

## 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

22<sup>nd</sup> September, 2020

BSE Ltd.,  
Phiroze Jeejeebhoy Towers,  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda, Dalal Street,  
Mumbai - 400 001

National Stock Exchange of India Ltd.,  
Exchange Plaza, 5th Floor,  
Plot No. C/1, G-Block,  
Bandra-Kurla Complex,  
Bandra (E), Mumbai - 400 051

Dear Sir/Madam,

**Subject: Intimation regarding completion of circulation of Postal Ballot Notice vide e-mail**

This is to inform you that pursuant to the provisions of the Companies Act, 2013 read with General Circular No. 14/2020, 17/2020 and 22/2020 dated April 8, 2020, April 13, 2020 and June 15, 2020 respectively in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and rules made thereunder on account of threat posed by COVID-19" issued by the Ministry of Corporate Affairs, Government of India ("MCA circulars"), the Company has on 21<sup>st</sup> September, 2020 completed circulation of Postal Ballot Notice, vide e-mail, to the Members whose names appeared in the Register of Members / List of Beneficial Owners and whose e-mail IDs were registered with the Company or depository through the respective depository participants as on the cut-off date i.e. 11<sup>th</sup> September, 2020. The physical notice through post has not been sent to the Members in accordance with the requirement specified under the MCA Circulars.

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the following documents:

1. Postal Ballot Notice sent individually to the members through e-mail only; and
2. Copies of the advertisement published in newspapers in accordance with the MCA Circulars.

Kindly take above information on your record.

For MIRZA INTERNATIONAL LIMITED

  
Priyanka Pahuja  
Company Secretary and Compliance Officer

Name: Priyanka Pahuja  
Address: A-7, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi-110044  
Membership No.: 59086

Encl.: As above

# MIRZA INTERNATIONAL LIMITED

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

**CIN:** L19129UP1979PLC004821, **Tel.:** 91-512-2530775 **Fax:** 91-512-2530166

**Website:** www.mirza.co.in **E-mail:** cherian@redtapeindia.com

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## Postal Ballot Notice

[Pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020 and Circular No. 22/2020 dated June 15, 2020 issued by Ministry of Corporate Affairs, Government of India ("MCA Circulars") and other applicable laws and regulations, that the resolutions appended are proposed to be passed by way of remote e-voting/Postal Ballot.

Pursuant to Section 102 of the Act, the explanatory statement pertaining to the aforesaid item setting out the material facts and reasons thereto is annexed with the Postal Ballot/E-voting Notice for your consideration.

The Notice is being sent to all the Members, whose names appear in the Register of Members as on Friday, September 11, 2020 in accordance with the provisions of the Act, read with Rules made thereunder and aforesaid MCA Circulars.

The Board of Directors has appointed CS Ankit Misra, a qualified Independent Company Secretary, Kanpur (Membership No - A-30650) as the Scrutinizer for conducting the postal ballot / remote e-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules, the Company is pleased to provide e-voting facility to all its Members to enable them to cast their votes electronically. The Company has engaged the services of KFin Technologies Private Limited ("KFintech") for the purpose of providing e-voting facility to all its Members.

Members are requested to read the instructions in the Notes under the section 'Voting through electronic means' in this Notice. The Scrutinizer will submit his report to the Chairman or any other Director as authorised by the Board after the completion of the scrutiny of the postal ballots. The result of postal ballot shall be declared on or before 5:00 P.M. on Saturday, October 24, 2020 and the same will be placed on the website of the Company i.e. www.mirza.co.in and on website of remote e-voting agency i.e. www.evoting.karvy.com and will also be communicated to the Stock Exchanges.

In terms of the MCA Circulars, in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies are advised to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot / e-voting in accordance with the provisions of the Companies Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. The MCA has clarified that for companies that are required to provide e-voting facility under the Companies Act, while they are transacting any business(es) only by Postal Ballot up to 30th September 2020, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars dated April 8, 2020 and April 13, 2020 and June 15, 2020 will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by email to all its Members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars 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 and Members are required to communicate their assent or dissent through the remote e-voting system only.

## **RESOLUTIONS:**

### **ITEM NO. 1**

To consider and, if thought fit, to pass the following resolution as a *Special Resolution*:

**“RESOLVED THAT** pursuant to provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), and subject to such other approvals as may be required under any law for the time being in force, the Company hereby approves the re-appointment of **Mr. Rashid Ahmed Mirza** (DIN-00049009) as Managing Director of the Company to exercise powers of day to day management of affairs of the company as may be entrusted by the Board of Directors of the Company from time to time for a period of 3 years w.e.f 1<sup>st</sup> October, 2020 on such terms and conditions including remuneration as set out in the Explanatory Statement, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

**RESOLVED FURTHER THAT** where in any Financial Year during the tenure of Managing Director, the Company has no profits or its profits are inadequate, Mr. Rashid Ahmed Mirza, (DIN: 00049009) Managing Director shall be entitled to remuneration by way of salary and perquisites, benefits and amenities as specified supra, not exceeding the ceiling laid down in schedule V of the Companies Act, 2013 as may be decided by the Board of Directors, subject to necessary sanctions and approvals.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient in this regard to give effect to this resolution.”

## ITEM NO. 2

To consider and, if thought fit, to pass the following resolution as a *Special Resolution*:

**“RESOLVED THAT** pursuant to provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), and subject to such other approvals as may be required under any law for the time being in force, the Company hereby approves the re-appointment of **Mr. Shahid Ahmad Mirza** (DIN-00048990) as Whole-Time Director of the Company to exercise powers of day to day management of affairs of the company as may be entrusted by the Board of Directors of the Company from time to time for a period of 3 years w.e.f 1<sup>st</sup> October, 2020 on such terms and conditions including remuneration as set out in the Explanatory Statement, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

**RESOLVED FURTHER THAT** where in any Financial Year during the tenure of Whole-Time Director, the Company has no profits or its profits are inadequate, Mr. Shahid Ahmad Mirza, (DIN: 00048990) Whole-Time Director shall be entitled to remuneration by way of salary and perquisites, benefits and amenities as specified supra, not exceeding the ceiling laid down in schedule V of the Companies Act, 2013 as may be decided by the Board of Directors, subject to necessary sanctions and approvals.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient in this regard to give effect to this resolution.”

## ITEM NO. 3

To consider and, if thought fit, to pass the following resolution as a *Special Resolution*:

**“RESOLVED THAT** pursuant to provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), and subject to such other approvals as may be required under any law for the time being in force, the Company hereby approves the re-appointment of **Mr. Tauseef Ahmad Mirza** (DIN-00049037) as Whole-Time Director of the Company to exercise powers of day to day management of affairs of the company as may be entrusted by the Board of Directors of the Company from time to time for a period of 3 years w.e.f 1<sup>st</sup> October, 2020 on such terms and conditions including remuneration as set out in the Explanatory Statement, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

**RESOLVED FURTHER THAT** where in any Financial Year during the tenure of Whole-Time Director, the Company has no profits or its profits are inadequate, Mr. Tauseef Ahmad Mirza, (DIN: 00049037) Whole-Time Director shall be entitled to remuneration by way of salary and perquisites, benefits and amenities as specified supra, not exceeding the ceiling laid down in schedule V of the Companies Act, 2013 as may be decided by the Board of Directors, subject to necessary sanctions and approvals.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient in this regard to give effect to this resolution.”

#### **ITEM NO. 4**

To consider and, if thought fit, to pass the following resolution as a *Special Resolution*:

**“RESOLVED THAT** pursuant to provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), and subject to such other approvals as may be required under any law for the time being in force, the Company hereby approves the re-appointment of **Mr. Tasneef Ahmad Mirza** (DIN-00049066) as Whole-Time Director of the Company to exercise powers of day to day management of affairs of the company as may be entrusted by the Board of Directors of the Company from time to time for a period of 3 years w.e.f 1<sup>st</sup> October, 2020 on such terms and conditions including remuneration as set out in the Explanatory Statement, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

**RESOLVED FURTHER THAT** where in any Financial Year during the tenure of Whole-Time Director, the Company has no profits or its profits are inadequate, Mr. Tasneef Ahmad Mirza, (DIN: 00049066) Whole-Time Director shall be entitled to remuneration by way of salary and perquisites, benefits and amenities as specified supra, not exceeding the ceiling laid down in schedule V of the Companies Act, 2013 as may be decided by the Board of Directors, subject to necessary sanctions and approvals.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient in this regard to give effect to this resolution.”

