

Mirza International Limited

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August 26, 2023

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

Sub.: Notice of 44th Annual General Meeting & Annual Report 2022-23

The Annual Report for the financial year 2022-23, including the notice convening 44th Annual General Meeting of the Members of the Company scheduled to be held on Saturday, September 23, 2023 at 11:30 A.M. (IST) at the Auditorium of Directorate of Extension, Chandra Shekhar Azad (CSA) University of Agriculture and Technology, Nawabganj, Kanpur 208 002 is enclosed.

The Annual Report including AGM Notice are also available on the Company's website at <https://mirza.co.in/assets/pdf/Annual-Report-2022-23.pdf>.

This is for your information and record please.

Thanking you,

Yours faithfully,
For **Mirza International Limited**

Harshita Nagar
Company Secretary & Compliance Officer

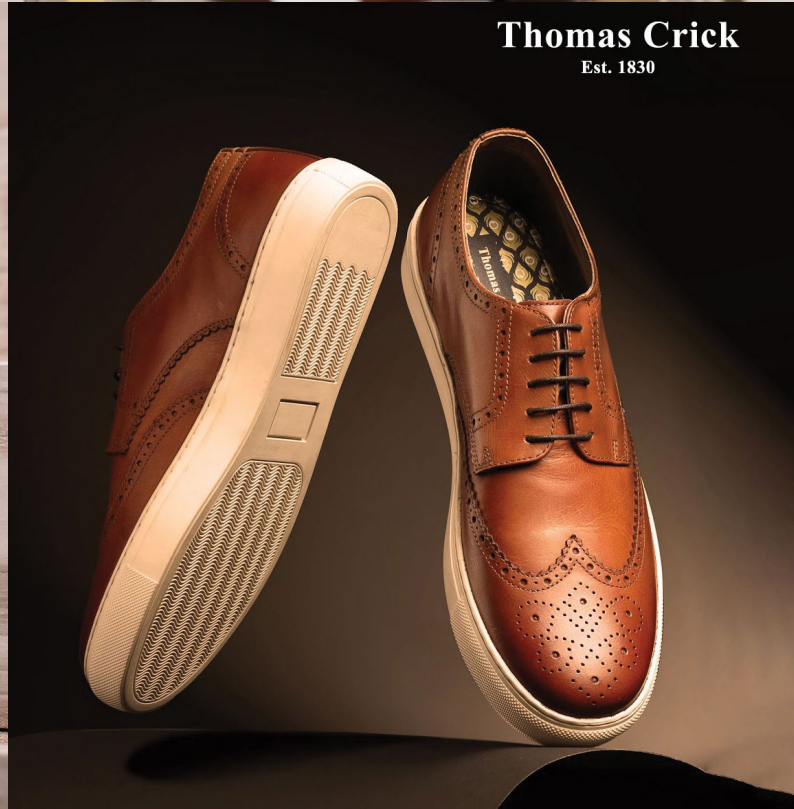
Encl.: As above



Off The Hook
LONDON



Thomas Crick
Est. 1830



ANNUAL
REPORT
2022-23

**FORTIFYING
MANUFACTURING.
FOSTERING
PARTNERSHIPS.**

 **MIRZA**
MIRZA INTERNATIONAL LIMITED

 oaktrak

Off The Hook
LONDON

 Thomas Crick



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For further information, please log on to
mirza.co.in

FORTIFYING MANUFACTURING. FOSTERING PARTNERSHIPS.

Being acknowledged as a global destination for finished leather and leather footwear is a testament to Mirza International's manufacturing capabilities and product quality. Our focus on enhancing manufacturing capabilities, product innovation, and expanding geographical presence demonstrates our commitment to growth and staying competitive in the market. By acquiring new clients in new geographies, we have been able to tap into new markets and diversify our customer base.

The demerger of the Company and the subsequent focus on contract manufacturing highlight our strategic approach to business. By partnering with reputed footwear brands such as Steve Madden, Lucky Brand, Camuto Group, DSW, Crown Vintage, Kenneth Cole, Next, Marks & Spencer, and many others, has solidified our position in the industry and propelled our growth.

Our recent long-term partnerships with the US-based major footwear retailer Marc Fisher heralds the start of a new chapter in Mirza's illustrious journey as a footwear manufacturer. These partnerships not only signify trust and recognition but also open new vistas for further expansion.



By fortifying manufacturing capabilities and fostering strong partnerships, Mirza International emphasises its commitment to delivering the highest quality products and services to its partners and customers.



MIRZA INTERNATIONAL LIMITED

WORLD'S LEADING LEATHER MANUFACTURER



Starting with a small tannery unit in Magarwara, Uttar Pradesh, in 1979, Mirza International has grown to become India's leading leather footwear manufacturer, marketer, and exporter.

Our integrated operations, which involve sourcing raw materials from our own tannery, in-house design and manufacturing capabilities, and extensive global partnerships, have helped us establish ourselves as a preferred supplier for leading international brands. We are proud to be recognised as one of the largest suppliers from India of finished leather to overseas markets.



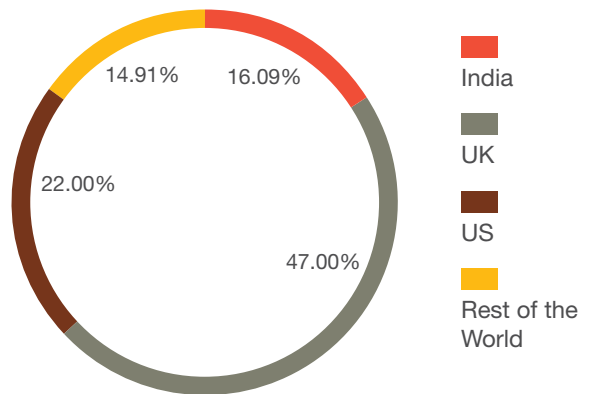
Expanding our horizons, we recently ventured into the furniture domain by supplying upholstery and sofa leather to leading furniture brands in the world market. A significant milestone in this journey was our collaboration with India's leading furniture brand, Stanley, for the supply of finished leather.

Mirza International continues to embrace opportunities for growth and innovation, cementing our position as a prominent player in the leather industry and beyond.

OUR BRANDS



REVENUE SHARE BY GEOGRAPHY



GLOBAL PRESENCE

1,000+

MULTIBRAND OUTLETS

Selling Thomas Crick,
Off The Hook and Oaktrak

OVERSEAS ONLINE PRESENCE

UNITED KINGDOM

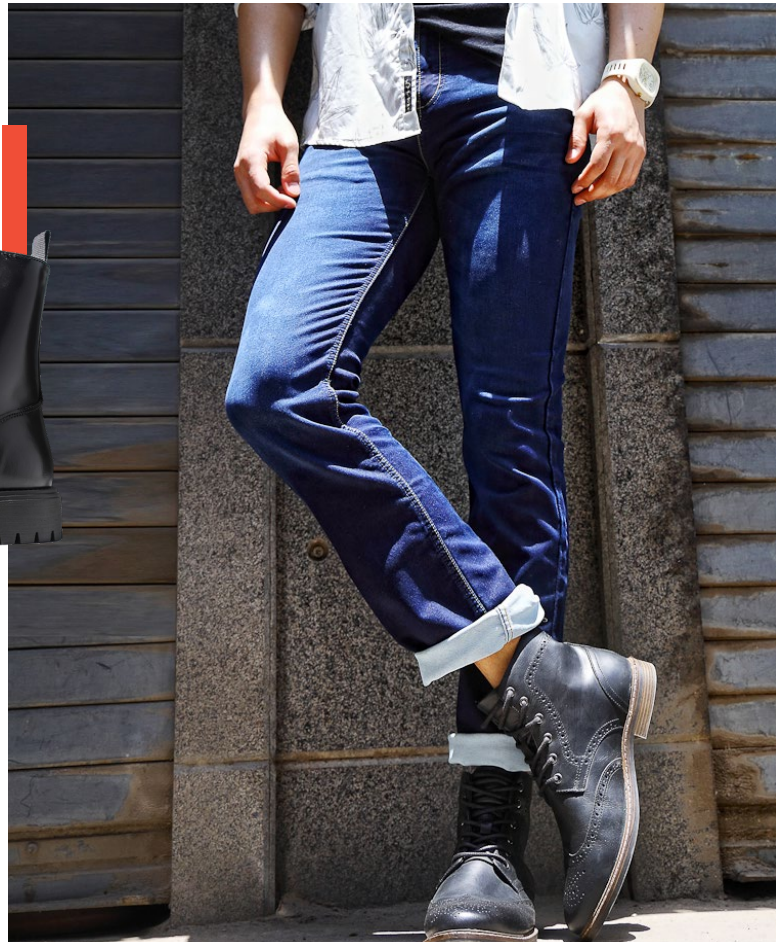
Ebay Amazon Debenhams

3

GLOBAL ONLINE PORTALS



OUR BRAND OFFERINGS



Creating world-class brands that strike a balance between design and comfort is crucial in the footwear industry, as customers seek both style and functionality in their shoes. At Mirza, we are committed to understanding the market and continuously rejuvenating our brand portfolio to meet the evolving needs and preferences of customers.

With our relentless pursuit of excellence, we have successfully established a strong presence in the niche UK market as a B2B seller through our premium luxury brand, Thomas Crick. In addition, we have ventured into the B2C business with Off the Hook, a trendy and fashion-forward brand that resonates with the modern consumer.

The success of our brands Thomas Crick, Crick, and Off The Hook is evident through their offline and online presence in key markets such as the UK. Our commitment to producing high-quality products with unique and eye-catching designs has been well-received, even in the face of fierce competition.

NUMBER OF BRANDS

3

PRESENCE IN

6

CONTINENTS

In India, Thomas Crick has also established a significant presence both online and offline, further strengthening our position as a reputable player in the domestic market.

At Mirza International, we remain dedicated to creating world-class brands that consistently deliver style and comfort, meeting the diverse expectations of our global customer base. Our passion for innovation and customer-centric approach drive us forward as we continue to make our mark in the footwear industry.



Thomas Crick

Thomas Crick

Thomas Crick is one of the UK's oldest luxury leather shoe companies. The legendary Thomas Crick was regarded as the pioneer of the Leicester shoe industry revolutionised and modernised shoe-making by using innovative techniques. We acquired the brand in 2019 and launched it in FY 2021-22 to cater to the aspirations of customers who look for premium 100% leather brands known for timeless elegance, quality and fashion-forward footwear design.

SALES

3,37,449

PAIRS

£ 4.02 Mn approx.

BRAND VALUES



AFFORDABLE AUTHENTICITY

Original, yet on trend designs that are affordable and accessible to everyone. Heritage with a twist, styles to suit all occasions.

Offering great value, our product balances high quality with accessible price points to a wide demography.



HIGH QUALITY

With decades of experience in shoe manufacturing, the Thomas Crick brand combines high quality leather shoes and boots with uncompromised comfort.

Utilising our state-of-the-art manufacturing techniques and the best materials, we are able to deliver high standards across our range.



GREAT CUSTOMER EXPERIENCE

Appealing to and appreciating customers from all walks of life. Fully understanding the target audience and the direct consumer needs.

With seasonal collections, we endeavour to react and deliver on the latest trends, while continuing to grow our overall range.



Off The Hook
LONDON

Off The Hook London

Stylish, sophisticated, authentic and of high quality, Off The Hook London is crafted for the modern man and woman. Our leather boots, sandals and casual heels can be worn for any occasion, formal or informal. The waterproof leather boots provide protection and comfort during unpleasant weather conditions and are available at affordable prices. The sheer versatility of this brand allows customers to express their personal style and elevate their outfits effortlessly.



BRAND VALUES



AFFORDABLE AUTHENTICITY

We create luxury, trendsetting designs that are both affordable and accessible to everyone.

Off The Hook encourages women to express themselves in the way they feel most comfortable – allowing you to stand up for what you love and complement your unique narrative.



HIGH QUALITY

Using our decades of experience in shoe manufacturing and design for luxury retailers, we promise high quality, high fashion footwear.

At Off The Hook, we guarantee inspiring designs and expertise, paired with exemplary customer service; after all it's all about you.



GREAT CUSTOMER EXPERIENCE

Whichever walk of life you're on, we want you to feel confident in your aspirations. Off The Hook can support you throughout your personal and professional goals, empowering you to take the next step, whilst being on trend at all times, day or night.



Oaktrak

Designed exclusively for men, Oaktrak is a name that represents comfort and style. The brand's elegantly-designed shoes are intended for young visionaries and top executives who wish to be at the top of the fashion game in the professional world.



CLASSIC FORMAT



ICONIC CHELSEA
BOOTS



CASUAL WEAR





FROM THE MANAGING DIRECTOR'S DESK



At Mirza International, we have played a crucial role in establishing India as a global destination for finished leather and leather footwear.



Dear Investors,

As we look back on the growth of Mirza International Limited, we would like to take this opportunity to express our sincere gratitude to all our investors, stakeholders and customers for their unwavering support and trust in us. We wouldn't have reached where we are today without your support.

At Mirza International, we have played a crucial role in establishing India as a global destination for finished leather and leather footwear. As the country's largest exporter of such products and a preferred supplier to the world's leading retail chains, we believe it is time to stride forward. We are driving structural change to separate domestic and international businesses, to propel their growth with a dedicated focus. We are making efforts to effectively use our large capacities, manufacturing excellence and innovation capabilities, to widen and deepen our footprint and to enable existing and new customers globally. Since the demerger of the company, we have been focussed on contract manufacturing and building relationships with some of the biggest brands in the world. Our partnerships with Steve Madden, Lucky Brand, Camuto Group, DSW, Crown Vintage, Kenneth Cole, Next, Marks & Spencer and many others, have been instrumental in our growth and success.

We are excited to share that we have recently started a long-term relationship with Marc Fisher, a major footwear company in the US that owns multiple brands, including Guess, Tommy Hilfiger etc. We are also in talks with one of the major footwear brands in Europe and are about to start a business with them soon. Additionally, we are promoting our own brands Off The Hook, OakTrak and Thomas Crick, which offer high-quality, fashion footwear for the top end of the market.

We have an exceptional design and development studio in Milton Keynes, UK, where a dedicated team of designers and range builders travel all across the globe to develop fashionable and commercial products, which are displayed in our showroom there.

Our entire philosophy and focus are now on innovation, expansion into a new target audience, and delivering high-quality, premium footwear all over the world. We have a young and dynamic team, and we are optimistic about a high growth rate in the coming 3-4 years. As we move forward, we are optimistic and positive about the future of Mirza International Limited. We remain committed to delivering the highest quality products and services worldwide to our partners and customers.

Thank you for your continued support.

Warm regards,

Tauseef Ahmad Mirza
Managing Director



FORTIFYING BUSINESS THROUGH OUR STRENGTHS



CREATING EXCELLENCE THROUGH MANUFACTURING

Our manufacturing prowess and stringent adherence to quality standards have made Mirza International a name to reckon with in the footwear industry. We have four manufacturing units located across Unnao and Greater Noida in Uttar Pradesh equipped with state-of-the-art technology and equipment and follow global best practices. The robust manufacturing ecosystem ensures seamless and uninterrupted operations and assures timely delivery of finished products. Our skilled footwear technicians play a significant role in every step of the production from material to design to production. We also outsource production of footwear and apparels to other vendors who manufactures them exclusively for us.

03 Mn
SQ. FT

4
INTEGRATED
MANUFACTURING
FACILITIES

6.4 Mn
PAIRS ANNUAL
FOOTWEAR
MANUFACTURING
CAPACITY EVERY YEAR

INNOVATING THROUGH DESIGN

Our expert in-house designers in our two design studios create innovative designs in footwear keeping in mind the latest fashion trends in different markets. The global sales team at Mirza International work closely with the design team by sharing consumer and market insights to rejuvenate the product portfolio and enhance consumer engagement. The design and manufacturing teams are connected to CAD/CAM software to ensure timely delivery of products to the market. This integration enables seamless communication and streamlines the production process, helping us bring our designs to market efficiently. We are one of the few footwear suppliers to have intellectual property rights for our products to protect our designs from infringement.



02
DESIGN
STUDIOS

40
DESIGNERS

5,000
SHOE DESIGNS MADE
EVERY YEAR



**SATRA-ACCREDITED
IN-HOUSE
LABORATORIES
FOR TESTING RAW
MATERIALS AND
FINISHED GOODS.**

QUALITY ASSURANCE

All our manufacturing units are SATRA accredited. SATRA is a highly regarded and globally recognised technical authority for research and testing of footwear products, components and materials. Stringent quality checks are conducted and maintained at every stage of production and post-production to ensure that our footwear products meet the highest standards of durability, comfort and safety. Our products are REACH compliant as per international norms. REACH is a regulation established by the European Union that addresses the production and use of chemical substances, aiming to protect human health and the environment. These accreditations and compliance measures not only enhances our Company's reputation but also demonstrates our commitment to producing safe and environmentally-friendly footwear.

SUPPLY CHAIN AGILITY

In a business where timing is crucial, ensuring that brands and products are available at the right place and at the right time is essential for success. Considering our vast network of white-label exports and own-brand sales, supply chain agility allows us to respond swiftly to market demands, optimise inventory management, stay ahead of trends, adapt to changing consumer preferences and minimise the risk of inventory obsolescence.

ENVIRONMENT-FRIENDLY OPERATIONS

Our in-house tannery has a state-of-the-art effluent treatment plant, the first of its kind in India and stringently conforms to all environmental laws of the land. As per the study conducted by IIT Roorkee, our tannery causes no environmental pollution under the National Framework of Environmental Laws.





STRENGTHENING BUSINESS THROUGH GLOBAL PARTNERSHIPS

Mirza International has a firm foothold in the global footwear market as a supplier of branded and white-label footwear.

GROWING GEOGRAPHIC FOOTPRINT

We supply our products to the US, UK, France, Germany, Australia, UAE, and to 17 other countries. These geographies have some of the world's best footwear brands. The high standard of our goods, effective supply chain, in-house design and production capabilities, combined with our agility have enabled us to adapt to customer demands in rapid turnaround times and allowed us to make substantial progress in our international business.

36,35,424

PAIRS BRANDED AND WHITE LABEL FOOTWEAR EXPORTED IN FY 2022-23

₹5,261.68 Mn

INTERNATIONAL BUSINESS REVENUES IN FY 2022-23



REDEFINING SHOPPING EXPERIENCE

We are constantly looking at new ways to redefine shopping experience, leveraging technology and transforming the way we engage with our global customers. We sell our brands through multi-brand outlets and through global online portals.



HARNESSING OPPORTUNITIES

As a global supplier of repute, we continue to look at exploring new opportunities and relationships to bolster our business. In the aftermath of the global pandemic, supply chain disruptions from China, rising labour costs and escalating trade wars with China have led to businesses in the US looking at other alternative manufacturing hubs and supply chain locations.

We are confident that with our technology capabilities, manufacturing prowess, design expertise and environment-friendly operation practices will propel us to stay competitive in the branded footwear industry.



COMMITTED TO SUSTAINABLE OPERATIONS

At Mirza International, caring for the environment and setting new benchmarks as an environmentally-responsible company are imprinted in our DNA. The focus on the 3R's – reduce, reuse, and recycle – indicates Mirza International's proactive approach to minimising waste and conserving resources. Our tannery has been rated by the LWG (Leather Working Group). LWG promotes sustainable business practices in the leather industry. This rating reflects our adherence to sustainable guidelines and benchmarks.

We have implemented sustainable practices at our tannery which is recognised as amongst the most modernised and largest tanneries in India. By using high-quality tanning drums, we have been able to save a substantial amount of water and reduce energy consumption. The effluent treatment plant of 1.65 MLD capacity also ensures efficient effluent collection and 100% recovery of chrome, an effluent that if released can cause health hazards. The exhaust chromeliqour is processed, sludge is recovered and subsequently sold to authorised chemical vendors

IMPLEMENTING SAFE PRACTICES AT TANNERY

A STUDY CONDUCTED BY IIT ROORKEE HAS DECLARED THAT THE TANNERY CAUSES NO ENVIRONMENTAL POLLUTION UNDER THE NATIONAL FRAMEWORK OF ENVIRONMENTAL LAWS.

to prevent groundwater contamination. The released wastewater is then treated before it is discharged while chrome and other solid waste matter are disposed of in an environmentally safe and efficient manner.



THE TANNERY STRICTLY COMPLIES WITH RULES AS LAID DOWN BY THE ENVIRONMENTAL POLLUTION (PREVENTION AND CONTROL) AUTHORITY OF INDIA (EPCA) OF INDIA.

1/4

ENERGY USED
COMPARED TO
CONVENTIONAL DRUMS

100%

CHROME RECOVERED

Zero

OIL EMISSION &
LEAKAGE

10X

LESS WATER USED
COMPARED TO
CONVENTIONAL DRUMS





CARING FOR COMMUNITIES

At Mirza International, we are passionate about making a difference to improve the socio-economic status of local communities. The CSR arm of Mirza International works alongside government agencies, civil society and communities by organising initiatives in the fields of healthcare, education and women empowerment to address the critical development gaps faced by under-privileged and marginalised communities.

HEALTHCARE

We have established the Mirza Charitable Hospital Limited registered under Section 8 of the Companies Act, 2013 in Unnao, Uttar Pradesh. The hospital offers surgical facilities, 24-hour ambulance services, Mobile Medicare Unit, medicine distribution, and medical consultation all free of cost to the local residents. OPD (Outpatient Department) and IPD (In-patient Department) services run by independent doctors provide consultations in the fields of orthopaedics, ophthalmology, general medicine, physiotherapy and dentistry to low-income communities living close-by. In addition, a free eye check-up camp is held every year. Through this eye camp, we conduct eye operations, distribute medicines and optical glasses, and offer boarding and lodging facilities to patients and their attendants.



EDUCATION

The Qaumi Ekta Inter College in Unnao, Uttar Pradesh has a total student strength of 400 students. Mirza Foundation has undertaken several initiatives to improve the infrastructure in this educational institution. We also constructed a boundary wall for Qaumi Ekta Higher Secondary School which has a total strength of 500 students. There are various other initiatives we have undertaken for the school.

We offer financial assistance to students from low-income families by sponsoring their educational fees.

