

February 28, 2023

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001

Scrip Code: 526642

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai 400 051
NSE symbol: MIRZAINT

Dear Sir / Madam,

Sub.: Disclosure in terms of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 pursuant to the allotment of shares pursuant to the Composite Scheme of Arrangement

The Composite Scheme of Arrangement of RTS Fashions Private Limited, Mirza International Limited and Redtape Limited ("the Scheme of Arrangement") was approved by of the Hon'ble National Company Law Tribunal, Allahabad Bench, Prayagraj, vide its order dated February 21, 2023. The Scheme of Arrangement is effective from February 25, 2023.

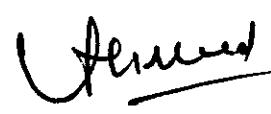

Post the Scheme of Arrangement being effective, *inter-alia*, the promoter group of the Company has been allotted equity shares in the Transferee Company – Mirza International Limited.

Pursuant to the Scheme of Arrangement, upon the Scheme finally coming into effect, the Transferee Company – Mirza International Limited has allotted 1,78,95,900 (One Crore Seventy Eight Lakh Ninety Five Thousand and Nine Hundred) equity shares of Rs. 2/- each on February 27, 2023, to the Shareholders of the Transferor Company – RTS Fashions Private Limited, in the share exchange ratio mentioned in the Scheme of Arrangement. Out of these shares 1,71,49,440 equity shares have been allotted to the Promoters and Promoter Group of Mirza International Limited.

Please find enclosed herewith the disclosure under regulation 29(2) of the SEBI (SAST) Regulations, 2011 upon allotment of shares to the promoter and promoter group of Mirza International Limited, pursuant to the Scheme of Arrangement.

Thanking you.

For the Promoters and Promoter Group
Mirza International Limited



Rashid Ahmed Mirza

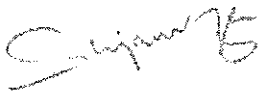
Shahid Ahmad Mirza



Tauseef Ahmad Mirza



Tasneef Ahmad Mirza



Shuja Mirza

Cc:

The Board of Directors,
Mirza International Limited
14/6, Civil Lines
Kanpur 208 001

Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | | |
|--|--|---|--|
| Name of the Target Company (TC) | Mirza International Limited | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | As per Annexure – A | | |
| Whether the acquirer belongs to Promoter/Promoter Group | As per Annexure – A | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are listed | 1. BSE Limited (BSE); and 2. National Stock Exchange of India Limited (NSE) | | |
| Details of acquisition / disposal as follows | Number | % w.r.t. total share/voting capital wherever applicable (*) | % w.r.t. total diluted share/voting capital of the TC (**) |
| Before the acquisition / disposal under consideration, holding of: | | | |
| a) Shares carrying voting rights | 8,20,09,751 | 68.16 | 68.16 |
| b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ other) | | | |
| c) Voting rights (VR) otherwise than by shares | | | |
| d) Warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) | | | |
| e) Total (a+b+c+d) | 8,20,09,751 | 68.16 | 68.16 |
| Details of acquisition / Sale | | | |
| a) Shares carrying voting rights acquired/disposed | 1,71,49,440 | 3.59 | 3.59 |
| b) VRs acquired / sold otherwise than by shares | | | |
| c) Warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired | | | |
| d) Shares encumbered/ invoked/ released by the acquirer | | | |
| e) Total (a+b+c+/-d) | 1,71,49,440 | 3.59 | 3.59 |

| | | | |
|---|---|--------------|--------------|
| After the acquisition /-disposal, holding of: | | | |
| a) Shares carrying voting rights | 9,91,59,191 | 71.75 | 71.75 |
| b) Shares encumbered with the acquirer | | | |
| c) VRs otherwise than by shares | | | |
| d) Warrants/ convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition | | | |
| e) Total (a+b+c+d) | 9,91,59,191 | 71.75 | 71.75 |
| Mode of acquisition /-sale (e.g. open market/ off-market/ public issue/ right issue/ preferential allotment/ inter-se transfer etc.) | Allotment of Shares pursuant to Composite Scheme of Arrangement | | |
| Date of acquisition/-sale of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable | February 27, 2023 | | |
| Equity share capital / total voting capital of the TC before the said acquisition /-sale | 12,03,06,000 Equity Shares of Rs.2/- each | | |
| Equity share capital/ total voting capital of the TC after the said acquisition /-sale | 13,82,01,900 Equity Shares of Rs.2/- each | | |
| Total diluted share/ voting capital of the TC after the said acquisition /-sale | 13,82,01,900 Equity Shares of Rs.2/- each | | |