#### **ITEM NO. 5**

To consider and, if thought fit, to pass the following resolution as a *Special Resolution*:

**“RESOLVED THAT** pursuant to provisions of Section 196, 197, 198, 203 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals as may be required under any law for the time being in force, the Company hereby approves the re-appointment of **Mr. Narendra Prasad Upadhyaya** (DIN-00049196) as Whole-time Director of the Company for a period of 3 (Three) years with effect from 1<sup>st</sup> October, 2020 on the terms and conditions as set out in Explanatory Statement to exercise powers of day to day management of affairs of the Company as may be entrusted by the Board of Directors of the Company from time to time, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

**RESOLVED FURTHER THAT** where in any Financial Year during the tenure of Whole-Time Director, the Company has no profits or its profits are inadequate, Mr. Narendra Prasad Upadhyaya, (DIN: 00049196) Whole-Time Director shall be entitled to remuneration by way of salary and perquisites, benefits and amenities as specified supra, not exceeding the ceiling laid down in schedule V of the Companies Act, 2013 as may be decided by the Board of Directors, subject to necessary sanctions and approvals.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient in this regard to give effect to this resolution.”

#### **ITEM NO. 6**

To consider and, if thought fit, to pass the following resolution as a *Ordinary Resolution*:

**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013, Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), consent of the Company be and is hereby accorded for entering into transactions with **Euro Footwear Private Limited**, a ‘Related Party’ as defined under Section 2(76) of the Companies Act, 2013 and SEBI LODR, with effect from 1<sup>st</sup> October, 2020 to 30<sup>th</sup> September, 2021 upto the maximum amount per annum as stated in explanatory statement.

**RESOLVED FURTHER THAT** to give effect to this resolution the Board of Directors be and is hereby authorised to settle any questions, difficulty, or doubt that may arise with regard to giving effect to the above Resolution and to do all such acts, deeds, things as may be necessary, proper desirable and to finalise any documents and writings related thereto.”

#### **ITEM NO. 7**

To consider and, if thought fit, to pass the following resolution as a *Ordinary Resolution*:

**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013, Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), consent of the Company be and is hereby accorded for entering into transactions with **Mirza (U.K) Limited**, a ‘Related Party’ as defined under Section 2(76) of the Companies Act, 2013 and SEBI LODR, with effect from 1<sup>st</sup> October, 2020 to 30<sup>th</sup> September, 2021 upto the maximum amount per annum as stated in explanatory statement.

**RESOLVED FURTHER THAT** to give effect to this resolution the Board of Directors be and is hereby authorised to settle any questions, difficulty, or doubt that may arise with regard to giving effect to the above Resolution and to do all such acts, deeds, things as may be necessary, proper desirable and to finalise any documents and writings related thereto.”

#### **ITEM NO 8**

To consider and, if thought fit, to pass, with or without modifications, the following Resolution as a *Ordinary Resolution*:

**RESOLVED THAT** pursuant to the provisions of Section 188 read with The Companies

(Meetings of the Board and its Powers) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force, the Company hereby approve the re-appointment of **Mr. Faraz Mirza**, relative of Directors of the Company, to hold and continue to hold Office or Place of profit under the Company as President (Production) for a period of three years w.e.f. 1<sup>st</sup> October, 2020 on the following terms and conditions:

### **1. Remuneration:**

Remuneration by way of Salary, Dearness Allowance, Performance Based Bonus, Commission, and other Allowances not exceeding a sum of Rs. 10,00,000/- (Rupees Ten Lakh only) per month, as may be finalized in consultation with the appointee.

### **2. Perquisites:**

In addition to the Salary as above, the President (Production) shall be entitled to the following perquisites:

- a) Gratuity payable as per Rules of the Company and applicable statutory provisions, if any, from time to time. However, the same shall not be included in the computation of the ceiling on remuneration specified as above;
- b) Leave with pay not exceeding one month for every eleven months of completed service and un-availed leaves will be allowed to be encashed at the end of the tenure. However, the same shall not be included in the computation of the ceiling on remuneration specified as above;
- c) Use of Company's car with a driver for official purpose and telephone at residence (including payment for local calls and long distance official calls) which shall not be included in the computation of the ceiling on remuneration specified as above.
- d) Reimbursement of medical expenses for self and family not exceeding Rs. 10,00,000/- (Rupees Ten Lakh only) per annum.

**RESOLVED FURTHER THAT** the Board of Directors may alter, vary and modify the terms and conditions of the appointment of Mr. Faraz Mirza from time to time during the tenure of his appointment as President (Production) subject however, to the compliance with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to complete all the necessary formalities and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Registered Office:

14/6, Civil Lines  
Kanpur- 208001

By Order of the Board  
MIRZA INTERNATIONAL LIMITED

(PRIYANKA PAHUJA)  
Company Secretary &  
Compliance Officer

Place: New Delhi

Date: September 14, 2020

### **NOTES FOR MEMBERS' ATTENTION**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules framed thereunder, stating all material facts and the reasons for the proposals set out above is annexed herewith.
2. The Board has appointed CS Ankit Misra, of Ankit Misra & Co., Company Secretaries as the Scrutinizer for conducting the postal ballot / remote e-voting process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on Friday, September 11, 2020 in accordance with the provisions of the Companies Act, 2013, read with rules made thereunder and the MCA Circulars. Accordingly, those Members /Beneficial Owners will be considered for the purpose of voting and those who are not the members on the said date shall treat this Notice for Information purpose only.
4. In terms of the MCA Circulars, the Company is sending Postal Ballot Notice in electronic form only. To facilitate such Members to receive this notice electronically and cast their vote electronically, Company has made special arrangement with its Registrar & Share Transfer Agent for registration of email addresses in terms of the MCA Circulars.
5. Resolution passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
6. In compliance with Regulation 44 of the the Listing Regulations and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, if any, read with the Rules made thereunder and the provisions of the MCA Circulars, the Company is providing facility for voting by electronic means ("remote e-voting") to all the Members of the Company to enable them to cast their votes electronically on the items mentioned in the Notice. For this purpose, the Company has entered into an arrangement with KFinTech for facilitating remote e-voting



to enable the Members to cast their votes electronically instead of physical mode. In terms of the MCA Circulars, voting can be done only by remote voting. As the remote e-voting does not require a person to attend to a meeting physically, the members are strongly advised to use the remote e-voting procedure by themselves and not through any other person / proxies.

7. A Member cannot exercise his/her vote by proxy on postal ballot.

8. The Scrutinizer will submit his report to the Chairman or any Director of the Company as authorized by the Board after the completion of scrutiny of the postal ballots. The result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before 5.00 P.M. on Saturday, October 24, 2020 at the Registered Office of the Company and the same will be placed on the website of the Company i.e. [www.mirza.co.in](http://www.mirza.co.in), website of remote e-voting agency i.e. [www.evoting.kfintech.com](http://www.evoting.kfintech.com) and will be communicated to the Stock Exchanges on the said date.

9. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

All the material documents referred to in the resolution will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till Saturday, October 24, 2020.

#### **14. VOTING THROUGH ELECTRONIC MEANS**

##### **The instructions for remote e-voting are as under:**

**A.** In case a Member receives an e-mail from KFintech [for members whose email ID are registered with the Bank/ Depository Participant(s)]:

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 number 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 remote e-voting, you can use your existing User ID and password for casting your vote.

iii. After entering the details appropriately, click on LOGIN.

iv. You will reach the 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 any contact details like mobile, email etc. on first login. You may also enter the 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 EVENT i.e MIRZA INTERNATIONAL LIMITED.

vii. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click "FOR"/"AGAINST" as the case may be. You are not required to cast all your votes in the same manner. You may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN" in case you wish to abstain from voting. If you do not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head

viii. Shareholders holding multiple Folios/ Demat account shall choose the voting process separately for each Folios/ Demat Account.

ix. Cast your vote by selecting an appropriate option and click on **SUBMIT**. A confirmation box will be displayed. Click '**OK**' to confirm else '**CANCEL**' to Modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution(s).

x. Corporate/ Institutional shareholders [i.e. other than individuals, HUF, NRI, etc] are required to send scanned copy [PDF/JPG Format] of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory [ies] who are authorized to vote, to the Scrutinizer through e-mail at [ankit99900@gmail.com](mailto:ankit99900@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com)

xi. Once you have casted your vote on a resolution you will not be allowed to modify it subsequently.