ARRANGEMENT OF SAFE AND HYGIENIC DRINKING WATER FACILITIES

CONSTRUCTION OF SEPARATE TOILETS FOR BOYS AND GIRLS

REGULAR MAINTENANCE AND UPGRADATION OF INFRASTRUCTURE

EMPOWERING WOMEN

By closely collaborating with women and assisting them in gaining financial independence, the Mirza Foundation has played a significant role in improving the lives of these women and their families. Financial security enables women to meet their basic needs, access opportunities for personal and professional growth, and contribute to the well-being of their communities. The distribution of sewing machines to women is a valuable initiative that promotes self-reliance and entrepreneurship. This empowerment enables women to take control of their economic futures and positively impact their families' socio-economic circumstances.



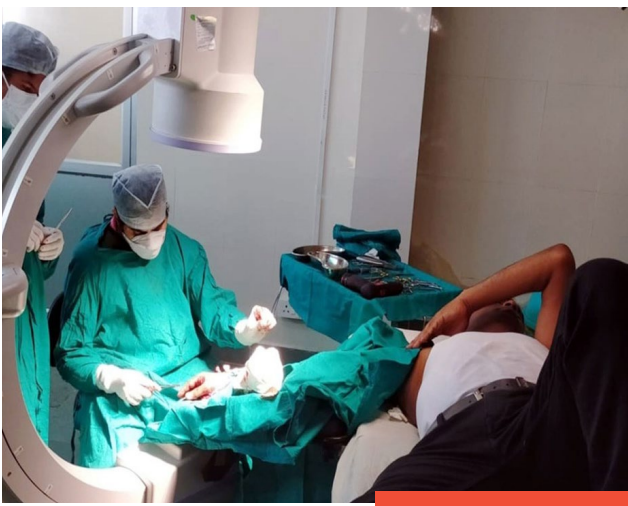
SENSITISATION AND TRAINING AND REFERRAL SERVICES FOR SPECIALITY TREATMENT

MEDICAL CONSULTATION AND DISTRIBUTION

HOME CARE FOR BEDRIDDEN AND IMMOBILE PATIENTS

OTHER CSR ACTIVITIES

Communities living in nearby villages where the Company's office is located face issues in accessing healthcare facilities. To bridge this inequality in healthcare access, the CSR arm of Mirza International has started Mobile Medicare Unit in collaboration with Azad Multi-Speciality Hospital and Research Centre. By offering fundamental healthcare services to the needy people in these areas, the Mobile Medicare Unit addresses the challenges related to affordability and accessibility.





KEY PERFORMANCE HIGHLIGHTS

(₹ In Lakhs)

TOTAL REVENUE

62,705.69

OVERSEAS REVENUE

52,616.85

DOMESTIC REVENUE

10,088.84

EBITDA

6,714.36

PAT

2,618.30

NET WORTH

45,521.33



AWARDS & ACCOLADES

2018-19

Council for Leather Exports, Northern Regional Export Awards for 2018-19

1st

Place for Overall Export of Leather and Leather Products including Non-Leather Products

1st

Place for Excellent Export performance in Leather Footwear (above ₹ 300 Crores Council for Leather Export)

1st

Place for Excellent Export performance in Finished Leather (Up to ₹ 25 Crores)

2019-20

Council for Leather Exports, Northern Regional Export Awards for 2019-20

1st

Leather Footwear Above ₹ 300 Crores

1st

Finished Leather Above ₹ 25 Crores & Up to ₹ 25 Crores

1st

Overall

2020-21

Council for Leather Exports, Northern Regional Export Awards for 2020-21

1st

Leather Footwear Above ₹ 200 Crores & Up to ₹ 300 Crores

1st

Finished Leather Above ₹ 50 Crores & Up to ₹ 100 Crores

1st

Overall

2021-22

Council for Leather Exports, Northern Regional Export Awards for 2021-22

1st

Leather Footwear Above ₹ 300 Crores

1st

Place for Finished Leather Above ₹ 50 Crores & Up to ₹ 100 Crores

1st

Place for National Export Excellence Award in Leather Footwear Above ₹ 300 Crores



CORPORATE INFORMATION

BOARD OF DIRECTORS AND MANAGEMENT

Mr. Tauseef Ahmad Mirza

Managing Director

Mr. Shahid Ahmad Mirza

Whole-time Director

Mr. Tasneef Ahmad Mirza

Whole-time Director

Mr. Faraz Mirza

Whole-time Director

Mr. Nirmal Sahijwani

Whole-time Director

Dr. Yashvir Singh

Independent Director

Mr. Qazi Noorus Salam

Independent Director

Mr. Sudhindra Kumar Jain

Independent Director

Mr. Sanjay Bhalla

Independent Director

Mr. Sanjiv Gupta

Independent Director

Ms. Saumya Srivastava

Independent Director

Mr. V. T. Cherian

Chief Financial Officer

Ms. Harshita Nagar

Company Secretary & Compliance Officer

STATUTORY AUDITORS

M/s. Khamesra Bhatia & Mehrotra, Chartered Accountants

BANKERS

Punjab National Bank

HDFC Bank

REGISTERED OFFICE

14/6, Civil Lines, Kanpur - 208 001

CORPORATE OFFICE

A-7, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi - 110 044

WORKS

Tannery and Unit 1 - Kanpur Unnao Link Road,
Magarwara, Unnao - 209 801
Unit 2, Kanpur Unnao Link Road, Sahjani,
Unnao - 209 801
Unit 6, Plot-1A, Ecotech-I, Extension-I,
Greater Noida - 201 308

REGISTRAR & TRANSFER AGENTS

KFin Technologies Limited
Selenium Tower B, 6th Floor, Plot No. 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad - 500 032
Tel.: +91 40 67161563
Fax.: +91 40 23114087

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

FORWARD-LOOKING STATEMENT

Statements in this Management Discussion and Analysis of Financial Condition and Results of Operations of the Company, describing the Company's objectives, expectations or predictions, may be forward-looking within the meaning of applicable securities, laws, and regulations.

Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realised. The Company assumes no responsibility to publicly amend, modify or revise forward-looking statements, based on any subsequent developments, information or events. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include determination of tariff and other such charges and levies by the regulatory authority, changes in Government regulations, tax laws, economic developments within the country, and other such factors globally.

The financial statements have been prepared on a historical cost basis and accrual basis and are prepared in accordance with the accounting standards notified under the Companies (Accounting Standard) Rules, 2006, as amended, and other relevant provisions of the Companies Act, 2013 (the 'Act'). The financial statements comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Act, read with the [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The management of Mirza International Limited ("MIL" or "the Company") has used estimates and judgements relating to the financial statement on a prudent and reasonable basis, in order that the financial statement reflects in a true and fair manner, the state of affairs for the year.

The following discussions on our financial condition and result of operations should be read together with our audited financial statement and the notes to these statements included in the Annual Report.

Unless otherwise specified or the context otherwise requires, all references herein to "we", "us", "our", "the Company", or "MIL" are for Mirza International Limited.

ECONOMY AND MARKET OUTLOOK

As per the 'World Economic Outlook by International Monetary Fund', the growth is projected to fall from 3.40% in 2022 to 2.80% in 2023, before settling at 3.00% in 2024. Advanced economies are especially expected to

see a pronounced slowdown in growth, from 2.70% in 2022 to 1.30% in 2023. In a plausible alternative scenario with further financial sector stress, global growth declines to about 2.50% in 2023 with advanced economy growth falling below 1%. The global headline inflation is expected to fall from 8.70% in 2022 to 7.00% in 2023 on the back of lower commodity prices. The underlying (core) inflation, however, is likely to decline more slowly. Inflation's return to target is unlikely before 2025 in most cases.

Indian economy

Indian Leather, Leather Products and Footwear Industry holds a prominent place in the Indian economy. The sector is known for consistent high exports and is among the top ten foreign exchange earners for the country. India is the second largest exporter of Leather Garments, Saddlery and Harness and the fifth largest exporter of Leather Goods in the world.

The strengths of the Indian Leather sector are as follows:

- Indian-own raw material source: About 3 billion sq. ft. of leather is produced annually.
- Strong and eco-sustainable tanning base.
- Modernised manufacturing units.
- Trained//skilled manpower at competitive wages.
- World-class institutional support for Design & Product Development, HRD and R&D.
- Presence of support industries like leather chemicals and finishing auxiliaries.
- Presence in major markets – Long Europe experience.
- Strategic location in the Asian landmass.

Emerging strengths

- Design and development initiatives by institutions and individuals.
- Continuous modernisation and technology upgrade.
- Economic size of manufacturing units.
- Constant human resource development programme to enhance productivity.
- Increasing use of quality components.
- Shorter prototype development time.
- Delivery compliance.
- Growing domestic market for footwear and leather articles.



India has emerged as the fastest growing major economy in the world and is expected to be one of the top three economic powers at a global scale over the next 10-15 years, backed by its robust democracy and strong partnerships.

Industry structure and key developments

Indian Footwear and Leather Development Programme (IFLDP) (erstwhile IFLADP), a Central Government Scheme, aims to empower the sector through a multi-faceted approach which includes infrastructural development, addressing the sector's environmental concerns, facilitating additional investments, generating employment, and improving production. The scheme has an approved financial outlay of ₹ 1,700 Crores and has been extended to March 31, 2026 or till further review by the Central Government.

The scheme will be implemented through the following sub-schemes under IFLDP during 2021-26:

- Sustainable Technology and Environmental Promotion (outlay ₹500 Crores).
- Integrated Development of Leather Sector (IDLS) (outlay ₹500 Crores).
- Establishment of Institutional Facilities (outlay ₹200 Crores).
- Mega Leather Footwear and Accessories Cluster Development (MLFACD) (outlay ₹300 Crores).
- Brand Promotion of Indian Brands in Leather and Footwear Sector (outlay ₹100 Crores).
- Development of Design Studios (outlay ₹100 Crores).

The footwear sector holds huge prominence in the Indian leather industry and serves as one of its key growth drivers. India is the second largest global producer of footwear after China, accounting for 11.63% of global footwear production of 17.7 billion pairs. It is also the second largest consumer of footwear after China, with a consumption of 2.60 billion pairs. India produces 2,065 million pairs of footwear under different categories which includes leather footwear (909 million pairs), leather shoe uppers (100 million pairs), and non-leather footwear (1,056 million pairs). Nearly 95% of this production is utilised to meet the country's own domestic demand and about 115 million pairs are exported. The Footwear (Leather and Non-Leather) export account for about 52% share in Indian Leather and Footwear industry's exports.

Over the years, India has become a focal point for the fashion and lifestyle industry, reflecting a powerful manufacturing sector and a fast-growing middle class. Combined with strong economic fundamentals, rapid digitalisation, and efficient process automations, these factors are enabling India to emerge as a dominant international fashion destination, also providing an impetus to the Indian footwear

industry. According to a report by McKinsey, India's ascent as a growing force in the global fashion industry is one of the top ten trends the fashion industry should watch out for. Another report by Invest India suggests India as the second largest consumer and producer of footwear in the world, with the demand and production projected to increase 8 folds by 2030. This growth can be attributed to a significant change in consumer behaviour supported by a dramatic rise in their disposable and per capita income.

The leather industry can be further segmented into Finished Leather, Footwear, Footwear Components, Leather Garments, and Leather Goods including Bags, Saddlery, Harness and Leather Gloves. For every 1,000 pairs of footwear produced and sold in India per day, the sector is capable of creating 425 jobs spanning manufacturing, allied industries, and retail. In terms of volume, India is expected to produce almost 3 billion units of leather products by 2024, growing at more than 10% annually.

Though India is already among the world's top 10 largest footwear exporters, Mirza International Limited believes that a significant portion of the country's potential still remains untapped and can be utilised to grow its share considerably in the overseas markets. USA, UK, Germany, France, Italy and UAE are some of the largest Indian footwear importers.

India's leather exports

The Indian Leather, Leather Products and Footwear Industry holds a prominent place in the Indian economy. India is the second-largest exporter of Leather Garments, Saddlery and Harness and the fifth-largest exporter of Leather Goods in the world. The export of Leather, Leather Products and Footwear has registered about 8% growth in this fiscal, reaching USD 5.26 billion in FY 2022-23 as against USD 4.87 billion in FY 2021-22.

However, the export growth in Leather slowed down over the last six months, registering an overall decline of 7.41% in the second half of the financial year (October 2022 to March 2023) as compared to 25.67% growth during the first half (April 2022 – September 2022). The sector's exports declined from USD 456.90 million during April 2022 to USD 378.53 million during April 2023, registering a 17.15% fall. The decline was on account of the global economic slowdown and factors such as Russia-Ukraine war and suspension of EU GSP for Leather and Fur products during 2023, among others.

Nevertheless, the exports are expected to revive in FY 2023-24, supported by the recent Free Trade Agreements (FTAs) with UAE and Australia with 0% duty for Leather, Leather Products and Footwear, resulting in an increase of exports to these markets. The exports to UAE increased from USD 105.48 million in FY 2021-22 to USD 123.87 million in FY 2022-23, registering 17.43% growth. Though the FTAs with Australia came into force only on December 29, 2022, the exports to Australia increased

from USD 91.23 million in FY 2021-22 to USD 94.01 million in FY 2022-23, registering 3.05% growth.

EU and UK accounts for 52% of Indian Footwear and Leather sector exports. FTAs with 0% duty for Leather, Leather Products and Footwear within these regions will thus play a crucial role in accelerating the exports. The export to Canada increased from USD 47.05 million in FY 2019-20 to USD 70.35 million in FY 2022-23, growing by 49.52%. The FTAs with Canada are therefore expected to increase the market share of Indian exports of Leather, Leather Products and Footwear considerably, which stands at about 2% currently.

OPPORTUNITIES AND THREAT

Opportunities:

Industry trends and forecasts predict that the global footwear market will grow by 12.83% year-on-year by 2028. The growth in demand is expected to be driven by factors such as changing lifestyles, growing economies and a massive shift in consumer perspective. Today, consumers' perception about footwear has transcended the boundaries of their basic purpose and functionality, making it a product that represents fashion and style. The leather and non-leather segments, driven by a robust domestic demand, comprise the Indian footwear industry. As per a report by Invest India, the Non-leather Footwear Industry in India is projected to increase eight-fold by 2030. The industry is expected to cross the USD 6 billion mark by 2024.

Led by the evolving consumer preferences, 86% of the global footwear consumption by volume includes non-leather products, with India witnessing a similar trend. Nevertheless, leather footwear continues to be a significant part of the industry and is a major export category for India, with the UK being one of the leading export destinations for the Indian leather footwear.

The Company remains open to explore, experiment, and appreciate new thoughts and ideas with the objective to continuously meet and exceed customer expectations. Innovating at MIL is not only limited to its products, but is also incorporated in its brand representation and has become a part of its brand identity. The Company strives to stand by its core values that enables it to stay aligned to its purpose and long-term vision, in the interest of all its stakeholders.

Threats and challenges:

Consumers, in the 21st century, are more educated and knowledgeable, and therefore, more demanding than ever before. The number of consumers with easy access to widespread information and in favour of certain causes is rapidly increasing. This presents a serious challenge for the Footwear industry, creating an urgent need for the players to keep a track of and quickly adapt to the changing consumer preferences, which plays a fundamental role in their purchasing decisions.

To mitigate this challenge, MIL is required to adapt to the new fashion trends as well as consider the new set of consumer desires and beliefs. As consumers now demand more transparency and security, they search for footwear that is safe and made in accordance with the existing regulations, placing enormous significance on quality, comfort, and ensuring that they do not cause any health hazard. Besides, some consumers also express concerns about the origin and manufacturing of such products.

The Footwear industry is predominantly unorganised and scattered across different parts of the country, with Uttar Pradesh and Tamil Nadu being the biggest footwear-related markets. Though technology is being increasingly adopted and enabling modernisation of the Footwear industry, most of the products are currently handmade. Other than this, the industry is challenged by fluctuations in foreign exchange rate and crude oil price and the sector's development is also deterred by absence of or poor policies.

Tough competition from unorganised players

Nearly 85% of the Indian footwear industry comprises unorganised players who sell their products at meagre prices and enjoy multiple benefits such as lower sales tax, lower overhead cost, lower labour cost and absence of research and development (R&D) expenses. This will intensify competition as organised players will pass the price benefits to the consumers, while unorganised players try to enter the organised space.

Sluggish growth of Indian leather footwear market

The United Kingdom is one of the leading export destinations for Indian footwear. However, with BREXIT affecting the value of British pound (GBP), the Indian leather export has been severely impacted. Government policies banning animal slaughter on leather tanneries has further impacted leather availability, leading to a sluggish industry growth.

Import from China

63% of India's imported footwear is sourced from China. Chinese footwear, being cheaper and sold in the unorganised retail market, proves disadvantageous for the Indian footwear manufacturers.

The Company monitors its major risks and concerns at regular intervals. Appropriate steps are taken in consultation with concerned individuals and authorities, including the Risk Management Committee and the Audit Committee of the Board, to identify and mitigate such risks.

RISKS, CONCERNS, AND CONTINGENT LIABILITIES

Economic and political factors, both national and global, that are beyond control, and factors force majeure, may directly affect performance of the Company as well as the Footwear industry. These factors include interest rates and its impact



on availability of retail space, rate of economic growth, fiscal and monetary policies of governments, inflation, deflation, consumer credit availability, consumer debt levels, tax rates and policies, unemployment trends, terrorist threats and activities, worldwide military and domestic disturbances and conflicts, pandemics, and other matters that influence consumer confidence and spending.

Risks are an integral part of any business environment and it is essential that the Company has suitable processes to identify and alleviate such risks concerning its business. MIL believes that adequate risk management ensures controls and monitoring mechanism supports smooth and uninterrupted running of the Company's business. The risk management policy is periodically reviewed by the Company's Board and the risk management systems are constantly evaluated by MIL's Audit Committee of the Board. The identified risks and concerns include competitive business environment, varying consumer preferences, import of finished footwear at lower prices, showroom/office occupancy cost, foreign currency fluctuation, and the fragmented structure of the industry.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Well-designed internal control systems lay down the framework for day-to-day operations, provide guidelines for employees and, most importantly, provide a certain level of security against a variety of risks such as fraud and misappropriation. The system involves all policies and procedures laid down by the management to control the organisation and its people with the objective to achieve its goal. MIL's control system and procedures are regularly reviewed for relevance and effectiveness and modified in alignment with the evolving business environment.

The Company has an Audit Committee consisting of Independent Directors, details of which has been mentioned in the Corporate Governance Report. An independent Chartered Accountant firm has been appointed as the Internal Auditors to the Company and is responsible for reviewing the effectiveness of MIL's internal control mechanism at regular intervals. The periodic audit reports submitted by the Internal Auditors, along with suggestions for improvement, are reviewed by the Audit Committee. Relevant suggestions are then considered, in discussion with the Management, and implemented by initiating corrective actions and improvements in business processes. The Audit Committee also meets the Company's Statutory Auditors, from time to time, to ascertain, inter-alia, their views on the adequacy of MIL's internal control systems. It also keeps the Board of Directors informed about the major observations on a regular basis.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES

Mirza International Limited is differentiated by its diverse talent pool of highly experienced people from various sectors whose extensive knowledge create the building blocks of a world-class company. With multiple initiatives that encourage the employees to learn from each other and develop their true potential, the Company fosters a work environment that is fair and inclusive. MIL is strengthened by over 1,672 permanent employees as on March 31, 2023.

OCCUPATIONAL HEALTH AND SAFETY

Commitment

MIL is committed to carrying out its operations free from accidents and occupational illnesses. It strives to implement world-class safety practices for all stakeholders, including employees and contractors. The Company firmly believes that providing a safe working environment is not only a statutory requirement but also its moral responsibility.

RESOURCES

A team of highly qualified, experienced and skilled professionals is deputed to provide management with the required support on occupational health, safety and fire-related matters. The Company deploys latest in-built safety technologies and systems across all new projects and business expansions to safeguard its employees against any operational hazards. State-of-the-art fire prevention and mitigation technologies further ensure utmost safety at work. The Company complies with the highest industry standards to safeguard the interest of employees. These standards address General Safety, Occupational Health, Process Safety and Emergency Preparedness.

HEALTH AND SAFETY STANDARDS

The Company's operations conform to the Health & Safety standards. The Company is continually focussed at improving employee safety, reducing workplace risks and creating better, safer working conditions.

MANAGEMENT ENGAGEMENT

The Company firmly believes in ensuring safety, health and wellbeing of its employees at the workplace. It is committed to upgrade the skills of its employees and to create an environment where excellence is recognised and rewarded. The target is to place the right people at the right position and to enhance the efficiency, working speed, competency and time management skill of its employees. MIL endeavours to create an environment where people can utilise their capabilities in promoting the business of the Company.

FINANCIAL PERFORMANCE

The key indicators of the financial performance of the Company for the Financial Year 2022-23 were as under:

		₹ in Lakhs	
Particulars	FY 2022-23	FY 2021-22	
1. Total Revenue	63,208.40	1,40,283.73	
2. Total Expenses excluding Finance Cost & Depreciation	56,494.04	1,20,841.67	
3. EBIDTA (Earnings before Interest, Depreciation & Tax)	6,714.36	19,442.06	
4. Finance Costs	773.31	2,300.63	
5. Depreciation and Amortisation Expense	2,530.30	5,757.36	
6. Profit/Loss before Exceptional items (3-4-5)	3,410.75	11,384.07	
7. Add Exceptional Items [Gain (+)/ Loss(-)]	-	-	
8. Profit/Loss from Continuing Operations Before Tax (6-7)	3,410.75	11,384.07	
9. Tax Expense	792.45	2,824.56	
10. Profit/Loss from Continuing Operations After Tax	2,618.30	8,559.52	
11. Profit/Loss from Discontinued Operations After Tax	-	-	
12. Profit/Loss for the year after Tax	2,618.30	8,559.52	
13. Other Comprehensive Income	(72.07)	188.61	
14. Total Comprehensive Income (12+13)	2,546.23	8,748.13	
15. Basic EPS (per share of ₹ 2/-) (in ₹)	1.89	7.11	
16. Diluted EPS (per share of ₹ 2/-) (in ₹)	1.89	7.11	

Segment-Wise Performance & Review of Operations

		₹ in Lakhs	
Segment Revenue	FY 2022-23	FY 2021-22	
a. Export and Other Sales	52,616.85	50,386.69	
b. Domestic and Other Sales under own brand	14,110.24	96,188.79	
Total	66,727.09	1,46,575.48	
Unallocated	502.71	1,721.15	
Total	67,229.80	1,48,296.63	
Less: Inter-segment Revenue	4,021.40	8,012.90	
Total Revenue	63,208.40	1,40,283.73	

		₹ in Lakhs	
Segment Profit / Loss	FY 2022-23	FY 2021-22	
a. Export and Other Sales	3,750.53	4,882.64	
b. Domestic and Other Sales under own brand	541.19	7,839.41	
Total	4,291.72	12,722.05	
Unallocated	502.71	1,721.15	
Total	4,794.43	14,443.20	
Less: Interest	773.31	2,300.63	
Less: Unallocated	610.37	758.51	
Profit from continuing operations before Tax	3,410.75	11,382.06	

**Details of significant changes in key financial ratios along with explanation**

Change of 25% or more in the key financial ratios of the Company for financial year 2022-23 as compared to financial year 2021-22, is mentioned below along with the explanation:

	₹ in Lakhs		
	FY 2022-23	FY 2021-22	Variation (in %)
Debtors Turnover	6.71	8.88	-24.43
Inventory Turnover	4.33	3.82	13.35
Interest Coverage Ratio	8.68	8.45	2.72
Current Ratio	2.51	1.97	27.41
Debt Equity Ratio	0.06	0.11	-45.45
Operating Profit Margin (%)	6.62	9.76	-32.17
Net Profit Margin (%)	4.03	6.24	-35.42
Return on Net Worth	5.59	20.15	-72.53

Pursuant to approval of Composite Scheme of Arrangement of RTS Fashions Private Limited, Mirza International Limited and REDTAPE Limited by Hon'ble National Company Law Tribunal, Allahabad Bench, Prayagraj vide their order dated February 21, 2023, the Scheme has become effective from February 25, 2023, upon filing of copy of order with the Registrar of Companies, Kanpur. The Appointed date of the Scheme is January 1, 2023. The demerger of branded business/REDTAPE Business of Mirza International Limited into REDTAPE Limited as on appointed date January 1, 2022, the Balances of March 31, 2022 have been restated, therefore, the ratios are not comparable.

