

Our Commitment to Nature Conservation



MIRZA INTERNATIONAL LIMITED



ANNUAL REPORT 2013-14

CHAIRMAN'S MESSAGE

Dear Shareholders,

The decisive mandate given by the Indian electorate concluded recently, has given us for the first time in over three decades, a stable government with a clear majority by a single political party. We expect to have far reaching consequences – from ushering in reforms, a revival in economic growth and the strengthening of the governance framework. The worst appears to be behind us and economy is likely to pick up pace going forward.

Looking back, fiscal 2013-14 continued to witness the constraints that have hampered the economy in last couple of years. GDP growth last year was lackluster at 4.7% and fiscal deficit continued to be high. While the Government managed to contain Fiscal Deficit within budgeted numbers by cutting back on expenditure, the burden from the triad of subsidies continued unabated. On the positive side, the Current Account Deficit was narrowed down through a restriction on gold imports. Wholesale inflation also contracted

Against the backdrop of this challenging environment, your Company has shown a commendable performance on most key performance parameters. We remain focused on enriching our product mix and during the year we successfully completed the modernization of our Tannery which has resulted in declining of water consumption and wastewater discharge per sq ft of leather and also commissioned the most modern Effluent Treatment Plant, with huge investment, to meet the Pollution standards set by regulatory bodies like Central and State Water Pollution Control Boards. This is a step towards Company's effort to conserve Water.

I am pleased to submit before you that despite challenges, your Company has reported another successful year of 2013-14. This shows the reflection of strong customer support enjoyed by the Company across the market world wide.

Lastly, before I conclude, I would like to extend my thanks to the Shareholders, Board of Directors, Employees, Bankers and all other stakeholders, without whom our continued growth momentum would not have been possible.

Thank you,

IRSHAD MIRZA
CHAIRMAN





MIRZA INTERNATIONAL LIMITED

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

NOTICE is hereby given that the **THIRTY-FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY** will be held on Saturday, 20th September, 2014, at 12.00 Noon. at the Auditorium of Council for Leather Exports, HBTI Campus, Nawabganj, Kanpur-208002 to transact the following businesses:-

ORDINARY BUSINESS:-

1. To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2014 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To consider and if thought fit, to pass with or without modification(s), the following resolutions as **Ordinary Resolutions**:
 - (a) **RESOLVED THAT** the Board do hereby recommend to members in the ensuing Annual General Meeting for the reappointment of **Mr. Narendra Prasad Upadhyaya** (DIN: 00049196), who retires by rotation and being eligible offers himself for reappointment.
 - (b) **RESOLVED THAT** the Board do hereby recommend to members in the ensuing Annual General Meeting for the reappointment of **Mr. Tasneef Ahmed Mirza** (DIN: 00049066), who retires by rotation and being eligible offers himself for reappointment.
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) M/s. Khamesra Bhatia & Mehrotra, Chartered Accountants (FRN: 001410C) be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors".

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof, for the time being in force), **Mr. Q. N. Salam** (DIN - 00051645) director of the Company in respect of whom the Company has received Notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office up to 5(five) consecutive years with effect from the conclusion of this Annual General Meeting till the conclusion of the 40th Annual General Meeting to be held in the year 2019, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and /or the Company Secretary be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts, deeds and things as may be necessary expedient and desirable for the purpose of giving effect to this resolution."
6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof, for the time being in force), **Mr. Islamul Haq** (DIN - 02121287) Director of the Company, in respect of whom the Company has received notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an independent Director on the Board of Directors of the Company to hold office up to 5 (five) consecutive years with effect from the conclusion of this Annual General Meeting till the conclusion of the 40th Annual General Meeting to be held in the year 2019, not liable to retire by rotation.



RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof, for the time being in force), **Mr. P. N. Kapoor** (DIN - 00058126) Director of the Company, in respect of whom the Company has received notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an independent Director on the Board of Directors of the Company to hold office up to 5 (five) consecutive years with effect from the conclusion of this Annual General Meeting till the conclusion of the 40th Annual General Meeting to be held in the year 2019, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof, for the time being in force), **Dr. Yashvir Singh** (01479900) Director of the Company, in respect of whom the Company has received notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an independent Director on the Board of Directors of the Company to hold office up to 5 (five) consecutive years with effect from the conclusion of this Annual General Meeting till the conclusion of the 40th Annual General Meeting to be held in the year 2019, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof, for the time being in force), **Mr. Subhash Sapra** (DIN - 00049243) Director of the Company, in respect of whom the Company has received notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an independent Director on the Board of Directors of the Company to hold office up to 5 (five) consecutive years with effect from the conclusion of this Annual General Meeting till the conclusion of the 40th Annual General Meeting to be held in the year 2019, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Section 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof, for the time being in force), **Mr. Sudhindra Jain** (DIN - 00189602) Director of the Company, in respect of whom the Company has received notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an independent Director on the Board of Directors of the Company to hold office up to 5 (five) consecutive years with effect from the conclusion of this Annual General Meeting till the conclusion of the 40th Annual General Meeting to be held in the year 2019, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”