**B.** The process for registration of email addresses is as under:

On account of threat posed by COVID-19 and in terms of the MCA Circulars, 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 remote e-voting system only. Therefore, those Members who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

a. In light of the MCA Circulars, Members who are holding shares in demat form or physical form and have not registered their email address and as a consequence could not receive the e-voting notice may temporarily get their email registered with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, by clicking the link: <https://karisma.kfintech.com/emailreg> or by clicking on the email registration tab on Company's website which will lead to link: <https://karisma.kfintech.com/emailreg> and then by following

the registration process as guided thereafter. Post successful registration of the email, the Member would receive soft copy of the notice along with the User ID and the Password to enable e voting for this Postal Ballot. In case of any queries, Member may write to [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com).

b. It is clarified that for permanent registration of email address, Members are requested to register their email addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, India by following due procedure.

c. Those Members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited to enable servicing of notices / documents / Annual Reports electronically to their email address.

**Other Instructions:**

i. The remote e-voting portal will be open for voting from Wednesday, September 23, 2020 (09:00 A.M.) to Thursday, October 22, 2020 (05:00 P.M.). During the period, Members of the Company, holding shares either in physical form or in dematerialised form, as on cut-off date (record date), Friday, September 11, 2020, may cast their vote electronically. The remote e-voting module shall be disabled by KFintech for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

ii. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on record date.

iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and remote e-voting User Manual for shareholders available at the download section of <https://evoting.kfintech.com> or contact Mrs. C Shobha Anand of KFintech Pvt. Ltd. At 040- 67162222 or at 18003454001(toll free)

iv. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

v. The results of remote e-voting will be placed by the company on its website [www.mirza.co.in](http://www.mirza.co.in) and also communicated to the stock exchanges, where the shares of the Company are listed.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT 2013**

**ITEM NO. 1-4**

The present term of Mr. Rashid Ahmed Mirza as Managing Director and Mr. Shahid Ahmad Mirza, Mr. Tauseef Ahmad Mirza, Mr. Tasneef Ahmad Mirza as Whole-time Directors is expiring on 30<sup>th</sup> September, 2020. Therefore, the Board of Directors in its meeting held on 14<sup>th</sup> September, 2020 decided to re-appoint them subject to the approval of members and other such authorities as may be required under any law for the time being in force, for a period of 3 years w.e.f. 1<sup>st</sup> October, 2020 on the following terms and conditions:

<b>Name</b>	<b>Remuneration by way of Salary, Dearness Allowance, Performance Based Bonus, Commission and other Allowance</b>	<b>Medical allowance / reimbursements of self and spouse</b>
Mr. Rashid Ahmed Mirza	Rs. 1/- p.a. (Rupees One per annum)	NIL
Mr. Shahid Ahmad Mirza	Rs. 2,04,00,000/- p.a. (Rupees Two Crore Four Lakh per annum)	Rs. 20,00,000/- p.a. (Rupees Twenty Lakh per annum)
Mr. Tauseef Ahmad Mirza	Rs. 2,28,00,000/- p.a. (Rupees Two Crore Twenty Eight Lakh per annum)	Rs. 20,00,000/- p.a. (Rupees Twenty Lakh per annum)
Mr. Tasneef Ahmad Mirza	Rs. 2,04,00,000/- p.a. (Rupees Two Crore Four Lakh per annum)	Rs. 20,00,000/- p.a. (Rupees Twenty Lakh per annum)

In addition to the Salary, Allowances and Perquisites as above, the Whole-Time Directors shall be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified as above:

- a) Gratuity- As per the Rules of the Company and applicable statutory provisions, if any, from time to time.
- b) Leave Encashment- As per the rules of the Company but not exceeding one month for every eleven months of completed service and un-availed leaves will be allowed to be encashed at the end of the tenure.

The Managing Director and the Whole-Time Directors shall be entitled to the following perquisites:

- a) Conveyance- The Company shall provide one fully insured car with driver for discharge of official responsibilities by the Director.
- b) Telephone, Telefax and other communication facilities- The company shall provide/ reimburse expenses in respect of one or more cellular phones(with handset) for his use, and Telephone connections with STD & ISD facilities, fax connections, Cable Internet connections and other communication facilities at the Director's residence.

- c) Security- The Company shall provide for round the clock security at the Director's residences.

The approval of members is, therefore, sought for the re-appointment and remuneration of Mr. Rashid Ahmed Mirza as Managing Director and Mr. Shahid Ahmad Mirza, Mr. Tauseef Ahmad Mirza, Mr. Tasneef Ahmad Mirza as Whole-time Directors of the Company.

None of the Directors of the Company except Mr. Rashid Ahmed Mirza, Mr. Shahid Ahmad Mirza, Mr. Tauseef Ahmad Mirza, Mr. Tasneef Ahmad Mirza and Mr. Shuja Mirza being son of Managing Director are deemed to be concerned or interested in the resolutions relating to their re-appointment as set out in Item Nos. 01 to 04.

#### **Item No. 5:**

The present term of **Mr. Narendra Prasad Upadhyay** is expiring on 30<sup>th</sup> September, 2020. Therefore, the Board of Directors in its meeting held on 14<sup>th</sup> September, 2020 have decided to re-appoint him subject to the consent of members in terms of Schedule V to the Companies Act, 2013 for a period of 3 (three) years w.e.f. 1<sup>st</sup> October, 2020 on the following terms and conditions:

#### **Section-I**

##### **Payable when the Company has Profits**

Remuneration by way of salary, dearness allowance, perquisites, performance based bonus, medical reimbursements for self and spouse, commission and other allowances not exceeding a sum of Rs 6,00,000/- per month i.e. Rs. 72.00 Lakh per annum as may be finalised in consultation with the appointee.

#### **Section-II**

##### **Payable when the Company has no Profits or inadequate Profits:**

Remuneration by way of salary, dearness allowance, perquisites, performance based bonus, medical reimbursements for self and spouse, commission and other allowances not exceeding a sum of Rs. 4,00,000/- per month i.e. Rs.48 Lakh per annum as may be finalised in consultation with the appointee.

In addition to the Salary, Allowances and Perquisites as above, the Whole-time Director shall be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified as above:

- a) Gratuity- As per the Rules of the Company and applicable statutory provisions, if any, from time to time.
- b) Leave Encashment-As per the rules of the Company but not exceeding one month for every eleven months of completed service and un-availed leaves will be allowed to be encashed at the end of the tenure.
- c) Conveyance-The company shall provide one fully insured car with driver for discharge of official responsibilities by the Director.
- d) Telephone, Telefax and other communication facilities-The company shall

provide/reimburse expenses in respect of one or more cellular phones(with handset) for his use, and Telephone connections with STD & ISD facilities, fax connections, Cable Internet connections and other communication facilities at the Director's residence.

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

The approval of members is, therefore, sought for the re-appointment and remuneration of Mr. Narendra Prasad Upadhyay as Whole-time Director of the Company.

None of the Directors of the Company except Mr. Narendra Prasad Upadhyay himself is concerned or interested in the resolution.

**Item No. 6 & 7:**

Section 188 of the Companies Act, 2013 read with rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of related party transactions. The proviso to section 188 states that nothing in section 188 (1) will apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis.

All the proposed transactions put up for approval are in ordinary course of business and at arm's length. Pursuant to SEBI LODR, the following contracts / arrangements / transactions are material in nature and require the approval of the unrelated shareholders of the Company by a ordinary resolution:

Sr. No.	Name of Related Party	Nature of Relationship	Nature, Duration of Contract and Particulars of the Contract	Material terms of the contract value	Duration
					01.10.2020-30.09.2021
1	Euro Footwear Private Limited	Mr. Rashid Ahmed Mirza Mr. Shahid Ahmad Mirza Mr. Tauseef Ahmad Mirza Mr. Tasneef Ahmad Mirza Mr. Shuja Mirza	Related Party u/s 2 (76)(iv) of the Companies Act, 2013	For the purpose of Purchase of Footwear and other Components, Jobwork charges & sale of Leather	Upto Rs. 350 crore
2	Mirza (U.K) Limited	Whole Time Directors are Directors in the Company	Related Party u/s 2 (76)(iv) of the Companies Act, 2013	For the purpose of Sale of Shoes	Upto Rs. 650 crore

The above contracts / arrangements / transactions were approved by the Audit Committee at its meeting held on September 14, 2020 and recommended by the Board of Directors to the unrelated shareholders of the Company for their approval. The Board is of the opinion that the aforesaid related party transaction is in the best interests of the Company.