Cautionary statement

There are certain Statements which have been made in the Management Discussion and Analysis Report describing the estimates, expectations or predictions, may be read as 'forward-looking statements' within the meaning of applicable laws and regulations. The actual results may differ materially from those expressed or implied. The important factors that would make a difference to the Company's operations include demand-supply conditions, raw material prices, changes in Government policies, governing laws, tax regimes, global economic developments, and other factors such as litigation and labour negotiations.

DIRECTOR'S REPORT

To,
The Members of
Mirza International Limited

Your Directors are pleased to present the 44th Annual Report on the business and operations of the **Mirza International Limited** ("the Company" or "MIL") along with the Audited Financial Statements for the financial year ended March 31, 2023.

FINANCIAL SUMMARY

The Company's standalone and consolidated financial performance for the year ended March 31, 2023 is summarised below:
(₹ in Lakhs)

Particulars	Standalone*		Consolidated*	
	31.03.2023	31.03.2022	31.03.2023	31.03.2022
Income				
Revenue from operations	62,705.69	1,38,562.58	65,300.57	1,39,919.89
Other income	502.71	1,721.16	503.23	1,721.16
Total Income	63,208.40	1,40,283.73	65,803.80	1,41,641.05
Expenses				
Operating Expenditure	45,007.89	89,837.50	45,841.59	91,446.83
Finance costs	773.31	2,300.63	979.04	2,340.96
Depreciation and Amortization expense	2,530.30	5,757.36	2,559.47	5,771.00
Other expenses	11,486.15	31,004.17	12,828.53	30,831.99
Total Expenses	59,797.65	1,28,899.66	62,208.61	1,30,389.70
Profit before tax	3,410.75	11,384.07	3,595.19	11,251.27
Tax Expense	792.45	2,824.56	951.12	2,606.47
Profit for the Year	2,618.30	8,559.52	2,644.90	8,643.80

*Pursuant to the order dated February 21, 2023 of Hon'ble National Company Law Tribunal, Allahabad Bench, Prayagraj ("Hon'ble NCLT") approving the Composite Scheme of Arrangement between RTS Fashions Private Limited (Transferor Company), Mirza International Limited (Transferee/Demerged Company) and REDTAPE Limited (Resulting Company) and their respective shareholders and creditors, through which, the consolidated business of RTS Fashions Private Limited has been amalgamated into Mirza International Limited and Branded/REDTAPE Business of Mirza International Limited has been transferred to REDTAPE Limited. The Appointed date of the Scheme is January 1, 2022. The Scheme has become effective upon filing of copy of the order of the Hon'ble NCLT, Allahabad Bench, Prayagraj with Registrar of Companies on February 25, 2023.

Accordingly, the figures for previous year have been restated in compliance with the applicable Indian Accounting Standards (Ind AS) to make them comparable.

State of Company's Affairs

The financial highlights (standalone and consolidated) of the Company is as under:

- The Consolidated Revenue from operations is ₹ 65,300.57 Lakhs as compared to ₹ 139,919.89 Lakhs in the previous year.

- The Standalone Revenue from operations is ₹ 62,705.69 Lakhs as compared to ₹ 1,38,562.58 Lakhs during the previous year.
- The Standalone Profit before Tax is ₹ 3,410.75 Lakhs as compared to ₹ 11,384.07 Lakhs during the previous year.

GROWTH STRATEGY

Exports

During the year, your Company is focusing on export marketing of its product with facts that during financial year 2022-23, export turnover of the Company was ₹ 526.17 Crores as against ₹ 514.30 Crores during financial year 2021-22. The Company is looking to get upward movement from last achieved export turnover subject to global economic conditions. Your Company's efforts in maintaining a focus on promoting own brands, ensuring timely product availability to our international partners has further led to your Company being recognized as one of the top non-leather exporters from India.



Sales & Marketing

During the year, your Company continued to strengthen its distribution network expansion in under penetrated markets, while empowering its sales force and channel partners with innovative digitized solutions for seamless efficiency. Comprehensive measures undertaken to give best-in-class rewards and recognition to the sales force have arrested attrition and reinforced our value proposition to our employees.

With its philosophy of 'Customer First' your Company regularly refreshed its product portfolio in line with consumer expectations and launched a slew of new products this year.

INNOVATION AND DESIGN EDGE

Our globally-admired designs are inspired by our intimate knowledge of fashion and trends in different countries and brought to life at our design studios. The Company has an expert in-house design and development team that works closely with our global sales team to gather consumer insights and market intelligence. This knowledge translates into compelling designs for our footwear and accessories.

The services of our in-house team helps us to speed up product innovation. Our design centre and manufacturing units are connected by CAD/CAM, which further minimises the gap between design and manufacturing. Our success in innovation is also driven by specialist teams focussed on critical areas of footwear making. New product options at regular intervals keep our consumers engaged and interested in our brands, leading to fresh purchases.

We are among the few/only Indian overseas footwear suppliers to design our products in-house. As we own the Intellectual Property rights for our products, it protects our unique designs from being infringed upon.

MANUFACTURING EXCELLENCE

Our integrated facilities, expertise and strict adherence to high quality standards have made us an admired manufacturer and preferred global supplier.

Our tannery, which is among the largest facilities in India, provides a steady supply of quality leather for our footwear units. Modern processes and machinery at the tannery enable high productivity, drive cost efficiencies, conserve energy and water, and minimise negative environmental impact. In-house research & development facility and the expertise of our leather technologists also facilitate the manufacture of customised solutions for niche sectors such as automotive industry and home décor.

Leather footwear production is undertaken at company-owned integrated manufacturing facilities. We have 4 manufacturing units equipped with the latest machinery and technology. These are located across Unnao and Greater Noida in Uttar Pradesh. The manufacturing facilities are supported by more than 25 dedicated ancillary units. Highly proficient footwear technicians are engaged at our facilities, who are involved in end-to-end product development – from

material selection to designing to production. Our robust setup ensures seamless and uninterrupted operations as well as guarantees timely delivery of finished products.

QUALITY AT EVERY STEP

All our manufacturing facilities have SATRA accredited in-house laboratories for testing of raw materials and finished products. SATRA is recognised worldwide as a leading technical authority for footwear and leather goods.

Complete control over each stage of production and stringent checks ensure that our products are top quality. Regular inspection of intermediate products is also carried out at various units to maintain quality of end product. Quality inspection of finished products is undertaken batchwise. As per international norms, all our products are REACH compliant.

E-COMMERCE

E-commerce is the fastest growing channel for your Company. With all our brands present in leading e-commerce portals, your Company continued its sustained investments on these platforms and is well positioned to drive growth in the future.

SCHEME OF ARRANGEMENT

As already informed and updated from time to time, a Composite Scheme of Arrangement of RTS Fashions Private Limited, Mirza International Limited and REDTAPE Limited (hereinafter referred to as the Composite Scheme of Arrangement/the Scheme) was framed in terms of the provisions of Sections 230 & 232 of the Companies Act, 2013, read with Section 66 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, together with Sections 2(1B) and 2(19AA) of the Income Tax Act, 1961, and other applicable provisions, if any was proposed subject to the regulatory approvals.

The aforesaid Composite Scheme of Arrangement provided for:

- i. Amalgamation of RTS Fashions Private Limited ("Transferor Company") with and into Mirza International Limited ("Transferee Company");
- ii. Demerger of Branded Business/REDTAPE Business ("Demerged Business") of Mirza International Limited into REDTAPE Limited ("Resulting Company") on going concern basis; and
- iii. Various other matters incidental, consequential or otherwise integrally connected with the aforesaid Amalgamation and De-merger.

The Hon'ble National Company Law Tribunal, Allahabad Bench, Prayagraj ("Hon'ble NCLT") vide its Order dated February 21, 2023 (date of pronouncement of Order) approved the Composite Scheme of Arrangement. The

Scheme has become operative with effect from the Effective Date i.e., February 25, 2023, on filing of the Hon'ble NCLT Order with the Registrar of Companies, Uttar Pradesh, Kanpur. The Scheme is effective from January 1, 2022, being the Appointed Date of the Scheme.

Accordingly, in terms of the Scheme, RTS Fashions Private Limited has been merged into Mirza International Limited along with all the assets and liabilities; and entire REDTAPE Business of Mirza International Limited has been demerged into REDTAPE Limited, with effect from January 1, 2022.

SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES

During the year under review, T N S Hotels And Resorts Private Limited become wholly-owned subsidiary of the Company. Pursuant to the Composite Scheme of Arrangement between RTS Fashions Private Limited, Mirza International Limited and REDTAPE Limited becoming effective from February 25, 2023, RTS Fashions Private Limited was merged into Mirza International Limited. RTS Fashions Private Limited had one foreign subsidiary RTS Fashion Limited and one foreign step-down subsidiary Mirza (U.K.) Limited, which pursuant to Composite Scheme of Arrangement became subsidiary and step-down subsidiary of Mirza International Limited.

Pursuant to the order of Hon'ble NCLT, the Branded Business/REDTAPE Business of Mirza International Limited has been demerged into REDTAPE Limited ("Resulting Company"). The Resulting Company had issued and allotted 13,82,01,900 Equity Shares of ₹2 each, credited as fully paid up, to the members of Mirza International Limited ("Transferee Company") in exchange of 100% post-amalgamation share capital of the Transferee Company. The pre-Scheme issued and paid-up share capital of the Resulting Company which consists of 50,000 Equity Shares of ₹2 each aggregating ₹1,00,000, which was held by Mirza International Limited was cancelled and 50,000 9% Compulsorily Redeemable Preference Shares of ₹2 each, credited as fully paid-up, aggregating ₹1,00,000, had been issued in place of such cancelled equity share capital to the Company. Accordingly, REDTAPE Limited ceased to be a subsidiary of the Company.

The investments held in Mirza Bangla Limited and Sen En Mirza Industrial Supply Chain LLP were vested with REDTAPE Limited pursuant to the aforesaid Composite Scheme of Arrangement. Consequently, Mirza Bangla Limited and Sen En Mirza Industrial Supply Chain LLP also ceased to be subsidiaries of the Company.

Mirza (H.K.) Ltd, also ceased to be subsidiary of the Company pursuant to the closure of Mirza (H.K.) Ltd.

Accordingly, as on close of the financial year March 31, 2023, the list of subsidiary, associate and joint ventures are as below:

Subsidiaries: TNS Hotels And Resorts Private Limited, RTS Fashion Ltd and Mirza (U.K.) Limited

Associates: Nil

Joint Ventures: Nil

During the year, the Board of Directors reviewed the affairs of the subsidiaries. In accordance with Section 129(3) of the Companies Act, 2013, we have prepared consolidated financial statements of the Company and all its subsidiaries, which form part of the Annual Report.

A statement containing the salient features of the financial statements of our subsidiaries in the prescribed format Form AOC-1 is annexed as Annexure - I to the Directors' Report.

In accordance with Section 136 of the Act, the audited financial statement, including the consolidated financial statements and related information of the Company and audited accounts of each of its subsidiaries, are available on Company's website <https://mirza.co.in/financial.php?id=sf>. These documents will also be available for inspection at our Corporate Office in New Delhi, on any working day between 3:00 p.m. to 5:00 p.m. till the date of the ensuing Annual General Meeting (AGM) of the Company.

MATERIAL CHANGES AND COMMITMENTS AFTER THE CLOSE OF THE FINANCIAL YEAR

Except as disclosed elsewhere in this Report, there has been no material changes and commitments occurred in the Company after the closure of the financial year till this report.

CHANGE IN NATURE OF BUSINESS

Consequent to approval of Scheme of Arrangement by the Hon'ble National Company Law Tribunal, Allahabad Bench, Prayagraj, the Branded Business/REDTAPE Business have been transferred to REDTAPE Limited. Apart from this, there has been no change in the nature of business of the Company.

DIVIDEND

The Company has not declared any Dividend for the financial year ended on March 31, 2023.

TRANSFER TO RESERVE

The Board has not transferred any amount to General Reserve.

DEPOSITS

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and as such no amount of principal or interest was outstanding as on the Balance Sheet date.

SHARE CAPITAL

The Authorised Share Capital of your Company as on March 31, 2023 stood at ₹ 59,38,45,000 divided into 29,69,22,500 equity shares having face value of ₹ 2 each. The Issued,



Subscribed and Paid-up Share Capital of your Company is ₹ 27,64,03,800 divided into 13,82,01,900 equity shares of ₹ 2 each.

Pursuant to the approval of the Scheme, the Authorised Share Capital of the Transferor Company – RTS Fashions Private Limited amounting ₹ 8,13,45,000 divided into 81,34,500 equity shares of ₹ 10 each has been added into the Authorised Share Capital of the Company.

Further, the Company has allotted 1,78,95,900 equity shares of ₹ 2 each aggregating ₹ 3,57,91,800 on February 27, 2023 to the shareholders of Transferor Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year, in terms of the provisions of the Scheme of Arrangement, all the employees (including Managing Director and Whole-time Director) who were engaged in the Branded Business/REDTAPE Business of Mirza International Limited have been transferred into REDTAPE Limited. Accordingly, Mr. Rashid Ahmed Mirza, Mr. Shuja Mirza and Mr. Narendra Prasad Upadhyay who were in whole-time employment of REDTAPE Business have accordingly been transferred from Mirza International Limited to REDTAPE Limited and had become Non-Executive Directors of Mirza International Limited.

The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee has designated Mr. Tauseef Ahmad Mirza as Managing Director of the Company w.e.f. March 21, 2023 for his remaining tenure till September 30, 2023. Further, the members of the Company has approved such appointment on June 17, 2023 through postal ballot.

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Tauseef Ahmad Mirza and Mr. Tasneef Ahmad Mirza, Executive Director who were liable to retire by rotation at the 43rd AGM being eligible, re-appointed by the members vide ordinary resolution in the Annual General Meeting held on September 28, 2022. Further, Mr. Shahid Ahmad Mirza, Whole-time Director is liable to retire by rotation at the ensuing AGM, and being eligible, have offered himself for re-appointment in accordance with the provisions of the Companies Act, 2013. The resolution seeking members approval for his re-appointment forms part of the AGM Notice. The Board of Directors of your Company has recommended his appointment.

Further, Mr. Rashid Ahmed Mirza and Mr. Shuja Mirza have tendered their resignation w.e.f. July 18, 2023 due to pre-occupation and Mr. Narendra Prasad Upadhyaya has tendered his resignation due to health reasons w.e.f. July 18, 2023. The Board places on record its deep sense of appreciation for the guidance and invaluable contributions made by the Directors during their tenure as Director of the Company.

The Board of Directors upon the recommendation of Nomination and Remuneration Committee of the Board,

have appointed Mr. Nirmal Sahijwani and Mr. Faraz Mirza as Whole-time Directors w.e.f. July 27, 2023 and August 12, 2023 respectively, for a period of 3 years subject to the approval of shareholders in ensuing AGM. The Company has received a notice in writing from members proposing their candidature for the office of Director.

A brief resume of the Director(s) seeking appointment / re-appointment, along with other details as stipulated under Regulation 36(3) of the SEBI Listing Regulations read with the Secretarial Standards on General Meetings, is provided in the Corporate Governance Report and Notice convening the AGM.

The Company has received necessary declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 (“Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). In the opinion of the Board, they fulfil the conditions of independence as specified in the Act and the Listing Regulations and are independent of the Management.

The Independent Directors of the Company are persons of integrity and comprise of appropriate skills/expertise/competencies (including proficiency) and have rich and varied experience in diversified domains for effective functioning of the Board of Directors of the Company.

The details of programmes conducted for familiarisation of Independent Directors with the Company, nature of the industry in which the Company operates and related matters are put up on the website of the Company at the <https://mirza.co.in/corporate.php?id=td>.

KEY MANAGERIAL PERSONNEL

Pursuant to Section 203 of the Companies Act, 2013, Ms. Harshita Nagar was appointed as Company Secretary and Compliance Officer w.e.f. June 1, 2022. Mr. Tauseef Ahmad Mirza was appointed as Managing Director of the Company w.e.f. March 21, 2023.

Mr. Nirmal Sahijwani and Mr. Faraz Mirza were appointed as Whole-time Director w.e.f. July 27, 2023 and August 12, 2023 subject to the approval of shareholders in the ensuing AGM.

EVALUATION OF DIRECTORS, BOARD AND COMMITTEES

The Nomination and Remuneration Committee (NRC) of the Company has devised a policy for performance evaluation of the individual directors, Board and its Committees, which includes criteria for performance evaluation.

Pursuant to the provisions of the Act and the Listing Regulations and based on policy devised by the NRC, the Board has carried out an annual performance evaluation of its own performance, its committees and individual directors. The Board performance was evaluated based on inputs

received from all the Directors after considering criteria such as Board composition and structure, effectiveness of Board and information provided to the Board, etc.

The performance of the committees was evaluated by the Board of Directors based on inputs received from all the committee members after considering criteria such as composition and structure of committees, effectiveness of committee meetings, etc. Pursuant to the Listing Regulations, performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated. A separate meeting of the Independent Directors was also held for the evaluation of the performance of non-independent Directors, performance of the Board as a whole and that of the Chairman of the Board.

COMPANY'S POLICIES:

Pursuant to the provisions of the Companies Act, 2013 and other corporate laws, the Board of Directors are required to frame different policies/ maintain systems/ plans and devise codes. Hereunder, details of Company's policies are detailed below:

1. Nomination and Remuneration Policy

The Nomination and Remuneration Policy was devised in accordance with Section 178 of the Act and the SEBI Listing Regulations, as amended. The Nomination and Remuneration Policy of the Company is aimed at inculcating a performance-driven culture. Through its comprehensive compensation programme, the Company endeavours to attract, retain, develop and motivate a high-performance workforce. The said policy is available on the Company's website at <https://mirza.co.in/corporate.php?id=po>.

2. Risk Management Policy

The Company has in place a Risk Management Policy which was reviewed by the Audit Committee and approved by the Board of Directors of the Company. The Policy provides for a robust Risk Management Framework to identify and assess strategic, operational, financial and compliance risks and monitors the effectiveness and efficiency of risk mitigation and control measures. The major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continual basis.

The Risk Management Committee of the Company was re-constituted on May 27, 2023.

The Risk Management Framework of the Company consists of three key components:

- **Risk identification and assessment:** Periodic assessment to identify significant risks for the Company and prioritizing the risks for action. Mechanisms for identification and prioritization

of risks include risk survey, business risk environment scanning and focused discussions in Risk Management Committee. Risk survey of executives across units, functions is conducted before the annual strategy exercise. Risk register and internal audit findings also provide pointers for risk identification.

- **Risk measurement, mitigation and monitoring:** For top risks, dashboards are created that track external and internal indicators relevant for risks, so as to indicate the risk level. The trend line assessment of top risks, analysis of exposure and potential impact are carried out. Mitigation plans are finalized, owners are identified and progress of mitigation actions are monitored and reviewed.
- **Risk Reporting:** Top risks report outlining the risk level, trend line, exposure, potential impact and status of mitigation actions is discussed in Risk Management Committee on a periodic basis. In addition, risk update is provided to the Board. Entity level risks such as project risks, account level risks are reported to and discussed at appropriate levels of the organization.

The Board takes responsibility for the overall process of Risk Management in the organization, through Enterprise Risk Management Programme, Business units and Corporate functions address opportunities and attendant risks through an institutionalized approach aligned to the Company's objective.

3. Vigil Mechanism (Whistle Blower)

The Company has in place a Whistle Blower Policy to establish a vigil mechanism for Directors/Employees and other stakeholders of the Company to report concerns about unethical behaviour, actual or suspected fraud, or violation of the code of conduct /business ethics as well as to report any instance of leak of Unpublished Price Sensitive Information. The vigil mechanism provides for adequate safeguards against victimization of the Director(s) and employee(s) who avail of this mechanism. No person has been denied access to the Chairman of the Audit Committee.

The Vigil Mechanism (Whistle Blower) Policy is available on Company's website at the <https://mirza.co.in/corporate.php?id=po>.

4. Dividend Distribution Policy

In terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company has in place the Dividend Distribution Policy which aims to ensure fairness, sustainability and consistency



in distributing profits to the Shareholders. The Policy is available on Company's website at <https://mirza.co.in/corporate.php?id=po>.

DISCLOSURE UNDER SECRETARIAL STANDARDS

The Directors state that the Company is complying with all the applicable Secretarial Standards on meetings of the Board of Directors.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The particulars of loans, guarantees, and investments covered under the provisions of Section 186 of the Act have been disclosed in the financial statements.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The internal control systems commensurate with the size, scale and complexity of the operations of the Company. These have been designed to provide reasonable assurance with regard to recording and providing reliable

financial and operational information, complying with the applicable statutes, safeguarding assets from unauthorised use, executing transactions with proper authorisation and ensuring compliance with corporate policies.

