

MIRZA INTERNATIONAL LIMITED

Regd. Off.: 14/6, Civil Lines, Kanpur-208001, U.P. (India)



NOTICE OF POSTAL BALLOT

[Pursuant to Section 192A of the Companies Act, 1956]

To

The Member (s),

Notice is hereby given that the following resolution(s) herewith for the approval of the members of the Company be accorded by Postal Ballot in accordance with the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001:

To consider and, if thought fit, to give assent/dissent to the following Resolutions:

Item No. 1:

The Company proposes to alter the Object Clause No. 2 of its Memorandum of Association in order to attain its main purpose by new and improved means.

“RESOLVED THAT pursuant to Section 192A read with Section 17 and other provisions, if applicable, of the Companies Act, 1956, consent of the Company be and is hereby accorded to alter the Object Clause of the Memorandum of Association of the Company. Clause No. 2 of the existing Main Objects of the Company shall be replaced by the following Clause:

“To carry on the business as manufacturers, importers, exporters, distributors, dealers and stockists of footwear of all types and styles including men's/ladies shoes/sandles, boots, heeled shoes, formal shoes etc. and all other leather products and their by products and articles made of leather, plastics, oils, paints, chemicals, waterproof appliances and any preparations or solutions capable of being applied for waterproofing and other similar purpose and all other articles produced or used by tanners and curriers and manufacturers of and dealers in appliances for the above trades or any of them as sole proprietors and/or as partners or in a partnership firm and/ or as a members of an association of persons or body of individuals or in any other manner authorised by law being or as agents, brokers, contractors etc.”

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, things etc. as may be necessary in order to give effect to the aforesaid resolution.”

Item No. 2:

The Company proposes to induct as Item No. 42 in the Incidental or Ancillary Objects to attainment of Main Object in its Memorandum of Association as follows:

“RESOLVED THAT pursuant to Section 192A read with Section 17 and other provisions, if applicable, of the Companies Act, 1956, consent of the Company be and is hereby accorded to induct Item No. 42 in Incidental or Ancillary Objects to attainment of the Main Object in its Memorandum of Association as under:

“To carry on the business of animal husbandry, dairy farming, poultry farms, fisheries, slaughter house, livestock breeding and rearing of animals for the purpose of sale, purchase, import, export of meat, poultry products, egg, chicken, milk, milk products and other agri products whether raw, processed, chilled, frozen etc and to import, export, refine, manufacture, prepare, process any packing material, commodity, machinery, other inputs, by-products etc. relating to above activities and also to act as consultant, contractors, advisors for the establishment of all type of above mentioned business.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such act, deeds, things necessary in order to give effect to the aforesaid resolution.

Item No. 3

The Company proposes to induct in the Other Objects Item No. 08 in its Memorandum of Association as follows:

RESOLVED THAT pursuant to Section 192A read with Section 17 and other provisions, if applicable of the Companies Act, 1956, consent of the Company be and is hereby accorded to induct Item No. 08 in the other objects of the Memorandum of Association of the Company as under:

“To Carry on the business of cultivators, growers, manufacturers and dealers of food grains and other agricultural products, herbs, flowers, fluids and other preservable products. To promote, establish, improve, develop, administer, cultivate any crops and other forest produce and other cereals, to produce, to take on lease or otherwise acquire any land or plantations or estate and to work, develop and to maintain the same and render marketable any such produce and to sell, dispose off and deal in such produce either prepared or manufactured.”

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such act, deeds, things necessary in order to give effect to the aforesaid resolution.”

For MIRZA INTERNATIONAL LTD.

VICE PRESIDENT (ACCOUNTS) &
COMPANY SECRETARY

By the order of the Board
For Mirza International Ltd.

Sd/-
D.C. Pandey
Vice President (Accounts)
& Company Secretary

Place: Kanpur

Date : 28/07/2012

Notes:

1. Explanatory Statement and reasons for the proposed special businesses above pursuant to Section 173(2) read with Section 192A of the Companies Act, 1956 is given herewith.
2. The Company appointed Mr. Sanjay Kumar Gupta, Practicing Company Secretary as Scrutinizer to scrutinize the Postal Ballots in a fair and transparent manner.
3. The Notice is being sent to those shareholders whose names would appear in the Register of Members/ Record of Depositories as on 28.07.2012
4. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.
5. Members interested in exercising the vote may fill the Postal Ballot form and despatch the same to the scrutinizer in the enclosed self addressed Business reply envelope. Postage shall be borne by the Company. The said forms shall reach the Company on or before 20.09.2012.
6. The result of the Postal Ballot shall be announced by the Chairman or in his absence by any other person authorised by the Chairman of the Company at the Registered Office of the Company on 27.09.2012 and the result will be taken as passed effectively on the date of announcement of the result by the Chairman, if the result of the Postal Ballot indicates that the requisite majority of the shareholders have assented to the resolution. The result of the Postal Ballot shall be announced through the newspaper advertisement and shall also be placed on the Company's website at www.mirza.co.in
7. A copy of all the documents referred in the annexed explanatory statement shall be available for inspection at the Registered Office of the Company on all working days between 11 A.M. to 1 P.M. up to the date of declaration of the results of Postal Ballot.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 173 of the Companies Act, 1956