The Board, therefore, recommends the Resolution set out at Item No. 06 and 07 of the Notice for the approval of the Members in terms of Regulation 23 (4) of the SEBI LODR.

None of the Directors or Key Managerial Personnel of the Company and their relatives except as above are concerned or interested, financially or otherwise, in this resolution.

#### **Item No. 8**

The present term of **Mr. Faraz Mirza** as President (Production) of the Company is expiring on 30<sup>th</sup> September, 2020. The Board of Directors at their meeting held on 14<sup>th</sup> September, 2020 decided to re-appoint him as President (Marketing) of the Company for a further period of 3 (three) years w.e.f. 1<sup>st</sup> October, 2020 on such terms and conditions as contained in the resolution attached to this Notice.

As required under provisions of Section 188 read with The Companies (Meetings of the Board and Powers) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013, the proposal is placed for the shareholders. The Board recommends the resolution for approval.

Mr. Shahid Ahmad Mirza, Whole-Time Director of the Company, is the father of Mr. Faraz Mirza, is deemed to be interested in the resolution.

Registered Office:

By Order of the Board  
MIRZA INTERNATIONAL LIMITED

14/6, Civil Lines

Kanpur- 208001

(PRIYANKA PAHUJA)  
Company Secretary &  
Compliance Officer

Place: New Delhi

Date: September 14, 2020.

# A boom and a shortage for Hero Cycles

The surge in cycle demand could not have come at a better time for India's largest manufacturer, yet it is struggling to meet sales order

AMRITASINGH  
New Delhi, 21 September

The dug-up roads in Park Lane in London may be causing traffic jams but they fill Pankaj Munjal, chairman and managing director of Hero Motors Company, with optimism. "Two of the four lanes on the new road will be dedicated to cycles," he says. "This is the emphasis the world is laying on cycling."

Maybe it is concern for the environment; maybe it is anxiety about taking public transport; or maybe it is a desire to exercise in the open air, but the fact that people globally are moving to a more basic form of transportation is creating a world of opportunity for Hero Cycles.

"I have not seen anything like this in my 30 years of work life," says Munjal.

In the first few months of the lockdown, Hero Cycles saw a staggering 600 per cent surge in demand in the UK over the same period in 2019. The scene was similar in Germany and the trend is picking up in India, too, although the country still lags in demand momentum, he says.

The result has been a shortage of components and products that is likely to take a while to sort out. There is a seven-month backlog in the European market. In India, the waitlist runs to three months for some e-bikes and the Firefox range.

All this means frenetic activity at the Ludhiana-based manufacturer. Munjal has currently parked himself in London and everything is on the agenda: From acquisitions to tying up new suppliers.

The biggest problem right now, he says, is to restore lockdown-induced disruptions to supply chains, particularly for premium cycles, which relied heavily on China for components.

All the company's three factories in India are operating at only 70 per cent capacity. "The labour shortage is particularly acute for its suppliers because workers are scared to come back fearing a second lockdown," he says.

So the company is going the extra mile to bring workers back. Sending buses and cars to villages to collect them, and offering them cash incentives when they return.

A similar drive is underway for the dealers, too. To meet their need for operating capital,



channel finance is being organised to ensure they have enough to buy inventory and parts. And to clear the backlog, orders are rationalised, focusing on products that are in demand.

The demand post-Covid has been led by the premium category that is priced at ₹12,000 and above in the domestic market and for electric cycles in the European market. The electric segment has seen a 100 per cent jump in sales in the first quarter over the same period last year, according to the company.

## Pedal push

Hero's share of exports to revenue: 10-15%; by 2023: 50%

Current capacity: 6 million

Capacity by December 15: 10 million

Share of localisation: 10-15% for high-end bikes

India's share of global exports: 12.5 per cent (by number)

India's share by value: 1%

"We are quite aggressive in the premium category today. In fact, the demand for a mass segment or black cycles in India is plateauing and the growth is being witnessed in premium categories," says Munjal.

Keeping with this trend, two new smart electric cycles (C81 and C51) were launched soon after the lockdown was lifted in India. Hero also launched a new roadster (the common man's black cycle) for rural markets, but the demand has been tepid.

Although no one could have anticipated the current surge in global demand, the timing could not have been better for Hero.

An additional capacity of 4 million units will come on stream on December 15 at its Industrial Park in Punjab, which is part of the state gov-

ernment's ambitious International Cycle Valley project. This will take the company's total capacity to 10 million units.

In rolling out expansion plans, however, Hero wasn't really being prescient but only logical in its approach. "India accounts for one-seventh of world production or 12.5 per cent, but our cycles by value make just 1 per cent. That bothered me," says Munjal. From his visits abroad, he could see the world moving toward e-bikes or towards light automotive engineering and that prompted him to start building capacity early last year.

By 2023, he wants the share of exports in revenue to be 50 per cent from 10-15 per cent currently. He suggests that on an average if Hero makes ₹4,000 cycle per sale in India, the company fetches about ₹400 [approximately ₹3.8 lakh] in the UK.

More than amassing volume, Hero wants to realise more value from its products, and e-bikes are the centrepiece of that plan, where the range varies from ₹1.5 lakh to up to ₹8 lakh.

The exports push is also going to be a Make-in-India story, and one area that Hero Cycles is working on is to ease its dependence on China for components. Currently, only 10-15 per cent of the high-end bikes have local content, says Munjal, but since March the company has been trying to reduce this reliance. China is a large supplier of component to manufacturers globally and the Covid-19 disruption to production has created an international shortage of components.

According to the All India Cycle Manufacturers' Association (AICMA), China's share in India's import of bicycles and components has been at 70-75 per cent over the past five years but the industry is looking to tie up with new suppliers in Taiwan, Japan and Europe.

Hero's efforts, however, could still be just a drop in the

ocean in putting Indian cycles on the world map, says former Maruti boss Jagdish Khattar, who has been working to promote cycling in the National Capital Region.

"To be able to compete effectively in the global market, one first needs to create a vast domestic market, a supply chain network and scale. All of which is lacking in the country," he says. He doesn't mean this in the context of Hero but for the country's cycling industry overall.

"Most component manufacturers are small operators who function from Ludhiana and the market hasn't changed over the years," he adds. The numbers corroborate this: 60 million of the 90 million cycles sold globally are from China, according to AICMA.

Yet India is also losing out on the opportunity in the domestic market. The vast majority of Indians who need a cycle can't afford it in the absence of bank finance and our cities are not built around cycling, says Khattar. More than 35 per cent of people own a cycle in Delhi but fewer than 4.5 per cent take it out even for a distance less than 4 km, according to a Niti Aayog's Task Force on Clean Transportation report. By comparison in Copenhagen more than half the trips to work and school are made on cycles.

For now, though, cycles have a role to play in people's lives. Kabir Chugh, co-owner of The Turkey Project restaurant in Delhi who rides to his work, says cycling has come back as gyms stay closed because it's a rite of passage for everyone. "Your parents may or may not have taught you cricket or football, but it's one sport that all of us were taught at one point," he says. "Plus, you do not need buddies to enjoy this sport."

While a desire to exercise has prompted people to take to cycles, to make the shift permanent more than just a desire will be needed: for one, safer roads. "I do not know why India is lagging behind," says Munjal.

## ON THE JOB

# Deceptive fall in unemployment rate



MAHESH VYAS

The unemployment rate dropped to 6.4 per cent in the week ended September 20. This is the lowest weekly unemployment rate seen in a long time. But, this is hardly a cause for celebration.

Other weekly labour market metrics for September so far indicate deterioration in conditions compared to the situation in August and also compared to the earlier months since the recovery. August itself had seen stagnation in the recovery process from the precipitous lockdown-induced fall of April. Deterioration from the August stagnation implies a possible slipping away of the recovery process seen till recently. This is what emerges from the trend in the labour participation rate and the employment rate.

The average labour participation rate (LPR) in the first three weeks of September was 40.7 per cent. The 30-day moving average as of September 20 was 40.3 per cent. These compare poorly with the 40.96 per cent pencilled in August. The LPR seems to have peaked a month ago in the week ended August 16. Since then, it has dropped to a significantly lower level. The average LPR from June through mid-August was almost 40.9 per cent. This average has dropped to 40.45 per cent for the period mid-August through mid-September.