The Audit Committee of the Board of Directors, comprising of Independent Directors, reviews the effectiveness of the internal control system across the Company including annual plan, significant audit findings and recommendations, adequacy of internal controls and compliance with accounting policies and regulations.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to Section 124 of the Companies Act, 2013, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("Rules"), mandates that Companies shall transfer dividend that has remained unclaimed for a period of 7 years from the unpaid dividend account to IEPF. Further, the rules mandates that the shares on which dividend has not been paid or claimed for a period of 7 consecutive years or more be transferred to the IEPF.

The following table provides a list of years for which unclaimed dividend and their corresponding shares would become eligible to be transferred to the IEPF on the dates mentioned below:

Year	Type of dividend	Dividend Per Share	Date of declaration	Due date for transfer	Amount*
2015-16	Final	0.50	29.09.2016	28.10.2023	6,18,426.50
2016-17	Final	0.90	28.09.2017	27.10.2023	9,76,678.20
2017-18	Final	0.90	26.09.2018	25.10.2025	7,75,770.30
2018-19	Final	0.90	19.09.2019	18.10.2026	33,74,712.00
2019-20	Interim	0.90	12.02.2020	09.03.2027	9,21,929.40

*Amount unclaimed as on March 31, 2023.

The Company has not declared any Final Dividend for the Year 2019-20, 2020-21, 2021-22 and 2022-23.

The Company sends periodic intimation to the shareholders concerned, advising them to lodge their claims with respect to unclaimed dividend. Shareholders may note that both the unclaimed dividend and corresponding shares transferred to IEPF, including all benefit accruing on such shares if any, can be claimed back from IEPF following the procedure prescribed in the Rules.

DETAILS OF THE NODAL OFFICER

Ms. Harshita Nagar, Company Secretary and Compliance Officer of the Company has been appointed as the Nodal officer as per the provisions of IEPF. The details of the same may be accessed on the Company's website at: <https://mirza.co.in/shareholders.php?id=no>.

SHARE TRANSFERRED TO IEPF

During the year, the Company transferred 24,228 shares on December 14, 2022 to the IEPF. The shares transferred were on account of dividends unclaimed for seven consecutive years.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis Report for the year under review, as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section, forming part of the Annual Report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company has a Corporate Social Responsibility Committee in place as per the provisions of Section 135 of the Companies Act, 2013. As on March 31, 2023, the Committee consisted of Mr. Tauseef Ahmad Mirza, Chairman, Mr. Shuja Mirza, Mr. Tasneef Ahmad Mirza and Mr. Sanjiv Gupta as members of the Committee.

The Committee was reconstituted on July 27, 2023 consisted of Mr. Tauseef Ahmad Mirza, Chairman, Mr. Tasneef Ahmad Mirza, Mr. Nirmal Sahijwani and Mr. Sanjiv Gupta as members of the Committee.

The Company's Corporate Social Responsibility Policy (CSR Policy) duly approved by the Board, indicates the activities to be undertaken by the Company to fulfil the expectation of our Stakeholders and to continuously improve our social, environmental and economical performance while ensuring sustainability and operational success of our Company.

The Company would also undertake other need based initiatives in compliance with Schedule VII to the Companies Act, 2013. The guiding principles for all CSR initiatives of the Company are as follows:

- Establishing a guideline for compliance with the provisions of Regulations to dedicate a percentage of Company's profits for social projects;
- Ensuring the implementation of CSR initiatives in letter and spirit through appropriate procedures and reporting; and
- Creating opportunities for employees to participate in socially responsible initiatives.

The CSR Policy may be accessed on the Company's website at the link: <https://mirza.co.in/corporate.php?id=po>.

The Annual Report on CSR activities for the financial year 2022-23 is annexed as Annexure - II to this Report.

HUMAN RESOURCES

The Company believes that Human Resource is the key to its success. A well planned Human Resource policy and its proper implementation with employees satisfaction nurture the Company's growth story for long run. The Company provides a fair and inclusive environment that promotes new ideas, respect for the individual and equal opportunity to succeed. Experience, merit and performance, leadership

abilities, strategic vision, collaborative mindset, teamwork and result orientation are actively promoted and rewarded through an objective appraisal process.

The number of people employed as on March 31, 2023 was 1,672 (March 31, 2022: 2,409). Industrial Relations were satisfactory during the year.

The Company wishes to put on record its deep appreciation of the co-operation extended and efforts made by all employees.

PARTICULARS OF EMPLOYEES AND OTHER ADDITIONAL INFORMATION

The Information required as per Section 197(12) of the Companies Act, 2013 ("Act") read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as Annexure - III to this Report.

Disclosures relating to remuneration and other details as required under Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules is provided in the Annual Report, which forms part of this Report. Having regard to the provisions of the first proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the Corporate Office of the Company on all working days during the business hours till the date of ensuing Annual General Meeting. Any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

a) Conservation of energy:

Energy conservation measures are being carried out continuously in its operational activities by way of monitoring energy related parameters on regular basis.

To achieve above objectives, the following steps are being undertaken by the Company:

- Continuously monitoring the energy parameters such as maximum demand, power factor, load factor on regular basis;
- Installation of energy efficient LED lights by replacing high energy consuming lights.
- Increasing the awareness of energy saving within the organization to avoid the wastage of energy;



Steps taken for utilization of alternate source of energy;

- Installation of solar plants with a capacity of 3,750 KW at our plant locations that generate an average of 14,500 units of electricity each day.

Capital investment on energy conservation equipment:

Financial Year	2022-23
Amount	₹ 58.87 Lakhs

b) Technology Absorption

- Efforts made towards technology absorption

Following efforts are made during the year towards technology absorption:

- Replacement of old Desktops / Laptops with latest technology Laptops and data processing units;
- Introduction of new designs for shoe uppers; and
- Expansion of online platforms in global market.
- Benefits derived
 - Speedy and real time updated flow of information between management and staff level;
 - Adding customer base remaining half population i.e. Indian Women;
 - Value addition and Brand building via online outlets with more customer reach;
 - (i) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) : N/A
 - (ii) Expenditure incurred on Research and Development: ₹ 930.80 Lakhs

c) Foreign Exchange Earnings and Outgo

During the year, the foreign exchange earned was ₹ 465.98 Crores as compared to ₹ 468.98 Crores during the previous year. The foreign exchange outgo was ₹ 40.09 Crores as compared to ₹ 603.97 Crores during the previous year.

CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The report on Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Annual Report. The

requisite certificate from the Practicing Company Secretary confirming compliance with the conditions of corporate governance is attached to the Report on Corporate Governance.

AUDITORS AND AUDITORS REPORT

a) Statutory Auditors

M/s. Khamesra Bhatia & Mehrotra, Chartered Accountants, were appointed as Statutory Auditors of the Company for a term of 5 (five) consecutive years, at the Annual General Meeting of the Company held on September 28, 2022, to hold office as Statutory Auditors for a period of five consecutive years i.e. upto the conclusion of the 48th AGM. The Auditors have confirmed that they are not disqualified from continuing as the Auditors of the Company.

The Notes on Financial Statement referred to in the Auditors' Report are self-explanatory and therefore do not require any further comments. There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and/or Board under Section 143(12) of the Companies Act, 2013 and the rules made thereunder.

b) Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed M/s. R & D, Company Secretaries, to undertake the Secretarial Audit of the Company. The Audit Report of the Secretarial Auditor is annexed as Annexure – IV. The comments made by the Secretarial Auditor in his report and explanation/clarification of the Company are given below:

Comments made in the Secretarial Audit Report	Explanation/clarification of the Company
The Company has convened meeting of Risk Management Committee on August 8, 2022 and February 13, 2023 i.e. a gap of 189 days elapse between both the meetings. Accordingly, Company has not complied with the provisions of Regulation 21(3C) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015	As mentioned by the Secretarial Auditor in his Report, the Company has, inter alia, convened meetings of Risk Management Committee on August 8, 2022 and February 13, 2023. In terms of the provisions of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, maximum gap between two meetings of the Risk Management Committee should not exceed 180 days. However, due to non-availability of some of the Committee Members, the Company could not hold the meeting of Risk Management Committee within the stipulated time period and there is delay of 9 days beyond the permissible limit. The Company has reconstituted its Risk Management Committee to ensure timely availability of the Risk Management Committee Members to avoid any such lapse in future.

The Company has not filed e-Form MGT-14 for the following events during the financial year as required to be filed in terms of the provisions of Section 117 read with Section 170 of the Companies Act, 2013. However, the same were filed subsequent to the end of financial year under review and till the date of this report:

- Resolution passed by the board in their meeting held on August 8, 2022 in connection with the credit facilities availed by the Company from HDFC Bank Ltd and Citibank;
- Resolution passed by the board in their meeting held on August 8, 2022 in connection with approval of Board of Directors' Report for the financial year 2021-22;

The Company has executed a Composite Scheme of Arrangement for Amalgamation of RTS Fashions Private Limited with Mirza International Limited; and Demerger of REDTAPE Business of Mirza International Limited into REDTAPE Limited. As part of the restructuring exercise, employees of the Company were also shuffled between the REDTAPE Business and the Remaining Business of Mirza International Limited. Filing of the e-Form MGT-14 was missed due to some confusion in the Compliance Team due to the aforesaid shuffling. However, the aforesaid e-Form has since been filed with the additional filing fee and the default has already been made good. The Company has further strengthened its internal system to avoid any such lapse in future.

November 2, 2022, November 11, 2022, February 13, 2023 and March 21, 2023 the details of which are given in the Corporate Governance Report which is forming part of this Annual Report.

AUDIT COMMITTEE

The Audit Committee comprises of Non-Executive Independent Directors namely Mr. Sudhindra Kumar Jain, Chairman and Mr. Sanjay Bhalla, Mr. Sanjiv Gupta and Ms. Saumya Srivastava as members. For further details, please refer Report on Corporate Governance which is forming part of this Annual Report.

The recommendations/observations of the Audit Committee placed before the Board during the financial year ended March 31, 2023 in respect of matters pertaining to the financial management or any other matter related thereto, were considered and duly accepted by the Board of Directors of the Company.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

Particulars of contracts or arrangements with Related Parties pursuant to Section 134(3)(h) of the Companies Act, 2013 read with rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 are given in Annexure - V forming part of this Report. Notes to Accounts cover information on Related Party Transactions entered into by the Company.

All contracts/ arrangements entered with Related Parties in terms of Section 188(2) of the Companies Act, 2013 were in the ordinary course of business and on an arm's length basis. During the year under review, the Company has entered into transactions with Euro Footwear Private Limited and Mirza (U.K.) Limited, Related Parties which were considered material in terms of the Company's policy on materiality of Related Party Transactions read with SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. The aforesaid transactions were approved by members in the Annual General Meeting held on September 28, 2022.

The Policy on Related Party Transactions is available on the website of the Company, i.e., <https://mirza.co.in/corporate.php?id=po>.

OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in compliance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder for prevention and redressal of complaints of Sexual Harassment at workplace.

Save as mentioned above, the observations and comments given by the Secretarial Auditor in their Report are self-explanatory and hence, do not call for any further comments.

c) Cost Auditor

In terms of provisions of Section 148(1) of the Companies Act, 2013 maintenance of Cost Records is required by the Company and accordingly such accounts and records are made and maintained.

The Board of Directors, in compliance with the provisions of the Companies Act, 2013, Rules and Notifications issued thereunder, have appointed Mr. Arun Kumar Srivastava, Cost Accountants, as Cost Auditors to conduct Audit of the Cost Accounts maintained by the Company for the financial year 2022-23.

ANNUAL RETURN

Pursuant to Section 134(3)(a), the draft Annual Return of the Company prepared as per Section 92(3) of the Act for the financial year ended March 31, 2023, is hosted on the website of the Company and can be accessed at i.e., <https://mirza.co.in/financial.php?id=ar> under "Investors" Section.

NUMBER OF BOARD MEETINGS

During the year under review, six Board Meetings were convened and held on May 30, 2022, August 8, 2022,



The Company is committed to provide equal opportunities without regard to their race, caste, sex, religion, colour, nationality, disability etc. All women associates (permanent, temporary, contractual & trainees) as well as any women visiting the Company's office premises or women service providers are covered under this Policy. All employees are treated with dignity with a view to maintain a work environment free of sexual harassment whether physical, verbal or psychological.

The Directors further state that during the year under review, there were no complaints filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Internal Complaints Committee has been setup to redress complaints regarding Sexual Harassment, if any.

DIRECTORS RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors, in terms of Section 134 of the Companies Act, 2013 ("Act"), state that:

- a) in the preparation of the annual accounts for the year ended March 31, 2023, the applicable accounting standards read with requirements set out under Schedule III to the Act, had been followed and there are no material departures;
- b) the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the profit of the Company for the year ended on that date;
- c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors had prepared the annual accounts on a 'going concern' basis;
- e) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

ORDER, IF ANY, PASSED BY REGULATORS OR COURTS OR TRIBUNALS

During the year under review, the Hon'ble National Company Law Tribunal, Allahabad Bench, Paryagraj vide its order dated February 21, 2023, had approved the Composite Scheme of Arrangement of RTS Fashions Private Limited, Mirza International Limited and REDTAPE Limited. Pursuant to the said Scheme, the Branded Business/ REDTAPE Business have been transferred and vested in REDTAPE Limited.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- a) Details relating to deposits covered under Chapter V of the Companies Act 2013.
- b) Issue of equity shares with differential right as to dividend, voting or otherwise.
- c) Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- d) Issue of Employees Stock Option to employees of the Company under any scheme.

ACKNOWLEDGEMENTS

Your Directors would like to express their appreciation for assistance and co-operation received from the Financial Institutions, Banks, Government Authorities, Customers, Vendors and Members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by all employees of the Company.

For and on behalf of the Board of Directors

Place: New Delhi
Date: August 12, 2023

Tauseef Ahmad Mirza
Managing Director

Tasneef Ahmad Mirza
Whole-time Director

ANNEXURE - I**FORM AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/ joint ventures**Part "A": Subsidiaries**

Sr. No.	Particulars	Details		
1	Name of the subsidiary	RTS Fashion Limited	T N S Hotels And Resorts Private Limited	Mirza (U.K.) Limited
2	The date since when subsidiary was acquired	01.01.2022*	09.11.2022	01.01.2022*
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.	N.A.	N.A.
4	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	AED 1 AED=22.51 INR	INR	GBP 1 £ = 101.44 INR
5	Share capital	4,000,000 AED	₹ 1,00,000	£ 1,10,000
6	Reserves & surplus	9,42,492	-10,89,744	48,15,058
7	Total Assets	49,52,535	3,60,15,408	83,97,059
8	Total Liabilities	10,043	3,70,05,152	40,33,399
9	Investments	29,21,987	-	20,08,118
10	Turnover	-	50,000	88,73,857
11	Profit/Loss before taxation	-5,190	-8,69,858	5,29,970
12	Provision for taxation	-	-	1,15,968
13	Profit after taxation	-5,190	-8,69,858	4,14,002
14	Proposed Dividend	-	-	-
15	Extent of shareholding (in percentage)	100%	100%	100%

*Pursuant to the Composite Scheme of Arrangement passed by Hon'ble National Company Law Tribunal, Allahabad Bench, Prayagraj vide its order dated February 21, 2023, RTS Fashion Limited has become wholly owned subsidiary of the Company and Mirza (UK) Limited as step down subsidiary.

Part "B": Associates and Joint Ventures

Not Applicable as the Company does not have any associate company / joint venture during the year under review.



ANNEXURE - II

ANNUAL REPORT ON CSR ACTIVITIES

1. Brief outline on CSR policy of the Company

To actively contribute to the social and economic development of the communities in which we operate and in the process, build a better, sustainable way of life for the weaker sections of society and to contribute effectively towards inclusive growth and raise the country's human development index. Our projects mainly focus on healthcare, education, sustainable livelihood, infrastructure development and social reform, epitomising a holistic approach to inclusive growth.

The activities undertaken are within the broad framework of Schedule VII of the Companies Act, 2013. Details of the CSR policy and activities undertaken by the Company are available on www.mirza.co.in at the link <https://mirza.co.in/corporate.php?id=po>.

2. Composition of CSR Committee:

Sr. No.	Name of the Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Tauseef Ahmad Mirza	Managing Director, Chairman	2	1
2	Mr. Tasneef Ahmad Mirza	Whole -time Director, Member	2	2
3	Mr. Shuja Mirza*	Director, Member	2	2
4	Mr. Sanjiv Gupta	Independent Director, Member	2	2

*Ceased to be member of the Committee w.e.f. July 18, 2023 subsequent to cessation from the office of Director.

The Committee was re-constituted on July 27, 2023 consisted of Mr. Tauseef Ahmad Mirza, Chairman and Mr. Tasneef Ahmad Mirza, Mr. Nirmal Sahijwani and Mr. Sanjiv Gupta as members.

3. Provide the web-link where the composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

<https://mirza.co.in/corporate.php?id=po>

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report).

Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any.

Not Applicable

6. Average Net profit of the Company as per 135(5):

₹ 7,537.41 Lakhs

7. CSR Obligation

a)	Two percent of the average net profit of the Company as per section 135(5).	₹ 150.74 Lakhs
b)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years.	Nil
c)	Amount required to be set off for the financial year, if any	Nil
d)	Total CSR obligation for the financial year.	₹ 150.74 Lakhs

8. (a) CSR amount spent or unspent for the financial year:

Total Amount spent for the Financial Year	Amount Unspent				
	Total amount transferred to the Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of transfer
₹127.23 Lakhs*	₹23.51 Lakhs*	29.04.2023	-	-	-

(b) Details of CSR amount spent against ongoing projects for the financial year:

(₹ In Lakhs)

Sr. No.	Name of the Project	Item from the list of activities in schedule VII in the Act	Local Areas (Yes/NO)	Location of the Project		Project duration	Amount allocated for the project (in lakhs)	Amount spent in the current financial year	Amount transferred to the unspent CSR Account for the project as per 135(6)	Mode of implementation	Mode of implementation through Implementing Agency	
				State	District						Name	CSR Registration number
1		(ii)	Yes	Uttar Pradesh	Unnao	3 years	₹ 400	₹ 35.22	₹ 23.51	No	Mirza Foundation	CSR00012939

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(₹ In Lakhs)

Sr. No	Name of the Project	Item from the list of activities specified in Schedule VII to the Act	Local Area (Yes/No)	Location of the Project		Amount spent for the project (in Lakhs)	Mode of implementation – Direct (yes/No)	Mode of implementation- Through implementing Agency	
				District	State			Name	CSR Registration Number
1.	Healthcare	(i)	Yes	Unnao	Uttar Pradesh	₹ 63.18	No	Mirza Foundation	CSR00012939
2.	Education	(ii)	Yes			₹ 0.50	No	Mirza Foundation	CSR00012939
3.	'Har Ghar Tiranga' Project	(ii)	No	-	Pan India	₹ 10.53	Yes	-	-
4.	Others	(i)(iii)(iv)	Yes	Kanpur & Unnao	Uttar Pradesh	₹ 4.02	No	Mirza Foundation	CSR00012939
5.	Others	(i)(iii)(iv)	No	Ghaziabad	Uttar Pradesh	₹ 7.00	Yes	-	-

d) Amount spent in administrative overheads: ₹ 6.77 Lakhs

e) Amount spent on impact assessment, if applicable: NIL

f) Total amount spent for the financial year (b+c+d+e): ₹ 127.23 Lakhs

**g) Excess amount for set-off, if any:**

Sr. No.	Particular	Amount
(i)	Two percent of average net profit of the Company as per section 135(5)	₹ 150.74 Lakhs
(ii)	Total amount spent for the Financial Year	₹ 127.23 Lakhs
(iii)	Excess amount spent for the Financial Year	-
(iv)	Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any	-
(v)	Amount available for set-off in succeeding financial years [(iii)-(iv)]	-

9. (a) Details of the unspent CSR amount for the preceding three financial years:

(₹ In Lakhs)

Sr. No	Preceding Financial Year	Amount transferred to the Unspent CSR Account under Section 135 (6)	Amount spent in the reporting financial year	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any			Amount remaining to be spent in succeeding financial years
				Name of the Fund	Amount	Date of Transfer	
1.	2021-22	₹ 15	₹ 15	-	-	-	Nil
2.	2020-21	₹ 122.92	₹ 29.38	-	-	-	Nil
3.	2019-20	-	-	-	-	-	-

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(₹ In Lakhs)

Sr. No	Project Id	Name of the Project	Financial year in which the project was commenced	Project duration	Total amount allocated for the project	Amount spent on the project in the reporting financial year	Cumulative amount spent at the end of reporting financial year	Status of the project – completed/ ongoing
1.			2021-22	3 years	₹ 400	₹ 35.22	₹ 176.28	Ongoing

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset(s) so created or acquired through CSR spent in the financial year:

Sr. No.	Detail	Name of the Asset
a)	Date of creation or acquisition of the capital asset(s)	-
b)	Amount of CSR spent for creation or acquisition of the capital asset	-
c)	Details of the entity or public authority or beneficiary under whose name such capital asset(s) is/are registered, their address, etc.	-
d)	Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset)	-

11. Specify the reason(s), if the Company has failed to spend two percent of the average net profit as per Section 135(5): Not applicable

ANNEXURE - III

DETAILS PERTAINING TO EMPLOYEES AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

A) The information required as per Section 197 (12) read with Rule 5(1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- (i) The ratio of the remuneration of each Director to the median remuneration of the employee of the Company for the financial year:

Name of Director	Ratio to median remuneration*
Executive Directors	
Mr. Rashid Ahmed Mirza	0.00
Mr. Shahid Ahmad Mirza	116.39
Mr. Tauseef Ahmad Mirza	303.46
Mr. Tasneef Ahmad Mirza	232.79
Mr. Shuja Mirza	0.00
Mr. Narendra Prasad Upadhyay	0.00
Non-executive Directors	
Mr. Sudhindra Kumar Jain	4.99
Mr. Qazi Salam Noorus	4.16
Ms. Saumya Srivastava	4.99
Mr. Sanjay Bhalla	4.99
Mr. Yashvir Singh	4.99
Mr. Sanjiv Gupta	4.16

*Remuneration includes sitting fees and is calculated on paid basis.