Item No. 01:

The Company has been in the business of manufacturing leather and leather products since its incorporation. Over a period of time, Footwear manufacturing has become one of the major activities of Company. Hence, the Board of Directors of the Company at their meeting held on 28th July, 2012 after having deliberate discussions, have decided to alter the Object Clause of its Memorandum of Association by altering the existing Clause No. 2 of Memorandum of Association into more wider new clause so as to bring more clarity in its main objects.

The Board of Directors of the Company have unanimously proposed that it would be in the interest of the Company and its Shareholders and accordingly commends Special Resolution for approval by exercising their vote through postal ballot as required in terms of Section 192A, Section 17 and other provisions of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001.

None of the Directors of the Company is directly or indirectly concerned or interested in the resolution.

Item No. 2 & 3:

Company is engaged in the manufacture and exports of Leather and Leather Products and demand of Company's products is growing on year to year basis. As a measure to ease availability of its raw materials viz raw hides and also to explore the possibility of diversification in the field of export business of agri products and processed meat etc., Management is of the opinion to add this activity in Object Clause of Memorandum of Association of the Company. Hence, members are requested to pass the above resolutions.

Since the above amendment comes within the ambit of Section 17 of the Companies Act, 1956, your approval is sought under the provisions of Section 192A of the said Act read with the provisions of the Companies (Passing of Resolutions by Postal Ballot) Rules, 2001 by voting through Postal Ballot.

The Board recommends the Resolution for the approval of members.

None of the Directors of the Company is directly or indirectly concerned or interested in the resolution.

For MIRZA INTERNATIONAL LTD.

VICE PRESIDENT (ACCOUNTS) &
COMPANY SECRETARY

MIRZA INTERNATIONAL LIMITED

Regd. Off.: 14/6, Civil Lines, Kanpur-208001, U.P. (India)



POSTAL BALLOT FORM

Name of the Shareholder(s)
(in block letters)
(including Joint holders, if any)

Registered address of the sole/
First named Shareholder

Registered Folio No./
DP ID No. & Client ID No.
(In case of share held in demat form)

No. of shares held

I/ We hereby exercise my/ our vote in respect of the Resolution to be passed through postal ballot as stated in the Notice dated 28/07/2012 of the Company by sending my assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box below :

Item	No. of Shares	I/ We assent to the Resolution (for)	I/ We dissent to the Resolution (against)
Special Resolution under Section 17 and other applicable provisions of the Companies Act, 1956 to alter the Clause No. 2 of the Memorandum of Association of the Company			
Special Resolution under Section 17 and other applicable provisions of the Companies Act, 1956 to induct Item No. 42 in the Incidental or Ancillary objects to attainments of main objects of the Memorandum of Association of the Company			
Special Resolution under Section 17 and other applicable provisions of the Companies Act, 1956 to induct Item No. 08 in the Other Objects of the Memorandum of Association of the Company			

Place:

Date:

**VICE PRESIDENT (ACCOUNTS) &
COMPANY SECRETARY**

(Signature of the Holder)

Note: For instructions, please see overleaf.

INSTRUCTIONS

1. Any member desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form and send it to the scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage shall be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent through courier or by Registered Post at the expense of or deposited by the registered member will also be accepted. The envelopes containing the Postal Ballot should reach the Company not later than the closure of working hours on 20.09.2012.
2. The self addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the Company.
3. This form should be filled and signed by the Shareholder. In case of joint shareholding, this form should be completed and signed (as per specimen signature with the Company) by the first named shareholder and in his absence, by the next named Shareholder.
4. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
5. Duly completed Postal Ballot Form should reach the scrutinizer not later than the closer of working hours on 20.09.2012. Postal Ballot forms received after the date will be strictly treated as if the reply from the shareholder has not been received.
6. Voting rights shall be reckoned on the number of shares registered in the name of the shareholder on the date of dispatch of the notice.
7. Postal Ballot Forms signed by the representative capacity must be accompanied by the requisite certified true copy of the Power of Attorney/Resolution of Board of Directors.
8. Shareholders are requested not to send any other paper along with the Postal Ballot Form. They also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.

For MIRZA INTERNATIONAL LTD.
VICE PRESIDENT (ACCOUNTS) &
COMPANY SECRETARY