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

“RESOLVED THAT Mrs. Vinita Kejriwal (DIN-06952088) who was appointed as an Additional Director by the Board of Directors of the Company w.e.f. 19Th August, 2014, pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director on the Board of Directors of the Company to hold office upto 5(five) from the conclusion of this Annual General Meeting till the conclusion of the 40th Annual General Meeting to be held in the year 2019, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/ or the Company secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

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

“RESOLVED THAT pursuant to the 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, and Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the Company hereby approves the re-appointment of **Mr. Irshad Mirza (DIN-00048946)** as Chairman (Executive) of the Company to exercise powers of the 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 (three) years w.e.f. 1st October, 2014 on such terms and conditions including remuneration as set out in the Explanatory Statement and the draft of the agreement to be entered into between the Company and Mr. Irshad Mirza, a copy whereof is placed before this meeting.

RESOLVED FURTHER THAT approval be and is hereby accorded to the remuneration, perquisites, benefits and amenities payable as per the terms and conditions of the agreement to be entered into by Mr. Irshad Mirza with the Company for the appointment as set out in the statement annexed to the notice.

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.”

13. To consider and, if thought fit, to pass, with or without modifications, 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, and Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and subject to approval of Central Government, 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 1st October, 2014 on such terms and conditions including remuneration as set out in the Explanatory Statement and the draft of the agreement to be entered into between the Company and Mr. Rashid Ahmed Mirza, a copy whereof is placed before this meeting.

RESOLVED FURTHER THAT approval be and is hereby accorded to the remuneration, perquisites, benefits and amenities payable as per the terms and conditions of the agreement to be entered into by Mr. Rashid Ahmed Mirza with the Company for the appointment as set out in the statement annexed to the notice.

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.”

14. To consider and, if thought fit, to pass, with or without modifications, 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, and Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to approval of Central Government, 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 1st October, 2014 on such terms and conditions including remuneration as set out in the Explanatory Statement and the draft of the agreement to be entered into between the Company and Mr. Shahid Ahmad Mirza, a copy whereof is placed before this meeting.

RESOLVED FURTHER THAT approval be and is hereby accorded to the remuneration, perquisites, benefits and amenities payable as per the terms and conditions of the agreement to be entered into by Mr. Shahid Ahmad Mirza with the Company for the appointment as set out in the statement annexed to the notice.



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.”

15. To consider and, if thought fit, to pass, with or without modifications, 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, and Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to approval of Central Government, 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 1st October, 2014 on such terms and conditions including remuneration as set out in the Explanatory Statement and the draft of the agreement to be entered into between the Company and Mr. Tauseef Ahmad Mirza, a copy whereof is placed before this meeting.

RESOLVED FURTHER THAT approval be and is hereby accorded to the remuneration, perquisites, benefits and amenities payable as per the terms and conditions of the agreement to be entered into by Mr. Tauseef Ahmad Mirza with the Company for the appointment as set out in the statement annexed to the notice.

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.”

16. To consider and, if thought fit, to pass, with or without modifications, 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, and Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to approval of Central Government, 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 1st October, 2014 on such terms and conditions including remuneration as set out in the Explanatory Statement and the draft of the agreement to be entered into between the Company and Mr. Tasneef Ahmad Mirza, a copy whereof is placed before this meeting.

RESOLVED FURTHER THAT approval be and is hereby accorded to the remuneration, perquisites, benefits and amenities payable as per the terms and conditions of the agreement to be entered into by Mr. Tasneef Ahmad Mirza with the Company for the appointment as set out in the statement annexed to the notice.

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.”

17. To consider and, if thought fit, to pass, with or without modifications, 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, and Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the Company hereby approves the re-appointment of **Mr. N. P. Upadhyay** (DIN-00049196) as Whole-time Director of the Company for a period of 3 (Three) years with effect from 1st October, 2014 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 and the draft of the agreement to be entered into between the Company and Mr. N. P. Upadhyay, a copy whereof is placed before this meeting.”