- (ii) The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the financial year:

Director, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase/(decrease) in remuneration in the financial year*
Mr. Rashid Ahmed Mirza	NIL
Mr. Shahid Ahmad Mirza	(17.65)%
Mr. Tauseef Ahmad Mirza	92.11%
Mr. Tasneef Ahmad Mirza	64.71%
Mr. Shuja Mirza	(100.00)%
Mr. Narendra Prasad Upadhyaya	(100.00)%
Mr. Sudhindra Kumar Jain	(14.29)%
Mr. Qazi Salam Noorus	Nil
Ms. Saumya Srivastava	(14.29)%
Mr. Sanjay Bhalla	(14.29)%
Dr. Yashvir Singh	Nil
Mr. Sanjiv Gupta	(28.57)%
Mr. V.T. Cherian	14.58%
Ms. Harshita Nagar	14.07%

*Remuneration includes sitting fees and is calculated on paid basis.



- (iii) The percentage increase/decrease in the median remuneration of employees in the financial year: 8.59%
- (iv) The number of permanent employees on the rolls of the Company as on March 31, 2023: 1,672
- (v) Average percentile already made in the salaries of the employees other than the managerial increase personnel in the last financial year and its comparison with the percentile increase in the remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

There is an Average percentile increase/decrease made in the salaries of the employees other than the managerial personnel in the last financial year: 18.58%

Percentile increase/(decrease) in the managerial remuneration: 8.81%

- (vi) Affirmation that the remuneration is as per the Remuneration Policy of the Company: The Company affirms that the remuneration is as per the Remuneration Policy of the Company.

ANNEXURE - IV

SECRETARIAL AUDIT REPORT

For the financial year ended 31st March, 2023

To
The Members
Mirza International Limited
Regd. Office: 14/6, Civil Lines
Kanpur-208001, Uttar Pradesh

In terms of the provisions of section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, if any, we have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Mirza International Limited, a Company** incorporated under the provisions of the Companies Act, 1956, vide **CIN L19129UP1979PLC004821** and having its registered office at 14/6, Civil Lines, Kanpur-208001, Uttar Pradesh (hereinafter referred to as "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on March 31, 2023 according to the applicable provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable to the listed entity during the review period)**
 - e. The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021; **(Not Applicable to the listed entity during the review period)**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (De-listing of Equity Shares) Regulations, 2021; **(Not Applicable to the listed entity during the review period)**
 - h. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998; (Not Applicable to the listed entity during the review period)
- vi. The management has identified the following laws as specifically applicable to the Company.
 - Consumer Protection Act, 2019;
 - The Legal Metrology Act, 2009 and the Legal Metrology (Packaged Commodities) Rules, 2011



- The Factories Act, 1948
- Bureau of Indian Standards Act, 2016 and the Footwear made from Leather and other materials (Quality Control) Order, 2020
- Environment (Protection) Act, 1986 (“EPA”) and the Environment Protection Rules, 1986; Water (Prevention and Control of Pollution) Act, 1974; Air (Prevention and Control of Pollution) Act, 1981; The Noise Pollution (regulation and control) Rules, 2000
- Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016
- The Public Liability Insurance Act, 1991 and Public Liability Insurance Rules, 1991
- The Employees State Insurance Act, 1948
- The Payment of Gratuity Act, 1972
- The Payment of Bonus Act, 1965
- The Indian Contract Act, 1872
- Trade Marks Act, 1999
- Designs Act, 2000
- The Rubber Act, 1947

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India notified by Central Government;
- ii. SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015;

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above, except the following:

- The Company has convened meeting of Risk Management Committee on August 8, 2022 and February 13, 2023 i.e. a gap of 189 days elapse between both the meetings. Accordingly, Company has not complied with the provisions of Regulation 21(3C) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015;
- The Company has not filed e-Form MGT-14 for the following events during the financial year as required to be filed in terms of the provisions of Section 117 read with Section 170 of the Companies Act, 2013.

However, the same were filed subsequent to the end of financial year under review and till the date of this report:

- Resolution passed by the board in their meeting held on August 8, 2022 in connection with the credit facilities availed by the Company from HDFC Bank Ltd and Citibank;
- Resolution passed by the board in their meeting held on August 8, 2022 in connection with approval of Board of Directors’ Report for the financial year 2021-22;

We further report that:

During the period under review, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent adequately in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members’ views are captured and recorded as part of the minutes, wherever applicable.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the following events occurred which had bearing on the Company’s affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.:

- A Composite Scheme of Arrangement of RTS Fashions Pvt Ltd, Mirza International Ltd and Redtape Ltd (hereinafter referred to as the Composite Scheme of Arrangement/the Scheme) was framed in terms of the provisions of Sections 230 & 232 of the Companies Act, 2013. The Hon’ble National Company Law Tribunal, Allahabad Bench, Prayagraj (the Tribunal) vide its Order dated 21st February, 2023 (date of pronouncement of Order) approved the Composite

Scheme of Arrangement. The Scheme has become operative with effect from the Effective Date-25th February, 2023, on filing of the NCLT Order with the Registrar of Companies, Uttar Pradesh, Kanpur. The Scheme is effective from 1st January, 2022, being the Appointed Date of the Scheme.

- In terms of the Scheme, RTS Fashions Pvt Ltd has been merged into Mirza International Ltd along with all the assets and liabilities; and entire REDTAPE Business of Mirza International Limited has been demerged into Redtape Limited, with effect from 1st January, 2022.
- In terms of the Scheme, Mirza International Ltd (Transferee Company) has issued 1,78,95,900 Equity Shares of ₹2 each, credited as fully paid up, to the members of the RTS Fashions Pvt Ltd (Transferor Company) in exchange of 100% share capital of the Transferor Company.

- The new shares issued on amalgamation were listed on BSE Ltd w.e.f. March 15, 2023 and on NSE Ltd w.e.f. March 6, 2023. Trading approval on the same were received from both BSE Ltd and NSE Ltd on March 17, 2023.

For **R & D**
Company Secretaries

Debabrata Deb Nath

Partner

FCS No.: 7775; CP No.: 8612

Unique Identification No.P2005DE011200

Place: New Delhi

UDIN: F007775E000656423

Date: July 21, 2023

Peer Review Certificate no. 1403/2021



ANNEXURE A

To
The Members
Mirza International Limited
Regd. Office: 14/6, Jyotiba Phule Nagar, Civil Lines
Kanpur-208001, Uttar Pradesh

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **R & D**
Company Secretaries

Debabrata Deb Nath
Partner

FCS No.: 7775; CP No.: 8612
Unique Identification No.P2005DE011200
UDIN: F007775E000656423
Peer Review Certificate no. 1403/2021

Place: New Delhi
Date: July 21, 2023

ANNEXURE - V

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

(a) Name(s) of the related party and nature of relationship	
(b) Nature of contracts/arrangements/transactions	
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	
(e) Justification for entering into such contracts or arrangements or transactions	N.A.
(f) Date(s) of approval by the Board	
(g) Amount paid as advances, if any	
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

2. Details of material contracts or arrangement or transactions at arm's length basis:

(a) Name of the related party and nature of relationship	Euro Footwear Private Limited, Related Party u/s 2(76)(iv) of Companies Act, 2013	Mirza (U.K.) Limited, Related Party u/s 2(76)(iv) of Companies Act, 2013	Mr. Faraz Mirza, relative of KMP (son of Mr. Shahid Ahmad Mirza, Whole-time Director of the Company)
(b) Nature of contracts/arrangements/transactions	Purchase of Footwear and other components, jobwork and sale of Leather and Footwear	Purchase of Footwear and other components, jobwork and sale of Leather and Footwear	Payment of remuneration
(c) Duration of the contracts / arrangements/transactions	One year w.e.f. October 1, 2022 to September 30, 2023	One year w.e.f. October 1, 2022 to September 30, 2023	w.e.f. April 1, 2022 till September 30, 2023
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	Purchase of Footwear and other components, jobwork and sale of Leather and Footwear aggregating to ₹ 11,492 Lakhs.	Purchase and sale of Footwear and payment of commission aggregating to ₹ 8,014 Lakhs.	Payment of remuneration to Mr. Faraz Mirza, President (Production) of ₹ 2.52 Crores p.a.
(e) Date(s) of approval by the Board	May 30, 2022	May 30, 2022	May 30, 2022
(f) Amount paid as advances, if any	-	-	-



REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Mirza International Limited follows the highest standard of corporate governance principles. Corporate Governance is a reflection of its value system encompassing its culture, policies and relationships with its shareholders. The Company recognises that the enhancement of Corporate Governance is one of the most important aspects in terms of achieving the Company's goal of enhancing corporate value by deepening societal trust. The Corporate Governance standards established and updated from time to time by the Board of the Company to provide a structure within which directors and the Management can effectively pursue the Company's objectives for the benefit of its stakeholders. These standards prescribe a set of systems and processes guided by the core principles of transparency, disclosure, accountability, compliances, ethical conduct and the commitment to promote the interest of stakeholders.

The Company believes that timely and accurate disclosure of information, transparency in accounting policies and a strong and independent board are critical for maintaining good corporate governance, preserving shareholders' trust and maximizing long-term corporate value. For establishing good corporate governance, the Company has put systems, procedures, policies, practices, standards in place to ensure effective strategic planning, optimum risk management, integrity of internal control and reporting. The Company's philosophy on Corporate Governance is, thus, concerned with the ethics, values and morals of the Company and its directors who are expected to act in the best interests of the Company and remain accountable to members and other beneficiaries for their actions and properly comply with all the applicable legal and regulatory requirements.

2. BOARD OF DIRECTORS

Composition, Category & Size of Board: The Company's policy is to have an appropriate blend of executive directors and non-executive directors, representing a judicious mix of professionalism, knowledge and experience, in line with the management's commitment for the principle of integrity and transparency in business operations for good corporate governance.

The Company's Policy is to maintain optimum combination of Executive and Non-Executive

Directors. The composition and category of directors on the Board of the Company are as under:

Category	Name of Directors and DIN
Promoter and Promoter Group, Executive Director and Non-Independent Directors	Mr. Tauseef Ahmad Mirza Managing Director (DIN: 00049037)
	Mr. Shahid Ahmad Mirza Whole-time Director (DIN: 00048990)
	Mr. Tasneef Ahmad Mirza Whole-time Director (DIN: 00049066)
Promoter & Promoter Group, Non-Executive Director and Non-Independent Directors	Mr. Faraz Mirza** Whole-time Director (DIN: 02536109)
	Mr. Rashid Ahmed Mirza* Director (DIN: 00049009)
Non-Executive and Non-Independent Director	Mr. Shuja Mirza* Director (DIN: 01453110)
	Mr. Narendra Prasad Upadhyaya* Director (DIN: 00049196)
Independent Directors	Mr. Nirmal Sahijwani** Whole-time Director (DIN: 10056433)
	Mr. Sudhindra Kumar Jain (DIN: 00189602)
	Dr. Yashvir Singh (DIN: 00049360)
	Mr. Qazi Noor Salam (DIN: 00051645)
	Mr. Sanjiv Gupta (DIN: 02240256)
	Mr. Sanjay Bhalla (DIN: 00699901)
	Ms. Saumya Srivastava (DIN: 08206547)

*Ceased as Directors w.e.f. July 18, 2023.

** Mr. Nirmal Sahijwani and Mr. Faraz Mirza have been appointed as Whole-time Director w.e.f. July 27, 2023 and August 12, 2023 respectively.

3. BOARD FUNCTIONING & PROCEDURE

i) **Background:** With a view to institutionalise all corporate affairs and setting up systems and procedures for advance planning for matters requiring discussions and decisions by the Board, the Company has defined procedures for meetings of the Board of Directors and Committees thereof.

The Board is committed to ensure good governance through a self-governing style of functioning. The directors enjoy complete

freedom to express their opinion. The decisions are taken on the basis of consensus/majority arrived at after detailed discussions. The directors are also free to bring up any matter for discussion at the Board Meetings.

ii) Scheduling and Selection of Agenda items:

The Board meets at least four times in a year, with a maximum time gap of 120 days between any two meetings, to discuss and review the quarterly results and other items of agenda, including the minimum information required to be placed before the Board, as per Part A of Schedule II of SEBI LODR Regulations. The Board also meets and conducts additional meetings as and when required and thought fit. The dates for the Board Meetings are decided in advance and timely communicated to the Directors.

The Chairman / Managing Director / Whole-time Director of the Board and the Company Secretary discuss the items to be included in the agenda. The agenda of the meeting along with relevant supporting documents and explanatory notes is generally circulated in advance (at least one week before the meeting) to all the directors entitled to receive the same, to facilitate meaningful and quality discussions during the meeting. Where it is not practicable to attach any document to the agenda, it is tabled before the meeting with specific reference to this effect in the agenda. The Board members are at liberty to bring up any matter for discussions at the Board Meetings and the functioning of the Board is democratic.

Update(s) on matters arising from previous meetings are placed at the succeeding meeting of the Board/Committees for discussions, approvals, noting, etc.

iii) Minimum Information placed before the Board Members:

In addition to the regular business items, the Company provides the following information to the Board and/or Board Committees as and when required, either as part of the agenda papers or by way of presentations and discussion material during the meetings:

- Annual operating plans & budgets and any updates;
- Capital budgets and any updates;
- Quarterly results of the Company and its operating divisions or business segments;
- Minutes of meetings of Audit Committee and other Committees of the Board;
- Information on recruitment and remuneration of senior officers just below the Board level,

including appointment or removal of the Chief Financial Officer and the Company Secretary;

- Show cause, demand, prosecution notices and penalty notices which are materially important;
- Fatal or serious accidents, dangerous occurrences and any material effluent or pollution problems;
- Any material default in financial obligations to and by the Company or substantial non-payment for goods sold by the Company;
- Any issue which involves possible public or product liability claims of substantial nature including any judgment or order which may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company;
- Details of any joint venture or collaboration agreement, if any;
- Transactions, if any, that involve substantial payment towards goodwill, brand equity or intellectual property;
- Any significant labour problems and their proposed solutions;
- Any significant development in human resources/industrial relations front;
- Any sale of investments, subsidiaries, assets which are material in nature and not in the normal course of business;
- Quarterly details of foreign exchange exposures and the steps taken to limit the risks of adverse exchange rate movement, if material; and
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer, etc.

iv) Recording Minutes of the Proceedings:

The minutes of the proceedings of each Board / Committee / Shareholders' Meetings are recorded. Draft minutes of the Board / Committee meetings are circulated amongst all the members of the Board / Committee for their feedback / comments. The minutes of all the meetings are entered in respective Minutes Books within prescribed time limits.

v) Post Meeting Follow-Up Mechanism:

In adherence to good corporate governance, the important and significant decisions taken



at the Board / Committee levels are promptly communicated to the concerned departments. Moreover, the action taken in respect of such decisions is also reported in the form of status report and is placed at the next meeting of the Board / Committee.

- vi) **Statutory Compliance of Laws:** The Board periodically reviews the compliance report of the laws applicable to the Company as well as steps taken by the Company to rectify the instances of non-compliances if any.

4. BOARD MEETINGS

The Board held 6 (six) meetings during the financial year 2022-23 on May 30, 2022, August 8, 2022, November 2, 2022, November 11, 2022, February 13, 2023 and March 21, 2023. The maximum time gap between any two meetings during the year under review was 94 days and the minimum gap was 9 days.

The Board periodically reviews compliance reports of all laws applicable to the Company.

5. ATTENDANCE OF DIRECTORS

Attendance of the Directors at Board and Committee meetings held during the financial year 2022-23 and the last Annual General Meeting ("AGM") held on September 28, 2022 were as under:

Board and Committee meetings of the Company	Attendance at the last AGM held on September 28, 2022	Board meeting attended / held	Audit Committee attended / held	Stakeholder Relationship Committee attended / held	Nomination and Remuneration Committee attended / held	Risk Management Committee attended / held
Total number of meetings held		6	5	4	4	2
Directors attendance						
Mr. Rashid Ahmed Mirza	-	5 of 6	-	-	-	-
Mr. Shahid Ahmad Mirza	Yes	4 of 6	-	-	-	-
Mr. Tauseef Ahmad Mirza	-	5 of 6	-	-	-	-
Mr. Tasneef Ahmad Mirza	Yes	5 of 6	-	3 of 4	-	-
Mr. Shuja Mirza	Yes	4 of 6	-	-	-	1 of 2
Mr. N P. Upadhyaya	Yes	6 of 6	-	-	-	-
Mr. Sudhindra Kumar Jain	Yes	6 of 6	5 of 5	-	-	-
Dr. Yashvir Singh	-	6 of 6	-	-	4 of 4	-
Mr. Q. N. Salam	-	5 of 6	-	-	-	-
Mr. Sanjiv Gupta	-	5 of 6	4 of 5	1 of 4	-	2 of 2
Mr. Sanjay Bhalla	Yes	6 of 6	5 of 5	4 of 4	4 of 4	2 of 2
Ms. Saumya Srivastava	-	6 of 6	5 of 5	-	4 of 4	-

5.1 The details of directorships, committee chairmanships and memberships held by the Directors as on March 31, 2023 were as under:

Name of Director	Number of directorship (including MIL)	Committee(s) Chairmanship / Membership (including MIL)		Name of other listed entity	
		Membership	Chairmanship	Directorship	Category
Mr. Rashid Ahmed Mirza	2	-	-	-	-
Mr. Shahid Ahmad Mirza	1	-	-	-	-
Mr. Tauseef Ahmad Mirza	3	-	-	-	-
Mr. Tasneef Ahmad Mirza	2	1	-	-	-
Mr. Shuja Mirza	2	-	-	-	-
Mr. N. P. Upadhyaya	3	-	-	-	-
Mr. Sudhindra Kumar Jain	1	1	1	-	-
Dr. Yashvir Singh	1	-	-	-	-
Mr. Q. N. Salam	1	-	-	-	-
Mr. Sanjiv Gupta	1	2	-	-	-
Mr. Sanjay Bhalla	2	2	1	-	-
Ms. Saumya Srivastava	1	1	-	-	-

Notes:

- a. None of the directors hold directorships in more than 20 companies of which directorship in public companies does not exceed 10 in line with the provisions of Section 165 of the Act.

- b. Pursuant to the provisions of Regulations 17A(1) of the Listing Regulations, none of the Directors hold directorships in more than 7 listed entities and none of the Independent Directors of the Company hold the position of Independent Director in more than 7 listed companies.
- c. No Director holds Membership of more than 10 Committees of Board nor is a Chairman of more than 5 Committees across Board, of all listed entities.
- d. None of the director has been appointed as Alternate Director for Independent Director.
- e. This information includes Directorship in Public Limited Companies (including Subsidiary of Public Limited Companies) and excludes Directorship in this Company, associations, private, foreign and Section 8 Companies.
- f. The information provided above pertains to the following committees in accordance with the provisions of Regulation 26(1)(b) of the Listing Regulations; (i) Audit Committee; and (ii) Stakeholders Relationship Committee.
- g. The committee membership and chairmanship above excludes membership and chairmanship in private companies and Section 8 companies.
- h. Membership of committees include chairmanship, if any.
- i. None of the director is related to other director on the Board except Mr. Tauseef Ahmad Mirza, Managing Director, Mr. Shahid Ahmad Mirza and Mr. Tasneef Ahmad Mirza, Whole-time Directors and Mr. Rashid Ahmed Mirza, Director of the Company are Brothers and Mr. Shuja Mirza, Director of the Company is son of Mr. Rashid Ahmed Mirza.
- j. The Company's Independent Director meet at least once in every financial year without the attendance of Non-Independent Directors and Management Personnel. One meeting of the Independent Directors was held during the financial year.

6. DETAILS OF DIRECTORS

The abbreviated resumes of all the directors are furnished hereunder:

Mr. Tauseef Ahmad Mirza, aged about 54 years, holder of Bachelors degree in Commerce (Honours) from Sri Ram College of Commerce and Diploma in Shoe Technology from UK, brings over three decades of experience in the leather industry. After successfully heading the ladies product line from start to finish from many years, Mr. Mirza is now focused on expanding the business into new markets by forming partnerships with big brands and exploring opportunities for international expansion. His wealth of knowledge and expertise in the field ensures the success and continued growth of the Company. He holds 2,22,36,413 equity shares in the Company as on March 31, 2023.

Mr. Shahid Ahmad Mirza, aged about 65 years, holds a diploma in Leather Goods Technology from UK. With an experience of about four decades in the field of leather goods, he has a vast expertise in Leather Technology. He is the overall in-charge of the Shoe Division of the company and the procuring of local raw materials and equipment. He holds 2,20,85,875 equity shares in the Company as on March 31, 2023.

Mr. Tasneef Ahmad Mirza, aged about 51 years, holds a Degree in Leather Technology from the renowned Leicester University of UK. A Leather Technologist having an experience of over two decades. He looks after the core operations of the company and is the overall in-charge of the Tannery Division of the company. He holds 1,95,03,504 equity shares in the Company as on March 31, 2023.

Mr. Faraz Mirza, aged 38 years, holds degree from USA having proficient knowledge of marketing across geographies. Mr. Faraz Mirza oversees marketing operations of the Company. He is also responsible for the production function and day to day operations of the Company. He does not hold any share in the Company as on March 31, 2023.

Mr. Nirmal Sahijwani, aged 55 years, holds a postgraduate diploma in Business Administration and has completed his executive education from IIM Bangalore on Strategic Sourcing and Supply Chain Management. He has over 24 years of leadership experience in the footwear industry. He is spearheading the ladies footwear division focusing on fueling the annual incremental revenue growth and expanding a diverse portfolio of customers. He is member of CSR committee of the Company. He does not hold any share in the Company as on March 31, 2023.

Mr. Sudhindra Kumar Jain, aged about 67 years, is a practicing Chartered Accountant having wide experience of more than thirty years in the field of Income Tax, Accountancy, etc. He is a researcher and speaker at seminars on various subjects in Direct Taxes. He has been an Independent Director of Nationalised Banks. He is the Chairman of the Audit Committee of the Company. He does not hold any share in the Company as on March 31, 2023.

Dr. Yashvir Singh, aged 76 years, is a Post-graduate in Science as well as holds a Degree in M.Phil., PhD. He is a scientist and has an experience of more than five decades in the industry, government bodies and institutions. He is a member of the Nomination and Remuneration Committee of the Company. He does not hold any share in the Company as on March 31, 2023.



Mr. Q. N. Salam, aged 78 years, is a leading advocate in Kanpur. He has a rich and varied experience of more than five decades in the legal profession. He does not hold any share in the Company as on March 31, 2023.

Mr. Sanjiv Gupta, aged 55 years, is an Independent Director of the Company. He is a qualified Chartered Accountant, with industry experience of over two and a half decades. He is a member of the Audit Committee, the Stakeholders Relationship Committee and CSR Committee of the Company. He does not hold any share in the Company as on March 31, 2023.