A falling labour participation rate indicates that a smaller proportion of the working-age population is employed or is unemployed and looking for employment. People who are employed or are unemployed but actively looking for employment together make the labour force. A shrinking labour force compared to the total working-age population is a sign of a deteriorating labour market. It indicates that people are so discouraged by the conditions that they prefer to sit out and not participate in the jobs market.

Besides the decline in the labour participation rate, we see a fall in the employment rate. This is the proportion of the working-age population that is employed. The employment rate had hovered between 39 and 40 per cent during 2019-20. It averaged at 39.4 per cent for the year. The rate fell to 27.2 per cent in June but recovered to 37.6 per cent in July. Then, in August it fell to 37.5 per cent.

The trend in September is somewhat mixed. The average employment rate during the first three weeks of the month, at 37.9 per cent, is substantially higher than the rates seen recently. But, the slope is negative since the recovery is distinctly negative. After the April fall, the employment rate climbed up to a maximum of 38.4 per cent in the week ended June 21. Since then, it has slid down a zig-zag gradient. The rate falls for a week or two before recovering a bit and then it falls again. But, each recovery has been lower than the earlier and the falls are steeper.

This negative trend in the employment rate since June 21 is a source of anxiety. At 37.5 per cent, the employment rate was nearly two percentage points lower than the average of 2019-20. And, the negative trend implies that it could fall further. India's employment rate has been falling at a little over one percentage

point a year since 2016-17. The two percentage point fall so far this year with a potential to fall further indicates that the recovery from the impact of the lockdown is incomplete and India could lose some of the gains from the hit that has been made so far.

The two principal reasons the employment rate could fall further are: First, the government's predilections and second, the private sector's disincentives. The government seems predisposed to fiscal prudence even during the extraordinary times of today. Given its reluctance to spend aggressively or even indicate its intentions to spend, the private sector lacks the business argument in favour of expanding or investing into capacity creation or creation of new jobs.

Given the sharp compression of demand as a consequence of the lockdown, private enterprise can be expected to shrink its spending budgets in all possible ways. The impact of this will not be limited to the people it employs directly but it will also be on the jobs in businesses that serve these enterprises. If a large company sharply reduces its spending on travel, for example, it not only leads to a direct loss of people within the company who handle the travel plans of its executives but also jobs in travel services companies. The impact of private enterprise shrinking its business is, therefore, much larger than the observed fall in their wage bill or head count. Exhorting companies to not retrench its staff in the face of the lockdown was, therefore, facile.

While the lockdown has been lifted in many ways in many areas, the economy is still functioning at a lower capacity than before the lockdown. Recent labour statistics suggest that India could slip from this incomplete recovery instead of continuing on a recovery path unless the government engineers a well-thought recovery plan.

The fall in the unemployment rate seen in recent weeks is meaningless and misleading in the face of a falling labour participation rate and a falling trend in the employment rate.

The writer is MD and CEO, CMIE Pvt Ltd

**Sale of Salvage**  
Online auction participation is requested for sale of damaged material due storm Amphian of 'Jindal India Limited'. 'Mjunction Services Limited' would conduct online auction in 'as is where is basis'.

**Auction Schedule for:**  
Jangalpur Works : NH No. 6, Mouza-Jangalpur, PO: Anpuri, GP: Anpuri, District - Howrah, West Bengal-711302  
1. Ferrous material : 6th October 2020 at 12:00 PM  
2. Non Ferrous material : 6th October 2020 at 3:00 PM  
Ranhihali Works-NH-6, Vill. & Mouza-Pamiana, Kuli, PO-Bhikha Kalia, PS- Panchaha, Dist-Howrah, West Bengal-711322  
1. Ferrous material : 7th October 2020 at 12:00 PM  
2. Non Ferrous material : 7th October 2020 at 3:00 PM  
Open house for material inspection will be conducted on 1st & 3rd October 2020 on the above addresses.  
The tender documents, for details of salvage, can be purchased till 5th October 2020 by payment of Rs 500/- in cash from Jindal office at Jangalpur.

**Contact Details**  
Mr. Somraj Das: +91 8290227602 (somrajdas@jindalindia.com)  
Mr. Pradip Kr. Das: +91 9801997148 (pradipkumardas@jindalindia.com)  
Visit website: www.metaljunction.com

## Business Standard DELHI EDITION

Printed and Published by Nandan Singh Rawat on behalf of Business Standard Private Limited and printed at The Indian Express (P) Ltd. A-8, Sector-7, Noida, Gautam Budh Nagar-201301 and published at Nehru House, 4 Bahadur Shah Zafar Marg, New Delhi 110002

Editor : Snyamal Majumdar

RNI NO. 57376/1994

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Business Standard Private Limited,  
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No Air Surcharge

# DECODED

## The significance of the quicker, ₹500 Feluda test for Covid-19

RUCHIKA CHITRAWANSHI  
New Delhi, 21 September

The Drugs Controller General of India approved the commercial launch of Feluda, the Tata CRISPR (Clustered Regularly Interspaced Short Palindromic Repeats) Covid-19 test, on Saturday. Named after the fictional detective created by filmmaker Satyajit Ray, Feluda is said to be an easy-to-use test that provides faster results and costs much less than the existing Covid-19 tests such as the RT-PCR. So how does this new test work and what does its launch mean for India's testing capacity?



A low-cost test that can be made easily available will help in faster detection of cases and improve the reaction time to treat the patient

**What is the technology behind this test?**  
This test uses an indigenously developed CRISPR technology to detect the genomic sequence of SARS-CoV-2 virus, which causes Covid-19. It has been developed by the Tata group and the Council of Scientific and Industrial Research (CSIR) using the gene editing technology that identifies the DNA sequence of SARS-CoV-2. Feluda is the acronym for FNCAS9 Editor-Linked Uniform Detection Assay.

It is a paper strip test where the Cas9 protein, a component of the CRISPR system, interacts with the SARS-CoV-2 sequence in the patient's genetic material. Like in a pregnancy detection test, there are two lines — a control and test line — on the strip to detect whether a person is infected or not. If a person has the genetic material of the virus, then the CRISPR enzyme on the strip would glow. The genetic material of a patient can be sampled through a nose, mouth or throat swab, or through fluid from the lungs.

CSIR claims the test gives a result in less than an hour and is as accurate as the real-time polymerase chain reaction (RT-PCR) test, which is considered the gold

standard for Covid testing. However, unlike the RT-PCR test, Feluda does not require a laboratory setup and achieves accuracy levels of traditional RT-PCR tests with quicker turnaround time, less expensive equipment and better ease of use, according to a Tata group statement.

The test, the company adds, meets the Indian Council of Medical Research (ICMR) guidelines of high-quality benchmarks, with 96 per cent sensitivity (ability to correctly identify those with the disease) and 98 per cent specificity (ability to correctly identify those without the disease) for detecting the novel coronavirus. The Tata group adds that CRISPR is a futuristic technology that can also be configured for detection of multiple other pathogens.

**How much does the test cost and how does it compare with other tests?**  
The Feluda test costs ₹500 — much less than an RT-PCR test (₹1,600 to 2,400). The RT-PCR test gives the result in 24 hours,

though sometimes it takes days due to the requirement of a lab setup and skilled manpower. The antibody test, meanwhile, costs around ₹600 and the results can be known in half an hour, but it is not meant for diagnostic purposes. And the rapid antigen test, which is now being used by many states to detect Covid-19, costs less than ₹500 and the result is available in 30 minutes. However, this test is not as accurate as the RT-PCR.

The other tests approved by the ICMR, such as the cartridge-based nucleic acid amplification test (CBNAAT) or the TruNat test, can cost more than the RT-PCR but provide faster results.

**What does the Feluda test mean for India's testing capacity and its fight against Covid-19?**

India has ramped up its capacity to one million tests per day. However, the network of testing labs is poor in smaller districts and often non-existent in rural belts. Test samples have to be couriered to labs in nearby cities. A low-cost test that can be made easily available will help in faster detection of cases and, therefore, improve the reaction time to treat the patient, trace contacts, isolate them and identify containment areas. "The approval for the Tata CRISPR test for Covid-19 will give a boost to the country's efforts in fighting the global pandemic," says Girish Krishnamurthy, CEO, Tata Medical and Diagnostics.

**Do other countries use a CRISPR-based test for detecting Covid-19?**

The world's first coronavirus test using the gene-editing CRISPR technology was developed by the Massachusetts Institute of Technology and Harvard University in May. The United States drug regulator had granted the emergency use approval to the drug.