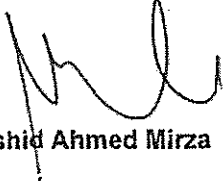
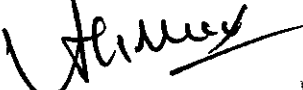


Note:

(*) Total share capital / voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.


(**) Diluted share / voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/ warrants into equity shares of the TC.

Note: Percentage of acquisition is increase in shareholding post allotment of shares.

**For the Promoters and Promoter Group
Mirza International Limited**

Rashid Ahmed Mirza Shahid Ahmad Mirza Tauseef Ahmad Mirza Tasneef Ahmad Mirza



Shuja Mirza

Annexure A

Pre-Scheme and Post Scheme of Arrangement Shareholding of the Promoters and the Promoters Group of Mirza International Limited

| Sr. No. | Shareholding details | Pre- Acquisition | | Allotment to Acquirers (Promoters & Promoters Group) | Post- Acquisition | |
|---------|---------------------------|--------------------|-----------------------------------|--|--------------------|-----------------------------------|
| | | No. of shares held | % w.r.t total share capital of TC | | No. of shares held | % w.r.t total share capital of TC |
| 1. | Shuja Mirza | 1,03,57,689 | 8.61 | 7,46,460 | 1,11,04,149 | 8.03 |
| 2. | Yasmin Mirza | 57,50,850 | 4.78 | - | 57,50,850 | 4.16 |
| 3. | Rashid Ahmed Mirza | 1,36,65,520 | 11.36 | 46,70,160 | 1,83,35,680 | 13.27 |
| 4. | Shahid Ahmad Mirza | 1,79,89,915 | 14.95 | 40,95,960 | 2,20,85,875 | 15.98 |
| 5. | Fauzia Mirza | 50,000 | 0.04 | - | 50,000 | 0.04 |
| 6. | Faraz Mirza | - | - | - | - | - |
| 7. | Yusra Mirza | - | - | - | - | - |
| 8. | Haya Mirza | 19,500 | 0.02 | - | 19,500 | 0.01 |
| 9. | Tauseef Ahmad Mirza | 1,81,40,463 | 15.08 | 40,95,960 | 2,22,36,413 | 16.09 |
| 10. | Hiba Mirza | - | - | - | - | - |
| 11. | Sarah Mirza | - | - | - | - | - |
| 12. | Mustafa Mirza | - | - | - | - | - |
| 13. | Tasneef Ahmad Mirza | 1,59,62,604 | 13.27 | 35,40,900 | 1,95,03,504 | 14.11 |
| 14. | Iram Mirza | 21,000 | 0.02 | - | 21,000 | 0.02 |
| 15. | Farzan Mirza | - | - | - | - | - |
| 16. | Amaan Mirza | - | - | - | - | - |
| 17. | Ramsha Rahman | - | - | - | - | - |
| 18. | Firdaus Amin | 50,000 | 0.04 | - | 50,000 | 0.04 |
| 19. | Nida Mirza | 2,220 | 0.00 | - | 2,220 | 0.00 |
| | Total Shareholding | 8,20,09,751 | 68.16 | 1,71,49,440 | 9,91,59,191 | 71.75 |

For the Promoters and Promoter Group
Mirza International Limited


Rashid Ahmed Mirza


Shahid Ahmad Mirza


Tauseef Ahmad Mirza


Tasneef Ahmad Mirza


Shuja Mirza