Mr. Sanjay Bhalla, aged 63 years, holds a Bachelors degree in Chemical Engineering and has a rich industrial experience of more than two decades. He is the Chairman of the Stakeholders Relationship Committee and the Nomination & Remuneration Committee of the Company. He is also a member of the Audit Committee of the Company. He does not hold any share in the Company as on March 31, 2023.

Ms. Saumya Srivastava, aged 37 years, is a practicing Chartered Accountant having rich experience of more than a decade in the field of Finance, Taxation & Accounting. She is a member of Audit Committee & Nomination and Remuneration Committee of the company. She does not hold any share in the Company as on March 31, 2023.

7. CORE SKILLS / EXPERTISE / COMPETENCIES AVAILABLE WITH THE BOARD

The Board comprises of highly qualified members who possess required skills, expertise and competence that allow them to make effective contributions to the Board and its committees.

The core skills / expertise / competencies required in the Board in the context of the Company's Businesses and sectors functioning effectively as identified by the Board of Directors of the Company are tabulated below:

Area of Expertise	Name of Directors										
	Mr. Tauseef Ahmad Mirza	Mr. Shahid Ahmad Mirza	Mr. Tasneef Ahmad Mirza	Mr. Faraz Mirza	Mr. Nirmal Sahijwani	Mr. Sudhindra Kumar Jain	Dr. Yashvir Singh	Mr. Q. N. Salam	Mr. Sanjiv Gupta	Mr. Sanjay Bhalla	Ms. Saumya Srivastava
Strategy	√	-	√	√	-	√	-	-	√	-	√
Business Administration & Management	√	√	√	√	√	√	√	-	√	√	√
Corporate Governance	√	√	√	√	√	√	√	√	√	√	√
Manufacturing	√	√	√	√	√	-	-	-	-	-	-
Sales & Marketing	√	√	√	√	√	-	-	-	-	-	-
Community Services	√	√	√	√	-	√	√	√	-	√	-
Business Development	√	√	√	√	√	-	-	-	√	√	√
Finance & Legal	√	-	√	√	-	√	-	√	√	√	√
Global Vision	√	-	√	√	√	-	-	-	√	-	-

8. FAMILIARIZATION PROGRAMME FOR THE INDEPENDENT DIRECTORS

The Board members are periodically given formal orientation and training with respect to the Company's vision, strategic direction, core values including ethics, corporate governance practices, financial matters and business operations. The Directors are facilitated to get familiar with the Company's functions at the operational levels. Periodic presentations are made at the Board and Committee Meetings, on business and performance updates of the Company, business strategy and risks involved. The Board members are also provided with the necessary documents, reports and internal policies to enable them to familiarise with the Company's procedures and practices. Periodic updates for members are also given out on relevant statutory changes and on important issues impacting the Company's business environment. The details of programs for familiarisation of independent directors is put on the website of the Company at the link <https://mirza.co.in/corporate.php?id=td>.

9. CONFIRMATION REGARDING INDEPENDENT DIRECTORS

The Independent Directors provide annual confirmations stating that they meet the criteria of independence as stated in Section 149(6) of the Companies Act, 2013 ("Act") and Regulation 16 of the SEBI LODR Regulations. On the basis of confirmations/ declarations / disclosures received from the Independent Directors and on evaluation of the relationship disclosed, the Board confirms that in its opinion, the Independent Directors of the Company fulfill the conditions as specified in the Act and SEBI LODR Regulations and are independent of the management.

10. INDEPENDENT DIRECTOR DATABANK REGISTRATION

Pursuant to the requirements issued by Ministry of Corporate Affairs ("MCA") vide its notification dated October 22, 2019, all independent directors of the Company are registered in the databank of Indian Institute of Corporate Affairs ("IICA"). Requisite disclosures under Section 149(6) of the Act, have also been received from the independent directors in this regard.

11. CODE OF CONDUCT

The Board has laid down a Code of Conduct for all the Board Members and Senior Management Personnel of the Company which gives guidance and support needed for ethical conduct of Business and compliance of law. The said Code has been communicated to the directors and senior management personnel and is also available on the website of the Company and can be accessed through the link <https://mirza.co.in/corporate.php?id=cc>.

Declaration from the Managing Director confirming that the Company has received affirmations from the Board members and the senior management personnel regarding compliance of Code of Conduct during the year under review, is annexed as Annexure – I and forms part of this Report.

12. SUCCESSION PLANNING

The Company believes that sound succession plans for the senior leadership are very important for creating a robust future for the Company. The Nomination and Remuneration Committee of the Company works with the Board on the leadership succession plan to ensure orderly succession in appointments to the Board and in senior management.

The Company strives to maintain an appropriate balance of skills and experience within the organization and the Board in an endeavour to introduce new perspectives while maintaining experience and continuity. By integrating workforce planning with strategic business planning, the Company puts the necessary financial and human resources in place so that its objectives can be met. The Board members also bring to the table their broad and diverse skills and viewpoints to aid the Company in advancing its strategy. In addition, promoting senior management within the organization fuels the ambitions of the talent force to earn future leadership roles.

13. AUDIT COMMITTEE

The Audit Committee of the Board constituted in terms of Section 177 of the Companies Act, 2013 and the Listing Regulations. The Committee presently comprises of:

Sr. No.	Name	Position	Category
1.	Mr. Sudhindra Kumar Jain	Chairman	Independent Director
2.	Mr. Sanjiv Gupta	Member	Independent Director
3.	Mr. Sanjay Bhalla	Member	Independent Director
4.	Ms. Saumya Srivastava	Member	Independent Director

All the members of the Audit Committee possess financial / accounting expertise / exposure.

The Audit Committee, inter alia, advises the management on the areas where systems, processes, measures for controlling and monitoring revenue assurance, internal audit and risk management can be improved. The terms of reference, inter alia, comprises the following:

- Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;



- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
- Reviewing, with the management, the Annual Financial Statements and Auditor's Report thereon before submission to the Board for approval, with particular reference to:
 - (a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (b) Changes, if any, in accounting policies and practices and reasons for the same;
 - (c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) Significant adjustments made in the financial statements arising out of audit findings;
 - (e) Compliance with listing and other legal requirements relating to financial statements;
 - (f) Disclosure of any Related Party Transactions; and
 - (g) modified opinion(s) in the draft audit report;
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with Related Parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- Evaluation of Internal Financial Controls and Risk Management Systems;
- Reviewing, with the management, performance of Statutory and Internal Auditors, adequacy of the Internal Control Systems;
- Reviewing the adequacy of Internal Audit Function, if any, including the structure of the Internal Audit Department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of Internal Audit;
- Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- Reviewing reports of internal audit and discussing with Internal Auditors on any significant findings of any internal investigations by the Internal Auditors and the executive management's response on matters and follow-up thereon;
- Reviewing reports of Cost audit, if any, and discussion with Cost Auditors on any significant findings by them;
- Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Looking into the reasons for substantial defaults in the payment to the Depositors, Debenture Holders, Shareholders (in case of non-payment of declared dividends) and creditors;
- Reviewing the functioning of the Whistle Blower Mechanism;
- Approval of appointment of Chief Financial Officer after assessing the Qualifications, experience and background, etc. of the candidate;
- Recommending to the Board, the appointment and fixation of remuneration of Cost Auditors, if applicable;
- Evaluating Internal Financial Controls and Risk Management Systems and reviewing the Company's financial and risk management policies;
- Reviewing the Management Discussion and Analysis of financial condition and results of operations;
- Reviewing the statement of significant Related Party Transactions (as defined by the Audit Committee), submitted by management;
- Reviewing the Management Letters / letters of internal control weaknesses issued by the Statutory Auditors;

- Reviewing the Internal Audit Reports relating to internal control weaknesses;
- Reviewing compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, and verify that the systems for internal controls are adequate and are operating effectively; and
- Reviewing the utilisation of loans and/or advances from/investment by the Company in its subsidiary companies exceeding ₹ 100 Crores or 10% of the asset size of the subsidiary, whichever is lower.
- Recommending to the Board, the appointment, removal and terms of remuneration of Chief Internal Auditor.
- Reviewing the statement of deviations as follows:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

The Audit Committee, inter alia, supports the Board to ensure an effective internal control environment. The Committee discharges such duties and functions with powers generally indicated in Listing Regulations.

The scope of the Audit Committee is as follows:

Powers of Audit Committee

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

Meetings of Audit Committee and attendance of members

The Audit Committee held its meetings on May 30, 2022, August 8, 2022, November 11, 2022, February 13, 2023 and March 21, 2023. The maximum and minimum gap between any two meetings, during the year under review was 95 and 36 days respectively. The details of attendance of Committee members are given in this report.

The Chairperson of the Audit Committee was present at the last Annual General Meeting of the Company.

The Audit Committee considered all the points in terms of its reference at periodic intervals.

The Company Secretary acts as the Secretary to the Audit Committee.

14. NOMINATION AND REMUNERATION COMMITTEE

The Company has a Nomination and Remuneration Committee. The composition and terms of reference are in compliance with the provisions of Section 178 of the Companies Act and Listing Regulations. The Committee presently comprises of:

Sr. No.	Name	Position	Category
1.	Mr. Sanjay Bhalla	Chairman	Independent Director
2.	Mr. Yashvir Singh	Member	Independent Director
3.	Ms. Saumya Srivastava	Member	Independent Director

The Chairperson of the Nomination and Remuneration Committee was present at the last Annual General Meeting of the Company.

The Company Secretary acts as the Secretary to the Nomination and Remuneration Committee.

The terms of reference, inter alia, comprises the following:

- Formulating the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a Policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
- Formulating a criteria for evaluation of performance of Independent Directors and the Board of Directors;
- Devising a Policy on diversity of Board of Directors;
- Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal;
- Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors; and
- Recommend to the board, all remuneration, in whatever form, payable to senior management.

Policy on appointment and remuneration for Directors, Key Managerial Personnel and Senior Management Employees has been provided on the website of the Company at the link <https://mirza.co.in/corporate.php?id=po>.



Meeting of Nomination and Remuneration Committee and attendance of members

The Nomination and Remuneration Committee held its meeting on May 30, 2022, August 8, 2022, February 13, 2023 and March 21, 2023. The details of attendance of Committee members are given in this Report.

Performance Evaluation Criteria for Independent Directors

One of the key function of the Board is to monitor and review the Board evaluation framework. In view of the same and pursuant to the applicable provisions of the Act & the SEBI LODR Regulations, the Board, in consultation with its Nomination and Remuneration Committee, has formulated a framework containing, inter-alia, the criteria for performance evaluation of the entire Board of the Company, its Committees, executive / non-executive / independent directors through peer evaluation, excluding the director being evaluated.

A structured questionnaire is in place covering various aspects of the functioning of the Board and its Committees, such as adequacy of the constitution & composition of the Board and its Committees, matters addressed in the Board and Committee meetings, processes followed at the meetings, Board's focus, regulatory compliances and corporate governance, compliance with code of conduct etc. Similarly, for evaluation of individual director's performance, the questionnaire covers various aspects like his/her profile, attendance, effective participation / contribution in Board and Committee meetings, execution and

performance of specific duties, obligations, regulatory compliances and governance, etc.

Board members had submitted their response on a scale of 1 (outstanding) to 5 (poor) for evaluating the entire Board, respective Committees of which they are members and of their peer Board members, including Chairman of the Board.

The independent directors had met separately without the presence of non-independent directors and discussed, inter-alia, the performance of non-independent directors and Board as a whole and the performance of the Chairman of the Company after taking into consideration the views of executive and non-executive directors.

The Nomination and Remuneration Committee has also carried out evaluation of each director's performance.

The performance evaluation of the independent directors has been done by the entire Board, excluding the director being evaluated. On the basis of performance evaluation done by the Board, it shall be determined whether to extend or continue their term of appointment, whenever the respective term expires.

Remuneration of Directors

The Nomination and Remuneration Committee makes annual appraisal of the performance of the Executive Directors based on a detailed performance evaluation and recommends the remuneration payable to them, within the parameters approved by the shareholders, to the Board for their approval.

- a) Remuneration to Executive Directors: The details of remuneration paid to Executive Directors during the financial year 2022-23 are as under:

(Amount in ₹)					
Sr. No.	Name	Designation	Salary	Medical allowance	Total
1.	Mr. Tauseef Ahmad Mirza	Managing Director	4,38,00,000	3,74,713	4,41,74,713
2.	Mr. Shahid Ahmad Mirza	Whole-time Director	1,68,00,000	1,35,566	1,69,35,566
3.	Mr. Tasneef Ahmad Mirza	Whole-time Director	3,36,00,000	12,96,931	3,48,96,931
4.	Mr. Rashid Ahmed Mirza*	Director	-	-	-
5.	Mr. Shuja Mirza*	Director	-	-	-
6.	Mr. Narendra Prasad Upadhyaya*	Director	-	-	-

Notes:

- The tenure of office of Chairman / Managing / Whole-time Directors is for 3 (three) years from their respective date of appointments.
- The above excludes the provision for gratuity and leave encashment, as the same is calculated on overall company basis.
- *The Composite Scheme of Arrangement of RTS Fashions Private Limited and Mirza International Limited and REDTAPE Limited was approved by Hon'ble National Company Law Tribunal, Allahabad Bench, Prayagraj vide its letter dated February 21, 2023. The requisite form INC-28 for all the three companies have been filed with the Registrar of Companies, Kanpur on February 25, 2023. Accordingly, the Scheme of Arrangement have become effective from February 25, 2023. Mr. Rashid Ahmed Mirza, Mr. Shuja Mirza and Mr. Narendra Prasad Upadhyay were engaged in the Branded Business/ REDTAPE Business. Hence, in order to restate the financial statements and to give effect of the Scheme of Arrangement from Appointed date i.e., January 1, 2022, the remuneration of Mr. Rashid Ahmed Mirza, Mr. Shuja Mirza and Mr. Narendra Prasad Upadhyay were paid from REDTAPE Limited.

- b) Remuneration to Non-Executive Independent Directors: The non-executive independent directors are being paid only the sitting fees for attending the meetings of the Board, of such sum as may be approved by the Board of Directors within the overall limits as prescribed under the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The details of sitting fees paid to the non-executive independent directors during financial year 2022-23 are as under:

(Amount in ₹)

Sr. No.	Name	Sitting Fees
1.	Mr. Sudhindra Kumar Jain	60,000
2.	Mr. Yashvir Singh	60,000
3.	Mr. Q. N. Salam	50,000
4.	Mr. Sanjiv Gupta	50,000
5.	Mr. Sanjay Bhalla	60,000
6.	Ms. Saumya Srivastava	60,000

Notes:

- No remuneration by way of commission paid to the non-executive directors.
- The Company has so far not issued any stock options to its non-executive directors.
- There were no other pecuniary relationships or transactions of non-executive directors vis-à-vis the Company.

There are no materially significant related party transactions, pecuniary transactions or relationships between the Company and its directors except those disclosed in the Financial Statements for the financial year ended on March 31, 2023.

15. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Committee has a Stakeholders Relationship Committee. The composition and terms of reference of Stakeholders Relationship Committee are in compliance with the provisions of Section 178 of the Companies Act, 2013, Listing Regulations and other applicable laws. The Committee presently comprises of:

Sr. No.	Name	Position	Category
1.	Mr. Sanjay Bhalla	Chairman	Independent Director
2.	Mr. Sanjiv Gupta	Member	Independent Director
3.	Mr. Tasneef Ahmad Mirza	Member	Executive Director

The terms of reference, inter alia, comprises the following:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, General Meetings etc;
- Reviewing the measures taken for effective exercise of voting rights by shareholders;
- Reviewing the adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent; and
- Reviewing various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of Dividend Warrants/Annual Reports/Statutory Notices by the shareholders of the Company.

The Stakeholders Relationship Committee held its meeting on May 30, 2022, August 8, 2022, November 11, 2022 and February 13, 2023. The details of attendance of Committee members are given in this Report. The Chairperson of the Stakeholders Relationship Committee was present at the last Annual General Meeting of the Company. Ms. Harshita Nagar, Company Secretary & Compliance Officer acts as the Secretary to the Stakeholders Relationship Committee.

Stakeholders' Grievance Redressal: The details of Investors complaints received and resolved during the financial year 2022-23 are as under:

No. of Investor Complaints			
Pending as at April 1, 2022	Received from April 1, 2022 to March 31, 2023	Resolved from April 1, 2022 to March 31, 2023	Pending as at March 31, 2023
Nil	111	111	Nil

The Company put utmost priority to the satisfaction of its shareholders. The Company maintains continuous interaction with its Registrar and Transfer Agent ("RTA") viz. KFin Technologies Limited and takes proactive steps and actions for resolving shareholder complaints / queries. The Company addresses all complaints, suggestions and grievances expeditiously and suitable replies have been sent / issues have been resolved expeditiously, except in case of dispute over facts or other legal constraints. There were no shares transfers lying pending as on March 31, 2023.



16. RISK MANAGEMENT COMMITTEE

The Company has a Risk Management Committee. The composition and terms of reference of Risk Management Committee are in compliance with the provisions of the Companies Act, 2013, and Listing Regulations and other applicable laws. The Committee presently comprises of:

Sr. No.	Name	Position	Category
1.	Mr. Tauseef Ahmad Mirza	Chairman	Managing Director
2.	Mr. Sanjay Bhalla	Member	Independent Director
3.	Mr. Sanjiv Gupta	Member	Independent Director
4.	Mr. V. T. Cherian	Member	Chief Financial Officer

The terms of reference, inter alia, comprises the following:

- Formulation of a detailed risk management policy which shall include:
 - (a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - (b) Measures for risk mitigation including systems and processes for internal control of identified risks.
 - (c) Business continuity plan.
- Ensuring that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- Monitoring and overseeing implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- Reviewing periodically the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- Keeping the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- Reviewing the appointment, removal and terms of remuneration of the Chief Risk Officer (if any).

- Coordinating its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors.
- Monitoring and reviewing the Risk Management Plan.
- To carry out any other duties/terms of reference which are incidental/necessary for the fulfillment of the above mentioned terms of reference and any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification as may be applicable.

The Risk Management Committee held its meeting on August 8, 2022 and February 13, 2023. The details of attendance of Committee members are given in this Report.

During the year, the Board has accepted all the recommendations of all the Committee(s).

17. SENIOR MANAGEMENT

The details of the Senior Management of the Company are as follows:

Sr. No.	Name of Senior Management	Designation
1.	Mr. V. T. Cherian	Chief Financial Officer
2.	Ms. Harshita Nagar ¹	Company Secretary & Compliance Officer
3.	Mr. Faraz Mirza ²	President (Productions)
4.	Mr. Nirmal Sahijwani ³	Vice President (Operations)
5.	Mr. Javed Raza Sidaqi	Vice President – Productions
6.	Mr. Iqbal Fareed	Chief General Manager – R & D
7.	Mr. Khila Nand Choube	Chief General Manager – Import Division
8.	Mr. Saquib Ahmad Khan	Deputy General Manager – IT
9.	Mr. Gaurav Rana ⁴	Deputy General Manager – HR

Notes:

¹ Ms. Harshita Nagar was appointed as Company Secretary & Compliance Officer w.e.f. June 1, 2022 upon cessation of Ms. Priyanka Pahuja as Company Secretary & Compliance Officer.

² Mr. Faraz Mirza has been appointed as Whole-time Director w.e.f. August 12, 2023.

³ Mr. Nirmal Sahijwani has been appointed as Whole-time Director w.e.f. July 27, 2023.

⁴ Mr. Gaurav Rana was appointed w.e.f. March 27, 2023.

18. GENERAL BODY MEETINGS

a) Annual General Meetings

The Company held its last three Annual General Meetings (AGM) as under:

Financial Year	Date	Time	Whether Special Resolution passed or not
2021-22	September 28, 2022	11:00 A.M.	No
2020-21	September 24, 2021	11:00 A.M.	No
2019-20	December 18, 2020	11:00 A.M.	No

The Annual General Meetings were held at Auditorium of Directorate of Extension, Chandra Shekhar Azad (CSA) University of Agriculture and Technology, Nawabganj, Kanpur 208 002.

b) Extraordinary General Meeting

During the year, there was no Extra-Ordinary General Meeting held by the Company.

c) Tribunal Convened Meeting

In accordance with the order dated June 14, 2022 passed by the Hon'ble National Company Law Tribunal (NCLT), Allahabad Bench, Prayagraj, the Company convened meetings of its Equity Shareholders and Unsecured Creditors on August 6, 2022, through video conferencing / other audio visual means, in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations, to consider and approve, the Composite Scheme of Arrangement between RTS Fashions Private Limited, Mirza International Limited and REDTAPE Limited and its shareholders and creditors. Members and Creditors exercised their vote(s) by remote e-voting during the period from 09:00 a.m. (IST) on Tuesday, August 2, 2022 till 05:00 p.m. (IST) on Friday, August 5, 2022. Further, the facility for voting through electronic voting system was also available at the meeting.

The Scrutiniser submitted his report on August 6, 2022, after completion of scrutiny and results of the e-voting were announced on August 7, 2022. The resolution approving the said Scheme of Arrangement was passed with requisite majority.

Voting results of the aforesaid meetings are available on the website of the Stock Exchanges and website of the Company.

d) Postal Ballot

During the year, the Company passed 4 (four) special resolutions through postal ballot through e-voting:

Date of Postal Ballot Notice	Resolution Passed	Approval Date	Scrutinizer	Link for Postal Ballot Notice and Results
July 25, 2022	<ul style="list-style-type: none"> Increase in remuneration of Mr. Shuja Mirza, Whole Time Director of the Company Increase in remuneration of Mr. Tauseef Ahmad Mirza, Whole Time Director of the Company Increase in remuneration of Mr. Tasneef Ahmad Mirza, Whole Time Director of the Company Re-appointment of Mr. Shuja Mirza as Whole-time Director 	August 25, 2022	M/s. Ankit Misra & Co., Company Secretaries (FCS No. 23471)	https://mirza.co.in/shareholders.php?id=pb

Procedure for postal ballot

The postal ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and applicable circulars issued by the Ministry of Corporate Affairs from time to time.

Details of special resolution proposed to be transacted through postal ballot

None of the businesses proposed to be transacted at the ensuing AGM requires passing of a special resolution through postal ballot.