**MIRZA INTERNATIONAL LIMITED**  
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## POSTAL BALLOT NOTICE

Members of the Company are hereby informed that the Company has on Monday, 21st September, 2020 completed sending the Notice of Postal Ballot dated Monday, 14th September, 2020 ("Notice"), via e-mail to the Members whose names appear in the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on the close of business hours on Friday, 11th September, 2020 ("Cut-off date") and who have registered their e-mail addresses with the Company or depository/depository participants of the Company, in accordance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 22/2020 dated June 15, 2020 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") due to COVID-19 outbreak, in respect of seeking your approval for the following item:

S.No.	Type of Resolution	Description
1	Special Resolution	Approval for re-appointment of Mr. Rashid Ahmed Mirza as Managing Director of the Company
2	Special Resolution	Approval for re-appointment of Mr. Shahid Ahmad Mirza as Whole-time Director of the Company
3	Special Resolution	Approval for re-appointment of Mr. Tauseef Ahmad Mirza as Whole-time Director of the Company
4	Special Resolution	Approval for re-appointment of Mr. Tasneef Ahmad Mirza as Whole-time Director of the Company
5	Special Resolution	Approval for re-appointment of Mr. Narendra Prasad Upadhyaya as Whole-time Director of the Company
6	Ordinary Resolution	Approval for entering into Related Party Transactions with Euro Footwear Private Limited
7	Ordinary Resolution	Approval for entering into Related Party Transactions with Mirza (U.K) Limited
8	Ordinary Resolution	Approval for re-appointment of Mr. Faraz Mirza as President (Production) of the Company

On account of the threat posed by COVID-19 and in terms of MCA Circulars, the Notice has only been sent through email and the physical Notice (along with postal ballot forms) and pre-paid business envelope through post have not been sent to the Members for this postal ballot.

Pursuant to the provisions of Section 108 of the Act read with the Rules and Regulation 44 of Listing Regulations, the Company is pleased to provide its Members the facility to exercise their right to vote by electronic means through remote e-voting ("e-voting") on the resolution set forth in the Notice and in this respect, the Company has engaged the services of KFin Technologies Private Limited ("KFinTech"). The Members who have not yet registered their email addresses are requested to get their email addresses registered and cast their votes through e-voting, in accordance with the procedure set out below:

- (a) Members who have not registered their email addresses and in consequence could not receive the e-voting notice may get their email registered, by visiting the link: <https://karisma.kfintech.com/emailreg> or by clicking on the email registration tab on Company's website which will lead to the abovementioned link and following the registration process as guided thereafter. Post successful registration of the email address, the Member would get soft copy of the Notice and the procedure for e-voting along with the User ID and the password to enable e-voting for this postal ballot. In case of any queries, the Member may write to Registrar and Share Transfer Agent of the Company at [inward\\_ris@kfintech.com](mailto:inward_ris@kfintech.com).
- (b) Please note that for permanent registration of email address, Members are requested to register their email addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, India by following due procedure.
- (c) Members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited to enable servicing of notices / documents / Annual Reports electronically to their email address.

CS Ankit Misra of M/s. Ankit Misra & Co., Company Secretaries, has been appointed as the Scrutinizer, for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members / Beneficial Owners as on the Cut-off date. Any person who is not a shareholder of the Company as on the Cut-off date shall treat the Postal Ballot Notice for information purposes only.

- Further please note the following:
- a. Date and time of commencement of voting through Postal Ballot and remote e-voting: Wednesday, 23rd September, 2020 (09.00 a.m.) (IST).
  - b. Date and time of end of voting through Postal Ballot and remote e-voting: Thursday, 22nd October, 2020. (05.00 p.m.) (IST).
  - c. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Cut-off date of Friday, 11th September, 2020, may cast their vote electronically. The remote e-voting after 5.00 P.M. on 22nd October, 2020 shall not be allowed and it will be treated as if no reply from such Members has been received.
  - d. The Notice is available on the Company's website [www.mirza.co.in](http://www.mirza.co.in). For remote e-voting instructions, Members may go through the instructions in the Notice and in case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and remote e-voting User Manual for shareholders available at the download section of <https://evoting.kfintech.com> or contact Mrs. C Shobha Anand of KFinTech Pvt. Ltd. at 040-67162222 or at 18003454001 (toll free).
  - e. The result of Postal Ballot shall be announced on or before 5.00 P.M. on Saturday, 24th October, 2020. The results declared along with the Scrutinizer's Report shall be displayed on Company's website [www.mirza.co.in](http://www.mirza.co.in) and on the website of remote e-voting agency at [www.evoting.kfintech.com](http://www.evoting.kfintech.com) besides communicating to the stock exchanges for information of the Members.

By order of the Board of Directors  
**For Mirza International Limited**  
Sd/-  
Priyanka Pahuja  
Company Secretary & Compliance Officer  
Membership No. A59086

Date : 22.09.2020  
Place : New Delhi





- 8.5 In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds payout would be given to their respective Shareholder Broker's settlement accounts for releasing the same to such shareholder's account.
- 8.6 The Shareholder Broker would issue contract note to the Eligible Shareholders tendering Equity Shares in the Buyback. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- 8.7 The settlements of fund obligation for Demat and Physical Shares shall be affected as per the SEBI circulars and as prescribed by NSE and Clearing Corporation from time to time. For Demat Shares accepted under the Buyback, such beneficial owners will receive funds payout in their bank account as provided by the depository system directly to the Clearing Corporation and in case of Physical Shares, the Clearing Corporation will release the funds to the Shareholder Broker(s) as per secondary market payout mechanism. If such shareholder's bank account details are not available or if the funds transfer instruction is rejected by the Reserve Bank of India ("RBI")/bank(s), due to any reasons, then the amount payable to the concerned shareholders will be transferred to the Shareholder Broker for onward transfer to such shareholders.
- 8.8 Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling Eligible Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Eligible Shareholders.
- 8.9 The Equity Shares bought back will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.
9. **RECORD DATE AND SHAREHOLDER ENTITLEMENT**
- 9.1 As required under the Buyback Regulations, the Company has fixed Wednesday, September 30, 2020 as the record date for the purpose of determining the entitlement and the names of the shareholders, who are eligible to participate in the Buyback.
- 9.2 The Equity Shares proposed to be bought back by the Company, as part of this Buyback Offer shall be divided into two categories:
- (a) reserved category for Small Shareholders (A "Small Shareholder" is defined in the Buyback Regulations as a shareholder, who holds equity shares having market value, on the basis of closing price of the Equity Shares on the recognized stock exchange registering the highest trading volume in respect of such shares, as on record date, of not more than ₹ 2,00,000 (Rupees Two Lakh Only)); and
- (b) the general category for all other shareholders, and the entitlement of a shareholder in each category shall be calculated accordingly.
- 9.3 In accordance with Regulation 6 of the Buyback Regulations, 15% (fifteen per cent) of the number of Equity Shares which the Company proposes to buy back, or number of shares entitled as per shareholding of Small Shareholders, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.
- 9.4 On the basis of shareholding as on the Record Date, the Company will determine the entitlement of each shareholder to tender their Equity Shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs. The final number of

- Equity Shares that the Company will purchase from each Eligible Shareholder will be based on the number of Equity Shares tendered. Accordingly, the Company may not purchase all of the Equity Shares tendered by an Eligible Shareholder.
- 9.5 In order to ensure that the same Eligible Shareholder with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common PAN shall be clubbed together for determining the category (Small Shareholder or General Category) and the buyback entitlement. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding Physical Shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/sub-accounts and have a different demat account nomenclature based on information prepared by the Registrar to the Buyback as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body - clubbed" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.
- 9.6 After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by shareholders in that category, and thereafter from shareholders who have tendered over and above their entitlement in other category.
- 9.7 The Eligible Shareholders' participation in the Buyback will be voluntary. The Eligible Shareholders can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback or they may choose to not participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. The Eligible Shareholders may also tender a part of their entitlement. The Eligible Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if at all.
- 9.8 The maximum tender under the Buyback by any shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date.
- 9.9 The Equity Shares tendered as per the entitlement by shareholders as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations.
- 9.10 Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Eligible Shareholders on the Record Date and the Company shall comply with the SEBI circular No. SEBI/CIR/CFD/DCR/1/CIR/P/2020/83 on "Relaxations relating to procedural matters - Takeovers and Buy-back" dated May 14, 2020, read with SEBI circular No. SEBI/HQ/CFD/DCR/2/CIR/P/2020/139 dated July 27, 2020, as applicable.
10. **COMPLIANCE OFFICER**  
Shri Ashish Kumar Srivastava  
Company Secretary and Compliance Officer  
RITES Bhawan, No. 1, Sector 29, Gurugram - 122001, Haryana, India.

