL, for all those Members who participated in the Meeting but have not cast their votes by availing the remote e-voting facility.

7. The Chairperson of the Meeting further informed the Members that Mr. Anil Kumar Mittal, was appointed as Scrutinizer by the Hon'ble NCLT for scrutinising the remote e-voting and also for the votes which may be cast electronically by the Members at the end of the Meeting.
8. The Chairperson of the Meeting invited the Members who have registered themselves as Speakers and were attending the said Meeting through VC facility, to put forward their queries, clarifications or suggestions, if any, on the Agenda Item, as contained in the Notice. Thereafter, Mr. Kartikeya Goel, Legal Counsel of the Company, invited one by one the members who have registered themselves as Speaker. As advised by Chairperson, Mr. Rajeev K Goel, Legal Counsel of the Company, has satisfactorily replied to the queries of the Members.
9. Thereafter, the following business as set out in the Notice dated June 29, 2022 for the Meeting of the Equity Shareholders of the Company, was transacted:

***Composite Scheme of Arrangement of RTS Fashions Private Limited, Mirza International Limited and Redtape Limited and their respective shareholders and creditors under the provisions of Sections 230 to 232 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any.***

10. Thereafter, the Chairperson of the Meeting invited Members present at the Meeting, who have not cast their votes through remote e-voting, to avail the facility of e-voting at the Meeting.
11. The Chairperson informed the Members that the results would be declared after considering the e-voting during the Meeting and the remote e-voting which already been done. The results would be submitted to the Stock Exchanges within 2 working days of the conclusion of the Meeting and would be placed on the website of the Company.
12. The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their votes. Mr. Kartikeya Goel, Counsel of the Company, gave a heartiest vote of thanks to the Chairperson and Meeting concluded thereafter.

**SUMMARY OF THE PROCEEDINGS OF THE MEETING OF UN-SECURED CREDITORS OF MIRZA INTERNATIONAL LIMITED HELD, PURSUANT TO ORDER DATED JUNE 14, 2022 BY THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, ALLAHABAD BENCH, ALLAHABAD, ON SATURDAY, AUGUST 6, 2022 THROUGH VIDEO CONFRENCING (VC) FACILITY PROVIDED BY NATIONAL SECURITIES DEPOSITORY LIMITED STARTED FROM 1:00 P.M. AND CONCLUDED AT 3:00 P.M.**

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In compliance with the Order dated June 14, 2022 by the Hon'ble National Company Law Tribunal, Allahabad Bench, Allahabad ("NCLT"), in Company Application CA (CAA) No. 11/ALD/2022 and as per applicable procedure mentioned in General Circular Nos. 14/2020 dated April 8, 2020 read with General Circular No. 17 /2020 dated April 13, 2020 and General Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CED/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ("SEBI") as amended, the Meeting of Un-secured Creditors of Mirza International Limited ("Meeting") was duly convened and held on Saturday, August 6, 2022, through Video Conferencing ("VC"), for the purpose of considering the Composite Scheme of Arrangement of RTS Fashions Private Limited, Mirza International Limited and Redtape Limited and the respective Shareholders and Creditors under the provisions of Sections 230 to 232 of the Companies Act, 2013 ("the Act") and other relevant provisions, if any ("Scheme").

1. A total 83 Un-secured Creditors attended the Meeting as per the records of the attendance.
2. The Chairperson of the meeting confirmed that the requisite quorum of the meeting was present and proceeded with the Meeting.
3. The Chairperson of the Meeting ascertained that the requisite quorum was present and called the meeting to order.
4. The Chairperson of the Meeting informed that the Meeting has been convened pursuant to Order dated June 14, 2022 of the Hon'ble NCLT, Allahabad Bench, for the purpose of considering the proposed Composite Scheme of Arrangement of RTS Fashions Private Limited, Mirza International Limited and Redtape Limited and their respective Shareholders and Creditors under the provisions of Sections 230 to 232 of the Companies Act, 2013 ("the Act") and other relevant provisions, if any.
5. The Notice of Meeting of the Unsecured Creditors dated June 29, 2022, convening the Meeting, as circulated to the Un-secured Creditors, was taken as read.
6. The Chairperson of the Meeting informed that the facility to cast vote via remote e-voting was provided to Un-secured Creditors from August 2, 2022, (9:00 am IST) to August 5, 2022 (5:00 p.m. IST). E-voting facility is available at the Meeting and as mentioned in the Notice, at the end of discussion on the resolution on which the voting is to be held, there will be facility of e-

voting at the e-voting platform of the NSDL, for all those Un-secured Creditors who participated in the Meeting but have not cast their votes by availing the remote e-voting facility.

7. The Chairperson of the Meeting further informed the Un-secured Creditors that Mr. Anil Kumar Mittal, was appointed as Scrutinizer by the Hon'ble NCLT for scrutinizing the remote e-voting and also for the votes which may be cast electronically by the Un-secured Creditors at the end of the Meeting.
8. The Chairperson of the Meeting invited the Un-secured Creditors who were attending the said Meeting through VC facility, to put forward their queries, clarifications or suggestions, if any, on the Agenda Item, as contained in the Notice.
9. Thereafter, the following business as set out in the Notice dated June 29, 2022 for the Meeting of the Un-secured Creditors of the Company, was transacted:

***Composite Scheme of Arrangement of RTS Fashions Private Limited, Mirza International Limited and Redtape Limited and their respective shareholders and creditors under the provisions of Sections 230 to 232 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any.***

10. Thereafter, the Chairperson of the Meeting invited Un-secured Creditors present at the Meeting, who have not cast their votes through remote e-voting, to avail the facility of e-voting at the Meeting.
11. The Chairperson informed the Un-secured Creditors that the results would be declared after considering the e-voting during the Meeting and the remote e-voting which already been done. The results would be submitted to the Stock Exchanges within 2 working days of the conclusion of the Meeting and would be placed on the website of the Company.
12. The e-voting facility was kept open for 15 minutes to enable the Un-secured Creditors to cast their votes. Mr. Kartikeya Goel, Legal Counsel of the Company, gave a heartiest vote of thanks to the Chairperson and Scrutinizer and the Meeting concluded thereafter.