RESOLVED FURTHER THAT approval be and is hereby accorded to the remuneration, perquisites, benefits and amenities payable as per the terms and conditions of the agreement to be entered into by Mr. Tasneef Ahmad Mirza with the Company for the appointment as set out in the statement annexed to the notice.

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.”

18. To consider and, if thought fit, to pass, with or without modifications, the following Resolution as a **Special 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. Shuja Mirza**, relative of Directors of the Company, to hold and continue to hold Office or Place of profit under the Company as President (Marketing) for a period of three years w.e.f. 1st October, 2014 on the following terms and conditions:



1. Remuneration:

Remuneration by way of Salary shall not exceed a sum of Rs. 6,00,000/- (Rupees Six Lacs only) per month, as may be finalized in consultation with the appointee.

2. Perquisites:

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

- a) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service subject to maximum amount of Rs. 10 lacs. 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.

RESOLVED FURTHER THAT the Board of Directors may alter, vary and modify the terms and conditions of the appointment of Mr. Shuja Mirza from time to time during the tenure of his appointment as President (Marketing) 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."

19. To consider and, if thought fit, to pass, with or without modifications, the following Resolution as a **Special 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. 1st October, 2014 on the following terms and conditions:

1. Remuneration:

Remuneration by way of Salary shall not exceeding a sum of Rs. 4,00,000/- (Rupees Four Lacs 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 at a rate not exceeding half a month's salary for each completed year of service subject to maximum amount of Rs. 10 lacs. 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.

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."

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

"RESOLVED THAT in supersession of the Ordinary Resolution passed in the extra ordinary general meeting dated 07.05.2005 and pursuant to provisions of Section 180(1)(c) and other applicable provisions if any, of the Companies Act, 2013, and the rules made there-under, consent of the Company be and is hereby accorded to the Board of Directors of



the Company for borrowing for and on behalf of the Company, from time to time, any sum or sums of monies, on such terms and conditions as the Board may deem fit, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate for the time being of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose provided that the total amount upto which monies may be borrowed at any time shall not exceed Rs. 1000 Crores (One Thousand Crores) .

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

RESOLVED THAT in supersession of the Ordinary Resolution passed in the extra ordinary general meeting dated 07.05.2005 and pursuant to section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made there-under, consent of the company be and is hereby accorded to the Board of Directors ("the Board") for the creation of mortgages and /or charges in addition to the existing mortgage(s) / charge(s) created by the Company, in such form and manner and with such ranking and at such time(s) and on such terms as the Board may determine on all or any part of the movable and/or immovable properties of the Company, wherever situated both present and future and the whole or any part of the undertaking or undertakings of the Company, together with power to take over the management of the business and concern of the Company in certain events of default, in favour of Indian and/or Foreign Financial Institutions, Investment Institutions and their subsidiaries, Banks, Mutual Funds, Trusts and other Bodies Corporate (hereinafter referred to as the 'Lending Agencies') / Trustees for the holders of Debentures/ bonds or other instruments which may be issued on private placement basis or otherwise, to secure Term loans, Working Capital arrangements, Guarantee assistance, Debentures, External Commercial Borrowings, Commercial Papers and all other types of indebtedness and financial assistance availed and/or to be availed by the Company upto an aggregate value not exceeding Rs.1000 crores (Rupees One Thousand Crores) together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other monies as may be payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements/Loan Agreements and other documents to be executed by the company in respect of the said borrowings.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to prepare, finalise and execute all such deeds, documents and writings as may be necessary for creating the aforesaid mortgage and/or charges and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to the above Resolution.

22. To pass, with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

23. To consider and, if thought fit, to pass, with or without modifications, the following Resolution as a **Special Resolution**.

RESOLVED THAT pursuant to the provisions of Section 94 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent be and is hereby accorded for keeping the Register of Members together with Index of Members, the copies of all annual returns along with the copies of certificates and documents required to be annexed herewith in Hyderabad at the office of **Karvy Computershare Pvt. Ltd.**, the Registrar and Share Transfer Agents of the Company situated at **Plot no. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad-500081** instead of keeping the same at the Registered Office of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

24. Approval for Related Party Transactions by the Company with effect from 1st April, 2014:

To consider and if thought fit, to pass with or without modification, the following as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, if any, consent of the Company be and is hereby accorded for entering into related party transactions by the Company with effect from 1st April, 2014 upto the maximum per annum amounts as stated in the explanatory statement.