19. MEANS OF COMMUNICATION

The Company recognizes the importance of two way communication with shareholders and of giving a balanced reporting of any disclosure, results etc. and responds to questions and issues raised in a timely and consistent manner. Shareholders seeking information may contact the Company directly or to the Company's Registrar and Transfer Agent throughout the year. Some of the modes of communication are mentioned below:

- a) **Quarterly Results:** Quarterly Results in ordinary course, are published in Business Standard (English and Hindi) newspapers circulating in substantially the whole of India and are also posted on the Company's website.
- b) **Intimation to the Stock Exchanges:** The Company also intimate / make disclosures to the Stock Exchanges about all price sensitive matters or such matters which, in its opinion, are material and of relevance to the shareholders and subsequently issues a press release on the matter, wherever necessary. The Company also regularly provides information to the stock exchanges as per the requirements of the SEBI LODR Regulations.
- c) **News Releases, Presentations:** Official media releases are sent to the Stock Exchanges before their release to the media for wider dissemination. Presentations, if any, made to media, analysts, institutional investors, etc. are posted on the Company's website.
- d) **Annual Reports:** The Annual Report containing, inter alia, Notice of Annual General Meeting, Audited Financial Statement, Consolidated Financial Statement, Directors' Report, Auditor's Report and other important information is circulated to members and others entitled thereto. The Management Discussion and Analysis Report and Corporate Governance Report forms part of the Annual Report and are displayed on the Company's website. The Annual Report is also available in downloadable form on the website of the Company under the link <https://mirza.co.in/financial.php?id=dar>.
- e) **Website:** The Company's website contains a separate dedicated section 'Investor Relations'. It contains comprehensive database of information of interest to our investors including the financial results and Annual Report of the Company, any price sensitive information disclosed to the regulatory authorities from time to time, business activities and the services rendered / facilities extended by the Company to our investors, in a

user friendly manner. The basic information about the Company is provided on the Company's website and the same is updated regularly.

- f) **Presentations to Institutional Investors/analysts:** No presentations on Financial Results are made to the Institutional Investors or to the analysts.
- g) **SEBI Complaints Redressal System (SCORES):** The investors' complaints are also being processed through the centralised web based complaint redressal system. The salient features of SCORES are availability of centralised data base of the complaints, uploading online action taken reports by the Company. Through SCORES the investors can view online, the action taken and current status of the complaints. In its efforts to improve ease of doing business, SEBI has launched a mobile app "SEBI SCORES", making it easier for investors to lodge their grievances with SEBI, as they can now access SCORES at their convenience of a smart phone.
- h) **NSE Electronic Application Processing System (NEAPS):** The NEAPS is a web-based system designed by NSE for corporates. The shareholding pattern, corporate governance report, corporate announcement, media release, if any, results, annual report, etc. are filed electronically on NEAPS.
- i) **BSE Corporate Compliance & Listing Centre (BSE Listing Centre):** The Listing Centre is a web-based application designed by BSE for corporates. The shareholding pattern, corporate governance report, corporate announcement, media release, if any, results, annual report, etc. are filed electronically on the Listing Centre.
- j) **Designated Exclusive email-id:** The Company has designated the following email-id for investor servicing: compliance@mirzaindia.com and Investors can also mail their queries to Registrar and Transfer Agent at inward.ris@kfintech.com.

20. GENERAL INFORMATION FOR SHAREHOLDERS

- a) **Company Registration Details:** The Company is registered in the State of Uttar Pradesh, India. The Corporate Identity Number ("CIN") allotted to the Company by the Ministry of Corporate Affairs is L19129UP1979PLC004821.
- b) **Date of AGM:** The 44th AGM is to be held on Saturday, September 23, 2023, at 11:30 A.M. at Auditorium of Directorate of Extension, Chandra Shekhar Azad (CSA) University of Agriculture and Technology, Nawabganj, Kanpur 208 002.

c) **Financial Year:** The financial year of the Company covers the period from April 1 to March 31.

d) **Financial Calendar 2023-24 (tentative):**

Sr. No.	Tentative Schedule	Tentative Date
1.	Financial reporting for the quarter ending June 30, 2023	On or before August 14, 2023
2.	Financial reporting for the quarter ending September 30, 2023	On or before November 14, 2023
3.	Financial reporting for the quarter ending December 31, 2023	On or before February 14, 2024
4.	Financial reporting for the quarter ending March 31, 2024	On or before May 30, 2024
5.	Annual General Meeting for the year ending March 31, 2024	On or before September 30, 2024

e) **Dividend Payment Date:** During the financial year under review, the Board of Directors has not recommended any dividend on the Equity Shares of the Company.

i) **Market Price data:** The Monthly High and Low prices of the shares of the Company at BSE and NSE during the year ended March 31, 2023 are as under:

Month	Share Price (₹) at BSE		Share Price (₹) at NSE	
	High	Low	High	Low
April, 2022	232.9	161	233	161.35
May, 2022	229	162	229.5	162
June, 2022	264.75	191.2	264.7	191.1
July, 2022	283	223	283	222.7
August, 2022	345	244.45	345	248.05
September, 2022	379.75	300	375.6	299.55
October, 2022	359.4	287.25	359.9	287.75
November, 2022	329.15	259.25	329.5	260.4
December, 2022	312.05	218.75	312.15	218.2
January, 2023	260.05	218.95	258.85	219
February, 2023	295	222.75	295	221.75
March, 2023	283.95	31.4	284	31.35

j) **Registrar and Transfer Agent:** KFin Technologies Limited is acting as Registrar and Transfer Agent ("RTA") for handling the shares related matters, both in physical as well as dematerialized mode. All works relating to equity shares are being done by them. The Shareholders are, therefore, advised to send all their correspondence directly to the RTA. However, for the convenience of shareholders, documents relating to shares received by the Company are forwarded to the RTA for necessary action thereon.

k) **Share Transfer System:** SEBI has mandated that, effective April 1, 2019, no share can be transferred in physical mode. Hence, the Company has stopped accepting any fresh lodgement of transfer of shares in physical form. The Company had sent communication to the shareholders encouraging them to dematerialise their holding in the Company. The communication, inter alia, contained procedure for getting the shares dematerialised. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation. In case of shares held in electronic form, the transfers are processed by National Securities Depository Ltd. ('NSDL') and Central Depository Services (India) Ltd. ('CDSL') through respective Depository Participants.

f) **Listing on Stock Exchanges:** The Company's Equity Shares are listed on the following Stock Exchanges:

- The National Stock Exchange of India Limited, Bandra Kurla Complex, Bandra (E), Mumbai 400 051 ("NSE").
- BSE Limited, P J Tower, Dalal Street, Fort, Mumbai 400 001 ("BSE").

The Company has paid listing fees for the financial year 2023-24 to both the above stock exchanges and there is no outstanding payment as on date.

g) **Payment of Depository(ies) fees:** The Company has paid Annual Custody/ Issuer fee to both Depositories based on invoices received from the Depositories and there is no outstanding payment as on date.

h) **Stock Code of Equity Shares:**

- Trade Symbol at NSE is MIRZAIN.T.
- Stock Code at BSE is 526642.
- ISIN No. for Dematerialization is INE771A01026.



The authority for transmission, transposition and dematerialisation of the Company's shares has been delegated to the Company Secretary and the RTA. The delegated authority generally attends the formalities on weekly basis and as and when required to expedite all such matters and redressal of Investors' grievance, etc., if any. The requests received by the Company / RTA for registration of transmission, transposition and dematerialization are processed by RTA (generally within a week of receipt) and transferred expeditiously and wherever applicable, the share certificate(s) are returned to the shareholder(s) by registered post. As per the requirement of Regulation 40(9) of SEBI LODR Regulations, the half yearly certificates from a Company Secretary in Practice have been obtained for due compliance of share transfer formalities.

- l) Nomination Facility:** Pursuant to Section 72 of the Act, members are entitled to make a nomination in respect of shares held by them. The members holding shares in physical form and desirous of making a nomination are requested to send their requests in Form No. SH-13, pursuant

to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, available on the Company's website at <https://mirza.co.in/shareholders.php?id=stt> or may write to the RTA of the Company. Those holding shares in dematerialized form may contact their respective Depository Participant to avail the nomination facility.

- m) Reconciliation of Share Capital Audit:** The Company get reconciliation of share capital audit done from Practicing Company Secretary in each quarter to reconcile the total admitted capital with National Securities Depository Ltd. ("NSDL") and Central Depository Services (India) Ltd. ("CDSL") and total issued and listed capital. The audit reports confirm that the total issued / paid up capital is in agreement with the total number of equity shares in physical form and the total number of dematerialized shares held with NSDL and CDSL. The Audit Reports for each quarter of the Financial Year 2022-23, have duly been filed with Stock Exchanges within one month of the end of the respective quarter.

- n) Distribution of Shareholding as on March 31, 2023:**

Equity Shares:

Category (Amount) From – To	Shareholders		Equity Shares held	
	Number	% of total no. of Shareholders	Amount	% of Amount
Upto 5,000	73,123	98.15	2,63,95,268	9.55
5,001-10,000	721	0.97	52,97,186	1.92
10,001-20,000	344	0.46	50,49,638	1.83
20,001-30,000	108	0.14	26,99,744	0.98
30,001-40,000	58	0.08	20,87,932	0.75
40,001-50,000	24	0.03	10,88,492	0.39
50,001-1,00,000	57	0.08	40,68,124	1.47
1,00,001 and above	68	0.09	22,97,17,416	83.11
Total	74,503	100.00	27,64,03,800	100.00

- o) Pattern of Shareholding as on March 31, 2023:**

i) Equity Shares:

Sr. No.	Category	No. of Shares	% of Shareholding
1.	Promoters and Promoter Group	9,91,78,541	71.76
2.	Institutional Investors (FIIs, Banks & Mutual Funds)	56,51,023	4.09
3.	NRIs / OCB / Foreign Corporate Bodies / Foreign Portfolio Investors	43,29,711	3.13
4.	Bodies Corporate	20,03,426	1.46
5.	Resident Individuals	2,51,82,135	18.22
6.	Indian Public / Trust / PMS / Others	18,57,064	1.34
	Total	13,82,01,900	100.00

p) Share Dematerialization System: The requests for dematerialization of shares are processed by RTA expeditiously and the confirmation in respect of dematerialization of shares is entered by RTA in the depository system of the respective depositories, by way of electronic entries for dematerialization of shares generally on weekly basis. In case of rejections, the documents are returned under objection to the Depository Participant with a copy to the shareholder and electronic entry for rejection is made by RTA in the Depository System.

Share Capital representing 13,77,83,303 Equity Shares were held in dematerialized form and only 4,18,597 Equity Shares were in physical form.

The shareholders holding shares in physical form are requested to contact any of the Depository Participants in their vicinity to get their shares dematerialized at the earliest, as the Company's shares are required to be compulsorily traded at Stock Exchanges in dematerialized form only.

The Shares of the Company are regularly traded at the NSE and the BSE.

q) Dematerialization of Shares and its liquidity: The Company has been among the few topmost companies in India in which maximum number of shares have been dematerialized. As on March 31, 2023, 99.70% of the Company's total Equity

r) Disclosure of commodity price risks and commodity hedging activities: The Company uses forward contract for hedging the risks.

s) Plant Locations: The plants of the Company are located at various places. The details are as follows:

1	Kanpur- Unnao Link Road, Magarwara, Unnao-209 801	(Unit-1 & Tannery Division)
2	Kanpur- Unnao Link Road, Sahjani, Unnao- 209 801	(Unit-2)
3	Plot No. 1A, Ecotech-1, Extn. 1, Greater Noida – 201 303	(Unit-6)

t) Address for correspondence:

For transfer/dematerialization of shares, payment of dividend and any other query relating to shares	KFin Technologies Limited is the Registrar and Share Transfer Agent (RTA) of the Company. The contact details of the RTA are: KFin Technologies Limited Selenium Tower B, Plot no. 31-32 Gachibowli Financial District, Nanakaramguda, Hyderabad-500 032 Tel: + 91-40-67162222 Fax: + 91-040-23001153 E-mail: einward.ris@kfintech.com
For investors assistance	The Company Secretary, Mirza International Limited A-7, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi - 110 044, India Phone: +91-11-40959500 Email: compliance@mirzaindia.com

u) Credit Rating: The Company has obtained the following credit ratings during the financial year:

Sr. No.	Name of rating Agency	Instrument Type	Rating	Revision, if any
1.	CRISIL Limited	Fund based-Long Term	A- /Watch Developing	Nil
		Fund based-Short Term	A2+ / Watch Developing	Nil
2.	ICRA Limited	Fund based-Long Term	A-	Nil
		Fund based-Working Capital facilities	A-	Nil
		Non-fund based- Working Capital Facilities	A2+	Nil



21. OTHER DISCLOSURES:

- a) **Related Party Transactions:** All transactions entered into with related parties as defined under the Act and Regulation 23 of the SEBI LODR Regulations during the financial year 2022-23 were in the ordinary course of business and on an arm's length basis.

The required statements / disclosures with respect to the related party transactions, if any, as prescribed in SEBI LODR Regulations, are placed before the Audit Committee on regular basis with appropriate disclosures and safeguards being implemented to isolate the conflict. Where required, external expert opinions are sought for Board consideration.

The related party transactions are given in Note No. 30 of the Notes to the Financial Statements for the year ended March 31, 2023 forming part of the Annual Report.

In accordance with Regulation 23 of SEBI LODR Regulations, a policy relating to dealing with Related Party Transactions has been formulated by the Company and available on the website of the Company & can be accessed through the link <https://mirza.co.in/corporate.php?id=po>. The Statements of related party transactions are placed before the Board/ Audit Committee regularly.

- b) **Compliances by the Company:** The Company is in compliant with all the laws applicable to it except during the financial year 2021-22, BSE Limited and National Stock Exchange of India Limited imposed a fine amounting to Rs. 1,59,300/- each for delay in filing of financial results for financial year ending March 31, 2021 under Regulation 33 of Listing Regulations. No other strictures or penalties have been imposed on the Company by either SEBI or Stock Exchanges or any other statutory authority for non-compliance of any matter related to the capital markets during the last three years.
- c) **Vigil Mechanism / Whistle Blower:** The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting instances of illegal or unethical behaviour. The Company has a Vigil Mechanism and has implemented a Vigil Mechanism/ Whistle Blower Policy in the Company in pursuance of Regulation 22 of SEBI LODR Regulations and no personnel has been denied access to the

Audit Committee of the Company. A copy of Vigil Mechanism / Whistle Blower Policy is available on the website of the Company & can be accessed through the link <https://mirza.co.in/corporate.php?id=po>.

- d) **Details of utilization:** During the year, the Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of the Listing Regulations.
- e) **Certification from Company Secretary in Practice:** A certificate has been received from Mr. Debabrata Deb Nath, Partner of M/s. R & D Company Secretaries, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority. The Certificate is annexed as Annexure - II and forms part of this Report.
- f) **Subsidiary Companies:** All subsidiary companies are Board managed with their Board of Directors having the rights and obligations to manage such companies in the best interest of their stakeholders. During the year under review, there was no material subsidiary of the Company.
- The minutes of Board meetings of Indian subsidiary companies are placed at the Board Meeting of the Company and the significant transactions or arrangements entered into by the unlisted subsidiary companies are periodically informed to the Board.
- g) **Disclosure of Accounting Treatment:** The Company has prepared the financial statements for the year in compliance with the Indian Accounting Standards ('Ind-AS') notified by the Ministry of Corporate Affairs. The Significant Accounting Policies applied in preparation of the financial statements as per Ind-AS have been set out in the Notes to financial statements.
- h) **Risk Management:** The Company has a procedure to inform the Board about the risk assessment and minimization procedures. The Company has formulated a Risk Management Policy. The Board of Directors / management periodically reviews the risk management framework of the Company and comes out with strategic risk mitigation measures.

- i) **Fees paid to the Statutory Auditors:** Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to Statutory Auditors of the Company, i.e. M/s. Khamesra Bhatia & Mehrotra, Chartered Accountants (Firm Registration No. 001410C) and other firms in the network entity of which the statutory auditors are a part, during the financial year 2022-23 was as follows:

(Amount in ₹)

Sr. No.	Nature of Services	Amount
1.	Statutory Audit Fee	17,00,000
2.	Tax Audit Fee	1,00,000
3.	Other Fee	30,000
	Total	18,30,000

- j) **Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:** The Company is committed to provide a work environment that ensures every employee is treated with dignity, respect and afforded equal treatment. No complaint has been filed during the financial year 2022-23. The details of the same have also been disclosed in the Directors' Report forming part of the Annual Report.
- k) The web link where policy for determining material subsidiary is disclosed at <https://mirza.co.in/corporate.php?id=po>.
- b) **Non-mandatory requirements:** The status on the compliance with the non-mandatory recommendations/discretionary requirements as specified in Part E of Schedule II to the SEBI LODR Regulations is as under:
- i) **Shareholders' rights:** The quarterly / half-yearly / annual financial results, after they are approved by the Board of Directors, are uploaded electronically on the website of NSE & BSE via NEAPS Portal and BSE Listing Centre respectively, published in the newspapers as mentioned under the heading "Means of Communication" at Sr. No. 8 above and also displayed on the Company's website viz. <https://mirza.co.in/financial.php?id=qr>. The results are not separately circulated to the shareholders.
- ii) **Modified opinion(s) in audit report:** The Company is in the regime of unmodified audit opinion on financial statements.
- iii) **Reporting of Internal Auditors:** The Internal Auditors of the Company report directly to the Audit Committee.
- iv) **Prohibition of Insider Trading:** The Company has instituted a comprehensive Code of Conduct to regulate, monitor and report trading by designated persons and relevant business associates in the securities of the Company, in compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 which is available on the website of the Company viz. <https://mirza.co.in/corporate.php?id=po>. The Code lays down guidelines, which advises them on procedures to be followed and disclosures to be made while dealing with the Shares of the Company.

22. COMPLIANCE WITH MANDATORY REQUIREMENTS AND ADOPTION OF NON-MANDATORY REQUIREMENTS

- a) **Mandatory requirements:** The Company has complied with all mandatory requirements of the SEBI LODR Regulations with regard to corporate governance. The Company has complied with the mandatory requirements of corporate governance as stipulated under Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) of the SEBI LODR Regulations for the financial year ended March 31, 2023.



23. Disclosure of the compliance with corporate governance requirements as specified in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) of SEBI LODR Regulations

Sr. No.	Regulation No.	Particulars	Compliance Status (Yes or No)
1.	17	Board of Directors	Yes
2.	17A	Maximum Number of directorship	Yes
3.	18	Audit Committee	Yes
4.	19	Nomination and Remuneration Committee	Yes
5.	20	Stakeholders Relationship Committee	Yes
6.	21	Risk Management Committee	Yes
7.	22	Vigil Mechanism	Yes
8.	23	Related Party Transactions	Yes
9.	24	Corporate Governance requirements with respect to subsidiaries	Yes
10.	24A	Secretarial Audit	Yes
11.	25	Obligations with respect to Independent Directors	Yes
12.	26	Obligations with respect to employees including senior management, key managerial persons, directors and promoters	Yes
13.	27	Other Corporate Governance requirements	Yes
14.	46(2)(b) to (i)	Website	Yes

24. CEO/CFO CERTIFICATION

The Managing Director and Chief Financial Officer have certified, in terms of Regulation 17(8) read with Part B of Schedule II of the SEBI LODR Regulations, to the Board that the Financial Statements present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards. The said certification of the Financial Statements, internal control and the Cash Flow Statement for the financial year 2022-23 is annexed as Annexure - III and forms part of this Report. The Managing Director and Chief Financial Officer also give quarterly certificate on the financial results while placing the same before the Board in terms of the Regulation 33(2) of the SEBI LODR Regulations.

For Mirza International Limited

Place: New Delhi
Dated: August 12, 2023

Tauseef Ahmad Mirza
Managing Director

ANNEXURE - I

DECLARATION ON CODE OF CONDUCT

To
The Members of Mirza International Limited

I hereby declare that all the Board Members and the Senior Management Personnel of the Company have affirmed the compliance with the provisions of the Code of Conduct for the financial year ended March 31, 2023.

For Mirza International Limited

Place: New Delhi
Dated: May 27, 2023

Tauseef Ahmad Mirza
Managing Director



ANNEXURE - II

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Part C Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members
Mirza International Limited
Regd. Office: 14/6, Civil Lines
Kanpur-208001, Uttar Pradesh

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Mirza International Limited, a company having CIN L19129UP1979PLC004821 and registered office at 14/6, Civil Lines Kanpur-208001, Uttar Pradesh (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with the Regulation 34(3) read with Schedule V Part C, Clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Director Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2023, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1.	Mr. Shahid Ahmad	00048990	06.09.1979
2.	Mr. Rashid Ahmed Mirza	00049009	05.09.1979
3.	Mr. Tauseef Ahmad Mirza	00049037	06.09.1989
4.	Mr. Tasneef Ahmad Mirza	00049066	01.01.1997
5.	Mr. Narendra Prasad Upadhyaya	00049196	01.04.1997
6.	Mr. Yashvir Singh	00049360	08.07.1994
7.	Mr. Qazi Noorus Salam	00051645	08.07.1994
8.	Mr. Sudhindra Kumar Jain	00189602	30.07.2008
9.	Mr. Sanjay Bhalla	00699901	09.08.2019
10.	Mr. Shuja Mirza	01453110	01.06.2019
11.	Mr. Sanjiv Gupta	02240256	12.11.2019
12.	Ms. Saumya Srivastava	08206547	09.08.2019

Ensuring the eligibility for the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **R & D**
Company Secretaries

Debabrata Deb Nath

Partner

FCS No.: 7775; C.P No.:8612

UDIN: F007775E000656676

Peer Review Certificate no.1403/2021

Unique Identification No. P2005DE011200

Date: July 21, 2023
Place: Delhi

ANNEXURE - III

CERTIFICATE FROM MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER

[Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Board of Directors,
Mirza International Limited

We do hereby confirm and certify that:

- a) We have reviewed financial statements and the cash flow statement for the financial year ended March 31, 2023 and that, to the best of our knowledge and belief:
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and
 - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee deficiencies in the design or operation of such internal controls, if any, of which we are aware of and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
 - i) there are no significant changes in internal control over financial reporting during the year;
 - ii) there are no significant changes in accounting policies during the year; and
 - iii) there has not been any instance, during the year, of significant fraud of which we had become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Mirza International Limited

Place: New Delhi
Dated: May 27, 2023

Tauseef Ahmad Mirza
Managing Director

V. T. Cherian
Chief Financial Officer



COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members
Mirza International Limited
Regd. Office: 14/6, Civil Lines
Kanpur-208001, Uttar Pradesh

We have examined the compliance of conditions of Corporate Governance by Mirza International Limited, for the year ended on 31st March 2023, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and Paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI LODR Regulations during the year ended on 31st March 2023.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **R & D**
Company Secretaries

Debabrata Deb Nath

Partner

FCS No.: 7775; C.P No.: 8612

UDIN: F007775E000656676

Peer Review Certificate no.1403/2021

Unique Identification No. P2005DE01120

Date: July 21, 2023
Place: Delhi

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

SECTION A : GENERAL DISCLOSURES

I. Details of listed entity

1. **Corporate Identity Number (CIN) of the Company:** L19129UP1979PLC004821
2. **Name of the Company:** Mirza International Limited
3. **Year of Incorporation:** 1979
4. **Registered Office Address:** 14/6, Civil Lines, Kanpur 208 001
5. **Corporate Address:** A-7, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi 110 044
6. **Email:** compliance@mirzaindia.com
7. **Telephone:** 011-40959500
8. **Website:** www.mirza.co.in
9. **Financial Year (FY) for which reporting is being done:** 2022-23
10. **Name of the Stock Exchange(s) where shares are listed:** BSE Limited (BSE), National Stock Exchange of India Limited (NSE)
11. **Paid-up Capital:** ₹ 27,64,03,800
12. **Name and contact details (telephone, e-mail address) of the person who may be contacted in case of any queries on the BRSR report:** **Name:** Mr. V. T. Cherian / Ms. Harshita Nagar, Telephone: 011.409.59500
E-mail Id: compliance@mirzaindia.com
13. **Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).**

Mirza International Limited (Standalone basis). Thus all the data reported in this report pertains to MIL Standalone entity. For coverage of plant locations, refer Corporate Governance Report of Integrated Annual Report FY 2022-23).