Tel: +91 12 4257 1865 | Fax: +91 12 4257 1187  
Email: cs@rites.com | Website: www.rites.com  
Investor may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e. 10:00 a.m. IST to 5:00 p.m. IST on all working days except Saturday, Sunday and public holidays.

11. **REGISTRAR TO THE BUYBACK OFFER AND INVESTOR SERVICE CENTRE**  
In case of any query, the shareholders may contact the Registrar & Transfer Agent on any day except Sunday and Public Holiday from 10:00 a.m. IST to 5:00 p.m. IST i.e. Monday to Friday and from 10:00 a.m. IST to 1:00 p.m. IST on Saturday, at the following address:

**LINK Intime**  
Link Intime India Private Limited  
C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083  
Tel: +91 022 49186200 | Fax: +91 022 49186195;  
Contact Person: Mr. Sumeet Deshpande  
E-mail: rites.buyback2020@linkintime.co.in | Website: www.linkintime.co.in;  
SEBI Registration No.: INR000004058 | Validity Period: Permanent  
CIN: U67190MH1999PTC118368

12. **MANAGER TO THE BUYBACK OFFER**  
**IDBI capital**  
IDBI Capital Markets & Securities Limited  
8th floor, IDBI Tower, WTC Complex, Cuffe Parade, Mumbai 400 005  
Tel No.: +91 (22) 2217 1700 | Fax No.: +91 (22) 2215 1787;  
Contact Person: Chandresh Sharma  
Email: ritesbuyback@idbicapital.com | Website: www.idbicapital.com  
SEBI Registration Number: INM000010866 | Validity Period: Permanent  
Corporate Identity Number: U65900MH1993G01075578

13. **DIRECTORS' RESPONSIBILITY**  
As per Regulation 24(j)(a) of the Buyback Regulations, the Board of Directors of the Company accepts full responsibility for the information contained in this Public Announcement and confirms that the information in this Public Announcement contain true, factual and material information and shall not contain any misleading information.

For and on behalf of the Board of Directors of RITES Limited

Sd/- <b>Rajeev Mehrotra</b> Chairman and Managing Director DIN: 01683143	Sd/- <b>Bibhu Prasad Nayak</b> Director Finance DIN: 08197975	Sd/- <b>Ashish Kumar Srivastava</b> Company Secretary and Compliance Officer FCS-5326
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Place: Gurugram Date: September 21, 2020

**निविदा आमंत्रण सूचना**

एयर इंडिया लिमिटेड RFX #5000002010 के तहत उड़ान में उपयोग हेतु एयरोमीनिम फॉयल कंटेनर लैकर कोटेड एंड कवर- स्माल की आपूर्ति के लिए केवल भारतीय निर्माताओं से बिड्स आमंत्रित करती है।

निविदा की अंतिम तिथि 12.10.2020/1800 बजे तक है।

भावी बिडर्स निविदा की समाप्ति तक किसी भी संशोधन के लिए नियमित रूप से एयर इंडिया वेबसाइट देखते रहें। अन्य जानकारी के लिए, दस्तावेज [www.airindia.in](http://www.airindia.in) से डाउनलोड किए जा सकते हैं।

कृपया किसी भी प्रकार की जानकारी के लिए, आप 26265838 पर संपर्क कर सकते हैं / ईमेल - [AS.Kanthe@airindia.in](mailto:AS.Kanthe@airindia.in)

**निविदा आमंत्रण सूचना**

एयर इंडिया लिमिटेड RFX #5000002012 के तहत उड़ान में उपयोग हेतु 2-3 कोटेड बेट एयर एच.कटलरी- Ecy. Cl. की आपूर्ति के लिए केवल भारतीय निर्माताओं से बिड्स आमंत्रित करती है।

निविदा की अंतिम तिथि 12.10.2020/1800 बजे तक है।

भावी बिडर्स निविदा की समाप्ति तक जारी किसी भी संशोधन के लिए नियमित रूप से एयर इंडिया वेबसाइट देखते रहें। अन्य जानकारी के लिए, दस्तावेज [www.airindia.in](http://www.airindia.in) से डाउनलोड किए जा सकते हैं। किसी भी प्रकार की जानकारी के लिए, आप 26265838 पर संपर्क कर सकते हैं / ईमेल - [AS.Kanthe@airindia.in](mailto:AS.Kanthe@airindia.in)

**निविदा आमंत्रण सूचना**

एयर इंडिया लिमिटेड RFX #5000002011 के तहत उड़ान में उपयोग हेतु लाइट बेट एयर एच.कटलरी- Ecy. Cl. की आपूर्ति के लिए केवल भारतीय निर्माताओं से बिड्स आमंत्रित करती है।

निविदा की अंतिम तिथि 12.10.2020/1800 बजे तक है।

भावी बिडर्स निविदा की समाप्ति तक जारी किसी भी संशोधन के लिए नियमित रूप से एयर इंडिया वेबसाइट देखते रहें। अन्य जानकारी के लिए, दस्तावेज [www.airindia.in](http://www.airindia.in) से डाउनलोड किए जा सकते हैं। किसी भी प्रकार की जानकारी के लिए, आप 26265838 पर संपर्क कर सकते हैं / ईमेल - [AS.Kanthe@airindia.in](mailto:AS.Kanthe@airindia.in)

**हर भाव के उतार चढ़ाव की खबर**

अन्य प्रकाशनों के मुकाबले सबसे ज्यादा, यानी मंगलवार से शनिवार - जो वे शेयर, म्यूच्युअल फंड और डिस के भाव के साथ कल के भाव और हाजिर भाव भी

अपनी प्रति के लिए  
Call 022 4027 5432 or SMS reachbs to 57575 or email us at [order@bsmail.in](mailto:order@bsmail.in)

बिज़नेस स्टैंडर्ड  
बिज़नेस स्टैंडर्ड की, जो आपको पचास में दो

businessstandard@bsmail.in | bsmail.in | bsmail.business-standard.com

**Standard Chartered**

**STANDARD CHARTERED PLC**

Standard Chartered PLC (the "Company") was incorporated in England and Wales on November 18, 1969 and registered as a public limited company under company number 00968425.

Registered Office and Principal Place of Business in the UK: 1 Basinghall Avenue, London EC2V 5DD  
Tel: +44 (0)20 7885 8888; Fax: +44 (0)20 7885 7337; Website: [www.sc.com](http://www.sc.com); Email: [group-corporate.secretariat@sc.com](mailto:group-corporate.secretariat@sc.com)  
Contact Person for IDRs: Ekta Lohani; Tel: +91 22 6115 7853; Fax: +91 22 2875 7733; Email: [ekta.lohani@sc.com](mailto:ekta.lohani@sc.com)

**CASH PROCEEDS OF THE TERMINATION PROCESS FOR THE INDIAN DEPOSITORY RECEIPTS (THE "IDRs")**

The Company had issued 240,000,000 IDRs with every 10 IDRs representing one ordinary share of US\$ 0.50 nominal value (the "Share") of the Company, in June 2010 (the "IDR Programme"). The IDR Programme stood terminated in June 2020, with the IDRs being delisted from BSE Limited and The National Stock Exchange of India Limited w.e.f. July 22, 2020.

As part of the termination process, the Shares underlying the IDRs, for which a Cash-out Option was opted, or which were outstanding on June 19, 2020, were sold on the London Stock Exchange, at the prevailing market prices, and the net proceeds of such sale were distributed to the IDR holders in proportion to the number of IDRs held by such IDR holders, by way of electronic credit and/or demand drafts.

In certain cases, the demand drafts issued to the IDR holders for distribution of the cash proceeds, have not yet been encashed. These demand drafts shall expire on 90<sup>th</sup> day of the date of issuance, with last lot of such demand drafts issued by the Company, expiring on October 8, 2020.