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



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY MAY APPOINT A PROXY TO ATTEND AND ON POLL to vote, INSTEAD OF HIMSELF/HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective must be received by the company at its Registered Office not later than Forty-eight hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable. A person shall not act as a proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the company provided that such person shall not act as a proxy for any other person.
2. Every member entitled to vote at Annual General Meeting of the company can inspect the proxies lodged at the company at any time during the business hours of the company during the period beginning twenty-four hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than three days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the company.
3. Explanatory Statement pursuant to section 102 (2) of the Companies Act, 2013,(corresponding to section 173 (2) of the Companies Act, 1956) in respect of the special businesses to be transacted as set out in the Notice, is annexed hereto.
4. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered office of the Company during business hours on all days except Saturdays, Sundays and Public Holidays up to the date of the Annual General Meeting.
5. Pursuant to provisions of section 91 of the Companies Act, 2013 (corresponding to section 154 of the Companies Act, 1956)The Register of Members and Share Transfer Books of the company will remain close from 13/09/2014 to 20/09/2014 (both the days inclusive), for determining the entitlement of the shareholder to the payment of dividend.
6. Dividend recommended by the Board of Directors, if approved by the members at the Annual General Meeting, will be paid to those members whose names appear on the Register of Members as on 20/09/2014. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as at the close of business hours on 13/09/2014, as per the details furnished by the National Securities Depository Limited (NSDL)/ Central Depository Services(India) Limited(CDSL) for the purpose as on that date.
7. The Company is presently using National Electronic Clearing Service (NECS) for dividend remittance. Members holding shares in physical form are requested to notify/send the following:
 - Any change in their address/mandate/bank details;
 - Particulars of their Bank Account, in case the same have not been sent earlier to the Company's Registrar & Transfer Agents at - **Karvy Computershare Pvt. Ltd, Plot no. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad 500081** at the earliest .
8. Members holding shares in electronic form are requested to inform any changes in address/bank mandate directly to their Depository Participants. The address/bank mandate as furnished to the Company by the respective Depositories viz., NSDL and CDSL will be printed on the dividend warrants.
9. Members are requested to handover the enclosed Attendance Slip, duly signed in accordance with their specimen signatures registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
10. Corporate Members are requested to send to Company's Registrar and Transfer Agent , a duly certified copy of Board Resolution authorising their representative to attend and vote at the Annual General Meeting.
11. In terms of the provisions of section 124 of the Companies Act, 2013 (corresponding to section 205 A of Companies Act, 1956), the amount of dividend not encashed or claimed within 7 (seven) years from the date of its transfer to the unpaid dividend account, will be transferred to Investor Education and Protection Fund established by the Government. Accordingly, the unclaimed dividend in respect of financial year 2006-07 is due for transfer to the said fund in October, 2014. In terms of provisions of section 124 of the Companies Act, 2013 (corresponding to section 205 A of Companies Act, 1956), no claim shall lie against the company or the said Fund after the said transfer.
12. Members who have not yet encashed their dividend warrant(s) for the financial year from 2006-07 upto 2012-13, are requested to write to the Company, mentioning the relevant folio No. or DP ID and Client ID, for issuance of duplicate / revalidated warrant(s).
13. Equity shares of the company are under compulsory demat trading by all investors. Considering the advantage of scripless trading, members are encouraged to consider dematerialisation of their shareholdings so as to avoid inconvenience in future.



14. Voting through electronic means-

- a) In compliance with provisions of Section 108 and 110 and other applicable provisions of the Act, read with Companies (Management and Administration) Rules, 2014 and the Listing Agreement entered into with the Stock Exchanges, the Company is pleased to offer e-voting facility as an option to all Members of the Company. The Company has entered into an agreement with Karvy Computershare Pvt. Ltd., Hyderabad for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Form. E-voting is optional.
- b) As per section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail Ids with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail Ids will receive Notice of Postal Ballot along with Physical Form through post/ courier. Members who have received Notice of Postal Ballot through e-mail and who wish to vote through physical form, they may download the form from the link <https://evoting.karvy.com> or from the 'Investors' section on the Company's Website : www.mirza.co.in

The instructions for e-voting are as under:

- I. Use the URL for e-voting: <https://evoting.karvy.com>
- II. Enter the login credentials i.e., user id and password mentioned below:
User -ID For Members holding shares in Demat Form:-
 - a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID
 - b) For CDSL :- 16 digits beneficiary IDFor Members holding shares in Physical Form:-
 - Event no. followed by folio Number registered with the company

Password -As e-mailed. In case of shareholders who have not registered their e-mail addresses, their password is being communicated in the physical ballot form sent to them.

Captcha -Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.
- 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. 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.
- 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., 1261.
- 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 hereinabove. 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.
- X. 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 mirzaknp@redtapeindia.com
- XI. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.