Accordingly, this is to request each member who was a holder of outstanding IDR(s) as on June 19, 2020, and who:

- has received the demand draft for such members' share of net proceeds, but would like to receive such proceeds by way of an electronic credit to the bank account instead ("Category A"); or
- has received the demand draft for such members' share of net proceeds, but the time period to encash such demand draft has expired ("Category B"); or
- has neither received electronic credit in bank account of such member, nor received a demand draft, for such members' share of net proceeds ("Category C").

to provide us with the valid and correct bank account details and other requisite information (as mentioned below), for the purpose of receiving their proportionate share of net proceeds of sale of Shares underlying their IDRs. Details of timeline and information to be submitted by such members, depending on the category in which such members falls in, is as follows:

	Category A	Category B	Category C
<b>When can you make a letter for receiving proceeds in bank account</b>	Any time, prior to expiry of the demand draft	Any time, after expiry of the demand draft until completion of 12 years from June 24, 2020*	Any time, after October 8, 2020 until completion of 12 years from June 24, 2020*
<b>Information to be submitted</b>	1. Name and address of IDR Holder 2. If IDRs were held in demat form, details of beneficiary account number, DPID and Client ID 3. Bank account details where you now wish to receive electronic credit: (a) Name on the bank account (b) Account number (c) Bank name (d) IFSC code of the bank (e) MICR code 4. Copy of cancelled cheque of the aforesaid account 5. Identity proof (with address) (e.g. Aadhaar card, Passport)		
<b>Additional information / documents to be submitted</b>	Original copy of the demand draft (which should not have been encashed)	-	A confirmation that the member has neither received electronic credit in bank account of such member nor received a demand draft, for such members' share of net proceeds
<b>Where do you need to submit the aforesaid information</b>	The members are requested to provide the aforesaid information, to any of the following, for receiving their respective share of net proceeds: 1. Email: (a) To <a href="mailto:inward.rs@kfintech.com">inward.rs@kfintech.com</a> . (b) Please provide clean scan copies and the subject line of the email should mention the following: "SCPLC IDR Termination Programme - Submission of bank details" 2. Registered post or courier or hand delivery: (a) At the office of the Registrar only at KFin Technologies Private Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032. Please mention on the envelope: "SCPLC IDR Termination Programme - Submission of bank details."		

\* If there are any unclaimed proceeds lying with the Domestic Depository from the sale of Shares underlying the IDRs, the Domestic Depository shall hold these in trust for 12 years (from the date it has received such proceeds for distribution) to the relevant IDR holder(s). After completion of a period of 12 years, the Domestic Depository shall transfer an amount equal to that unclaimed distribution to the "Investor Protection and Education Fund" established pursuant to the Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009 (as amended/substituted from time to time). Please note that the Registrar and/or the Domestic Depository may require additional information/ confirmations from members, to ensure that the proceeds are being distributed to the eligible members, as well as to keep a check on fraud/ misrepresentation etc.

The net proceeds with respect to Shares underlying the Encumbered IDRs shall be distributed upon release/enforcement of such encumbrance, as per the communication received by the Domestic Depository from the Registrar/ Security Depository. Note: Capitalised terms used but not defined herein, shall have the meanings given to them in the "Termination Operating Guidelines" issued in relation to the termination process.

To address queries, the Domestic Depository and the Registrar have set up dedicated telephone helplines during the working hours (i.e. 9:00 am to 6:00 pm) on all working days, until 21 July 2021:  
Domestic Depository: +91 (0)22-6115-7854 / +91 (0)22-6115-7758  
Registrar: 1800 3454 001

Date: September 22, 2020  
Mumbai

For Standard Chartered PLC on behalf of Board of Directors  
Sd/-  
Adaptors 266

**MIRZA INTERNATIONAL LIMITED**  
CIN : L19129UP1979PLC004821  
Registered Office : 14/6, Civil Lines, Kanpur - 208001  
website : [www.mirza.co.in](http://www.mirza.co.in) ; e-mail : [cherian@redtapeindia.com](mailto:cherian@redtapeindia.com)  
Tel. : +91 512 2530775 ; Fax : +91 512 2530166

**POSTAL BALLOT NOTICE**

Members of the Company are hereby informed that the Company has on Monday, 21st September, 2020 completed sending the Notice of Postal Ballot dated Monday, 14th September, 2020 ("Notice"), via e-mail to the Members whose names appear in the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on the close of business hours on Friday, 11th September, 2020 ("Cut-off date") and who have registered their e-mail addresses with the Company or depository/depository participants of the Company, in accordance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 22/2020 dated June 15, 2020 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") due to COVID-19 outbreak, in respect of seeking your approval for the following item:

S.No.	Type of Resolution	Description
1	Special Resolution	Approval for re-appointment of Mr. Rashid Ahmed Mirza as Managing Director of the Company
2	Special Resolution	Approval for re-appointment of Mr. Shahid Ahmad Mirza as Whole-time Director of the Company
3	Special Resolution	Approval for re-appointment of Mr. Tauseef Ahmad Mirza as Whole-time Director of the Company
4	Special Resolution	Approval for re-appointment of Mr. Tasneef Ahmad Mirza as Whole-time Director of the Company
5	Special Resolution	Approval for re-appointment of Mr. Narendra Prasad Upadhyaya as Whole-time Director of the Company
6	Ordinary Resolution	Approval for entering into Related Party Transactions with Euro Footwear Private Limited
7	Ordinary Resolution	Approval for entering into Related Party Transactions with Mirza (U.K) Limited
8	Ordinary Resolution	Approval for re-appointment of Mr. Faraz Mirza as President (Production) of the Company

On account of the threat posed by COVID-19 and in terms of MCA Circulars, the Notice has only been sent through email and the physical Notice (along with postal ballot forms) and pre-paid business envelope through post have not been sent to the Members for this postal ballot.

Pursuant to the provisions of Section 108 of the Act read with the Rules and Regulation 44 of Listing Regulations, the Company is pleased to provide its Members the facility to exercise their right to vote by electronic means through remote e-voting ("e-voting") on the resolution set forth in the Notice and in this respect, the Company has engaged the services of KFin Technologies Private Limited ("KFintech"). The Members who have not yet registered their email addresses are requested to get their email addresses registered and cast their votes through e-voting, in accordance with the procedure set out below:

(a) Members who have not registered their email addresses and in consequence could not receive the e-voting notice may get their email registered, by visiting the link: <https://karisma.kfintech.com/emailreg> or by clicking on the email registration tab on Company's website which will lead to the abovementioned link and following the registration process as guided thereafter. Post successful registration of the email address, the Member would get soft copy of the Notice and the procedure for e-voting along with the User ID and the password to enable e-voting for this postal ballot. In case of any queries, the Member may write to Registrar and Share Transfer Agent of the Company at [inward.rs@kfintech.com](mailto:inward.rs@kfintech.com).

(b) Please note that for permanent registration of email address, Members are requested to register their email addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, India by following due procedure.

(c) Members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited to enable servicing of notices / documents / Annual Reports electronically to their email address.

CS Ankit Misra of M/s. Ankit Misra & Co., Company Secretaries, has been appointed as the Scrutinizer, for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members / Beneficial Owners as on the Cut-off date. Any person who is not a shareholder of the Company as on the Cut-off date shall treat the Postal Ballot Notice for information purposes only.

Further please note the following:

- Date and time of commencement of voting through Postal Ballot and remote e-voting: Wednesday, 23rd September, 2020 (09.00 a.m.) (IST).
- Date and time of end of voting through Postal Ballot and remote e-voting: Thursday, 22nd October, 2020. (05.00 p.m.) (IST).
- During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Cut-off date of Friday, 11th September, 2020, may cast their vote electronically. The remote e-voting after 5.00 P.M. on 22nd October, 2020 shall not be allowed and it will be treated as if no reply from such Members has been received.
- The Notice is available on the Company's website [www.mirza.co.in](http://www.mirza.co.in). For remote e-voting instructions, Members may go through the instructions in the Notice and in case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and remote e-voting User Manual for shareholders available at the download section of <https://evoting.kfintech.com> or contact Mrs. C Shobha Anand of KFintech Pvt. Ltd. at 040-76162222 or at 18003454001 (toll free).
- The result of Postal Ballot shall be announced on or before 5.00 P.M. on Saturday, 24th October, 2020. The results declared along with the Scrutinizer's Report shall be displayed on Company's website [www.mirza.co.in](http://www.mirza.co.in) and on the website of remote e-voting agency at [www.evoting.kfintech.com](http://www.evoting.kfintech.com) besides communicating to the stock exchanges for information of the Members.

By order of the Board of Directors  
**For Mirza International Limited**  
Sd/-  
Priyanka Pahuja  
Company Secretary & Compliance Officer  
Membership No. A59086

Date : 22.09.2020  
Place : New Delhi

**RED TAPE**