II. Products/ Services

14. Details of business activities (accounting for 90% of the entity's turnover):

Sr. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Leather and Leather Product	Manufacturing and Trading of Leather and Leather Product	100%

15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

Sr. No.	Product / Service	NIC Code	% of total Turnover contributed
1.	Manufacturing of Leather and Footwear	15112, 15113, 15115, 15119	78.80%
2.	Trading of Footwear	15209, 47713	21.20%

**III. Operations****16. Number of locations where plants and/ or operations/ offices of the entity are situated:**

Location	Number of plants	Number of offices	Total
National	4	2	6
International	0	0	0

17. Markets served by the entity:**a. Number of locations**

Locations	Number
National	5
International	23

b. What is the contribution of exports as a percentage of the total turnover of the entity?

83.91%

c. A brief on types of customers

Mirza International is acknowledged as a global destination for finished leather and leather footwear. We serve the products to End User and Reseller/Traders.

IV. Employees**18. Details as at the end of Financial Year:****a. Employees and workers (including differently abled):**

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
Employees						
1.	Permanent (D)	492	480	97.56%	12	2.44%
2.	Other Than Permanent (E)	70	68	97.14%	2	2.86%
3.	Total permanent employees (D + E)	562	548	97.51%	14	2.49%
Workers						
4.	Permanent (F)	1176	1153	98.04%	23	1.96%
5.	Other Than Permanent (G)	-	-	-	-	-
6.	Total Employees (F+G)	1176	1153	98.04%	23	1.96%

b. Differently abled Employees and workers:

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
Differently Abled Employees						
1.	Permanent (D)	Nil	Nil	Nil	Nil	Nil
2.	Other Than Permanent (E)	Nil	Nil	Nil	Nil	Nil
3.	Total differently abled employees (D + E)	Nil	Nil	Nil	Nil	Nil
Differently Abled Workers						
4.	Permanent (F)	Nil	Nil	Nil	Nil	Nil
5.	Other Than Permanent (G)	Nil	Nil	Nil	Nil	Nil
6.	Total differently abled workers (F + G)	Nil	Nil	Nil	Nil	Nil

19. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B/A)
Board of Directors	12	1	8.33%
Key Management Personnel	2	1	50%

20. Turnover rate for permanent employees and workers

	FY 2022-23			FY 2021-22			FY 2020-21		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	480	12	492	2,334	75	2,409	2,684	90	2,774
Permanent Workers	1,153	23	1,176	2,669	371	3,040	2,904	343	3,247

V. Holding, Subsidiary and Associate Companies (including joint ventures)

21. (a) Names of holding / subsidiary / associate companies / joint ventures

Sr. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	T N S Hotels And Resorts Private Limited	Subsidiary	100%	No. The BRSR is for MIL standalone only.
2.	RTS Fashion Limited	Subsidiary	100%	
3.	Mirza (U.K.) Limited	Subsidiary	100%	

VI. CSR Details

22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes

(ii) Turnover (₹ in Lakhs): 62,705.69

(iii) Net worth (₹ in Lakhs): 45,521.33

VII. Transparency and Disclosures Compliances

23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2022-23			FY 2021-22		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	The Company has both formal and informal channels of engaging with the communities. All the community grievances are received through the respective manufacturing site Corporate Affairs Team and these are appropriately addressed through both the local and corporate level leadership teams.	Nil	Nil	-	Nil	Nil	-



Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2022-23			FY 2021-22		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Investors (other than shareholders)	The Company has a designated Email-ID: info@mirzaindia.com for investors to enable them to raise their grievances.	Nil	Nil	-	Nil	Nil	-
Shareholders	The Company has a designated Email-ID: compliance@mirzaindia.com for shareholders to enable them to raise their grievances.	111	Nil	-	50	Nil	-
Employees and Workers	All employee grievances are addressed appropriately through multiple channels.	Nil	Nil	-	Nil	Nil	-
Customers	The Company has a designated Email-ID: marketing@mirzaindia.com for shareholders to enable them to raise their grievances.	-	-	-	6,112	Nil	-
Value Chain Partners	Purchase Orders/ Contracts provide dispute resolution mechanism, which stipulates meeting between higher management teams of both sides to resolve the disputes. Vigil Mechanism and Whistle-Blower Policy are available on the MIL website	Nil	Nil	-	Nil	Nil	-

24. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format.

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Regulatory Compliance	Risk	Failure to comply with rapidly changing regulatory requirements can result in adverse impact for the Company and erode stakeholders' trust. Evolving environmental and social regulations present a risk of potential non-compliance which, if not met, can result in fines, penalties and adverse impact on brand reputation.	The Company is committed to promote a culture of compliance within the organisation supported by a zero-tolerance policy and has a robust set of environmental, social and governance related policies in place. Disciplinary procedures have been defined and measures are undertaken such as training and awareness generation on Company's Code of Conduct to prevent incidents of non-compliance. Regulatory compliances across businesses are monitored at defined frequencies, including annual third-party audits to identify and correct any non-conformities.	Negative
2.	Health and Safety	Risk	The Company is engaged in manufacturing of leather and leather products. Owing to the nature of operations, health and safety is identified as a potential risk.	Health and Safety is one of the key priorities for MIL. The Company is committed to strengthen health and safety systems and processes for preventing any safety incidents. Safety, Health and well-being programmes and trainings are organized for entire workforce.	Negative
3.	Water and Waste effluents	Risk	The waste effluent released from the processing of leather at our tannery, may have potential risk.	We have implemented sustainable practices at our tannery which is recognised as amongst the most modernised and largest tanneries in India. By using high-quality tanning drums, we have been able to save a substantial amount of water and reduce energy consumption. The effluent treatment plant of 1.65 MLD capacity also ensures efficient effluent collection and 100% recovery of chrome, an effluent that if released can cause health hazards.	Negative



Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
				The exhaust chromeli liquor is processed, sludge is recovered and subsequently sold to authorised chemical vendors to prevent groundwater contamination. The released wastewater is then treated before it is discharged while chrome and other solid waste matter are disposed of in an environmentally safe and efficient manner.	
4.	Energy Efficiency	Opportunity	India has witnessed a rapid growth in green infrastructure driven by Government led policies, incentives and targeted initiatives. Similar trends are observed with several international standards, showing inclination towards sustainable urban infrastructure and energy efficient buildings.	The Company believes in conservation of energy. Thus, installation of energy efficient LED lights by replacing high energy consuming lights. Increasing the awareness of energy saving within the organization to avoid the wastage of energy and Continuously monitoring the energy parameters such as maximum demand, power factor, load factor on regular basis. The Company has installed solar plants with a capacity of 3,750 KW at our plant locations that generate an average of 14,500 units of electricity each day.	Positive

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
b. Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
c. Web Link of the Policies, if available	https://mirza.co.in/corporate.php?id=po								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4. Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle	The policies are based on NGRBC-guidelines, in addition to conformance to the spirit of international standards like ISO 9000, ISO 14000, UNGC guidelines and principles.								

- | | |
|---|--|
| 5. Specific commitments, goals and targets set by the entity with defined timelines, if any. | The Company is committed to save a substantial amount of water and reduce energy consumption. The effluent treatment plant of 1.65 MLD capacity also ensures efficient effluent collection and 100% recovery of chrome, an effluent that if released can cause health hazards. The exhaust chromeli liquor is processed, sludge is recovered and subsequently sold to authorised chemical vendors to prevent groundwater contamination. The released wastewater is then treated before it is discharged while chrome and other solid waste matter are disposed of in an environmentally safe and efficient manner. |
| 6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met. | The Company has made significant progress during the reporting period towards achieving the targets. |

Governance, leadership and oversight

- | | |
|---|--|
| 7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure) | <p>At Mirza International, caring for the environment and setting new benchmarks as an environmentally-responsible company are imprinted in our DNA. The focus on the 3Rs – reduce, reuse, and recycle – indicates Mirza International's proactive approach to minimising waste and conserving resources. Our tannery has been rated by the LWG (Leather Working Group). LWG promotes sustainable business practices in the leather industry. This rating reflects our adherence to sustainable guidelines and benchmarks.</p> |
| 8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies). | <p>Mr. Tauseef Ahmad Mirza
Managing Director
DIN: 00049037</p> |
| 9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details. | <p>At Mirza, 2 Board Committees are responsible for decision making on sustainability related issues:</p> <p>Risk Management Committee
Mr. Tauseef Ahmad Mirza
Mr. Sanjay Bhalla
Mr. Sanjiv Gupta
Mr. V. T. Cherian</p> <p>Corporate Social Responsibility Committee
Mr. Tauseef Ahmad Mirza
Mr. Tasneef Ahmad Mirza
Mr. Nirmal Sahijwani
Mr. Sanjiv Gupta</p> |

10. Details of Review of NGRBCs by the Company:

Subject for review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)									
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9	
Performance against above policies and follow up action	Y	Y	Y	Y	Y	Y	Y	Y	Y										Quarterly
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Y	Y	Y	Y	Y	Y	Y	Y	Y										Quarterly



11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9
	N	N	N	N	N	N	N	N	N

12. If answer to question (1) above is “No” i.e. not all Principles are covered by a policy, reasons to be stated: N.A.

Question	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)									
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

N.A.

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1: Businesses should conduct and govern themselves with integrity and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the Principles during the FY:

Segment	Total number of training and awareness programmes held	Topics/ principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors (BoDs)	6	<ul style="list-style-type: none"> Regulatory Updates, Risk Management and Business Development 	100%
Key Managerial Personnel (KMPs)	3	<ul style="list-style-type: none"> MIL Code of Conduct Prevention of Sexual Harassment at Workplace SEBI (Prohibition of Insider Trading) Regulations, 2015 	100%
Employees other than BoDs & KMPs	5	<ul style="list-style-type: none"> MIL Code of Conduct. Prevention of Sexual Harassment at Workplace Health, Safety, Security and Environment Environment Management Awareness on Standard Operating Procedures for safety Electrical Safet Emergency Response Management. Safety Hazard Identification and Risk Assessment 	100%
Workers	5	<ul style="list-style-type: none"> Prevention of Sexual Harassment at Workplace Health, Safety, Security and Environment Environment Management Awareness on Standard Operating Procedures for safety Electrical Safety Emergency Response Management Safety Hazard Identification and Risk Assessment 	100%

2. Details of fines/ penalties/ punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by Directors/ KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the FY, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
Category	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Y/ N)
Penalty/ Fine	Nil	-	Nil		
Settlement	Nil	-	Nil		N.A.
Compounding fee	Nil	-	Nil		

Non-Monetary					
Category	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Y/ N)
Imprisonment	Nil	-	Nil		N.A.
Punishment	Nil	-	Nil		

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
	N.A.

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy. The Company's policies on Ethics, Transparency and Accountability along with the Code of Conduct, is applicable to all individuals working in the Company and its subsidiaries. For the foreign subsidiary, the code is applicable in line with the local requirements prevailing in the country of operation. The Company encourages its business partners to follow the code. The Anti-Corruption and Anti-Bribery Policy forms part of Company's Code of Conduct and Business Responsibility and Sustainability Policy. <https://mirza.co.in/corporate.php?id=cc>
5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY 2022-23	FY 2021-22
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	Nil	Nil

6. Details of complaints with regard to conflict of interest:

	FY 2022-23		FY 2021-22	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	-	Nil	-
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	-	Nil	-

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest. N.A.

**Leadership Indicators****1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:**

Total number of awareness programmes held	Topics / principles covered under the training	%age of value chain partners covered (by value of business done with such partners) under the awareness programmes
4	<ul style="list-style-type: none"> Health, Safety, Security and Environment; Awareness on Standard Operating Procedures for safety; Safety Management System Framework; Electrical Safety; Energy Management; Environment Management. 	80%

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same.

The Board of Directors of the Company confirm compliance of Code of Conduct wherein affirmation is also obtained to avoid conducting the Company's business with a relative, or with a business in which a relative of a Director is associated in any significant role. Further, the Company's Policy on Related Party Transactions lays down the procedures to be followed for identification, approval and disclosure of all transactions between the Company and related parties. The Policy prohibits any Director who may have a potential conflict of interest in any Related Party Transaction, to participate in discussions or vote on such transactions.

PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe Essential Indicators**1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	FY 2022-23	FY 2021-22	Details of improvements in environmental and social impacts
R & D	9.07%	3.09%	Investment in R&D and CAPEX projects like development of high productivity catalyst, installation of solar plants to further reduce and save power energy, sustainability and environmental protection.
Capex	90.93%	96.91%	

R&D & CAPEX INVESTMENTS

For FY 2022-23 – ₹ 44,30,10,701

For FY 2021-22 – ₹ 85,48,22,061

- a. Does the entity have procedures in place for sustainable sourcing? (Yes/No) Yes.
- b. If yes, what percentage of inputs were sourced sustainably? The Company keeps the integration of Social, Ethical and Environmental performance factors for selection of suppliers including transportation. While processing rubber compound, the rejected rubber material are used. It becomes perennial substance. The Company has also established an internal mechanism for continual improvement process towards sustainable excellence and has taken adequate steps for safe transportation, which improves manufacturing system of the Company. The use of appropriate mode of transportation is a continuous part of effective supply chain mechanism and the Company endeavour to reduce transport related environmental impact is an ongoing process. Also, we are trying to work with the vendors registered under GRS to ensure sustainable sourcing for some of our components.

2. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

The Company has a proper mechanism to recycle products and waste. The Company has agreement and valid licence from Bharat Oil Waste Management for safe environment and scientific disposal of waste. 5% of recycling of products and waste are taking place. Company is RCS certified and it claims 5% of recycled materials on their products. Also, the following are the percentages for recycling specific products:

Soles: from 5% to 15%, Paper and Packaging waste: around 3%

Further, the nearby vendors collect back these waste and they process to make pulp for papers. We have a mechanism to recycle products and waste. The TPR waste that is collected after injecting a batch of soles, is mixed in with the next batch. This is our in-house recycling of TPR and reduces the consumption (we mix around 10% of the recycled TPR). We are currently in the process of obtaining the GRS (Global Recycled Standards) certification which will certify that our product is made of minimum 20% recycled materials. We are in the process of sourcing sustainable materials as well like laces, linings, toe puff and counters.

3. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Yes, the waste collection is in line with the EPR.

Leadership Indicators

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format? The Company has not yet conducted LCA for its product

NIC Code	Name of Product / Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective/ Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/ No) If yes, provide the web-link
N.A.					

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

Name of Product / Service	Description of the risk / concern	Action Taken
N.A.		

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate input material	Recycled or re-used input material to total material	
	FY 2022-23	FY 2021-22
Soles	5% to 15%	5% to 15%
Paper and Packaging material	3%	3%



4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	FY 2022-23			FY 2021-22		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	N.A.			N.A.		
E-waste						
Hazardous waste						
Other waste						

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
	N.A.

PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1. a. Details of measures for the well-being of employees:

Category	Total (A)	Health Insurance		Accident Insurance		Maternity benefits		Paternity benefits		Day care facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
Permanent Employees											
Male	480	480	100%	480	100%	Nil	-	Nil	-	Nil	-
Female	12	12	100%	12	100%	Nil	-	Nil	-	Nil	-
Total	492	492	100%	492	100%	Nil	-	Nil	-	Nil	-
Other than Permanent Employees											
Male	68	68	100%	68	100%	Nil	-	Nil	-	Nil	-
Female	2	2	100%	2	100%	Nil	-	Nil	-	Nil	-
Total	70	70	100%	70	100%	Nil	-	Nil	-	Nil	-

- b. Details of measures for the well-being of workers:

Category	Total (A)	Health Insurance		Accident Insurance		Maternity benefits		Paternity benefits		Day care facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
Permanent workers											
Male	1153	1153	100%	Nil	-	Nil	-	Nil	-	Nil	-
Female	23	23	100%	Nil	-	Nil	-	Nil	-	Nil	-
Total	1176	1176	100%	Nil	-	Nil	-	Nil	-	Nil	-
Other than Permanent workers											
Male	-	Nil	-	Nil	-	Nil	-	Nil	-	Nil	-
Female	-	Nil	-	Nil	-	Nil	-	Nil	-	Nil	-
Total	-	Nil	-	Nil	-	Nil	-	Nil	-	Nil	-

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 2022-23			FY 2021-22		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
P.F.	275	983	Y	562	1,435	Y
Gratuity	562	1,176	Y	2,409	2,409	Y
ESI	15	1,295	Y	850	1,247	Y

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard. Yes.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy. N.A.

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent Employees		Permanent Workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	N.A.		N.A.	
Female	100%	100%	100%	100%
Total	100%	100%	100%	100%

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	The Company has mechanism for the workers to report their grievances to HR Business Partners assigned to each worker.
Other than Permanent Workers	N.A.
Permanent Employees	Yes, the Company has a Whistle Blower Policy, that provides a formal mechanism for all employees to report any concerns or grievances to the Whistle Blower Committee. The policy aims to ensure that employees are able to report instances of unethical/ improper conduct, as well as any grievances for appropriate corrective actions. Through this policy, the Company provides the necessary safeguards to all employees for making disclosures in good faith, without any fear of retaliation. Additionally, employees can report their grievances to HR Business Partners assigned to each employee.
Other than Permanent Employees	N.A.

**7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:**

As on 31 March 2023, none of the employees/workers of MIL were part of any worker association(s) or union(s).

Category	FY 2022-23			FY 2021-22		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D / C)
Total Permanent Employees	Nil	Nil	Nil	Nil	Nil	Nil
Male	Nil	Nil	Nil	Nil	Nil	Nil
Female	Nil	Nil	Nil	Nil	Nil	Nil
Total Permanent Workers	Nil	Nil	Nil	Nil	Nil	Nil
Male	Nil	Nil	Nil	Nil	Nil	Nil
Female	Nil	Nil	Nil	Nil	Nil	Nil

8. Details of training given to employees and workers:

Category	FY 2022-23					FY 2021-22				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (B / A)		No. (E)	% (E / A)	No. (F)	% (F / A)
Employees										
Male	548	548	100%	548	100%	2334	2334	100%	2334	100%
Female	14	14	100%	14	100%	75	75	100%	75	100%
Total	562	562	100%	562	100%	2,409	2,409	100%	2,409	100%
Workers										
Male	1,153	1,153	100%	1,153	100%	2,669	2,669	100%	2,669	100%
Female	23	23	100%	23	100%	371	371	100%	371	100%
Total	1,176	1,176	100%	1,176	100%	3,040	3,040	100%	3,040	100%

9. Details of performance and career development reviews of employees and worker:

Category	FY 2022-23			FY 2021-22		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D/CA)
Employees						
Male	548	548	100%	2334	2334	100%
Female	14	14	100%	75	75	100%
Total	562	562	100%	2,409	2,409	100%
Workers						
Male	1,153	1,153	100%	2,669	2,669	100%
Female	23	23	100%	371	371	100%
Total	1,176	1,176	100%	3,040	3,040	100%

10. Health and safety management system:

- a. **Whether an occupational health and safety management system has been implemented by the entity?** (Yes/ No). If yes, the coverage such system? The Company has implemented health and safety management system across the organisation.
- b. **What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?** The Company has a well-developed group wide procedure for identification of work-related hazards, on routine and non-routine basis, as defined by its Management System Framework (MSF). Identification of safety related hazards is the responsibility at all levels of leadership in their respective areas of responsibility. Health and safety audits are conducted for the manufacturing units by independent agencies. Risk assessments are reviewed on a yearly basis for any incidents reported, or based on enforcement agency, insurers or auditor's requirement, request received from the safety committee, any changes/ modifications made to the process or safety standards or legal requirement. Recommendations are implemented across the business units to prevent recurrence of similar incidents.
- c. **Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)** Yes. The Company has a well-defined Standard Operating Procedure (SOP) for incident reporting, classification and investigation for any incidents related to health and safety. This process allows employees to report any work-related hazards and outlines the mechanism for recording and investigating an incident, recommending corrective and preventive actions and to communicate the lessons learned to prevent recurrence of similar incidents.
- d. **Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No).** Yes, the Company provides access to non-occupational medical and healthcare services to employees, such as:
- Medical camps are organised in collaboration with healthcare providers;
 - Trainings are organized periodically through HR facilitations on promoting good health and well-being
 - Medical checkup at Mirza Charitable Hospital Limited

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2022-23	FY 2021-22
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil	Nil
	Workers	Nil	Nil
Total recordable work-related injuries	Employees	Nil	Nil
	Workers	1	1
No. of fatalities	Employees	Nil	Nil
	Workers	Nil	Nil
High consequence work-related injury or ill-health (excluding fatalities)	Employees	Nil	Nil
	Workers	Nil	Nil

12. Describe the measures taken by the entity to ensure a safe and healthy work place.

The Company upholds health, safety and security as a core value in the conduct of its business and is committed to creating a zero-harm workplace. MIL's commitment to health and safety is reinforced by its Occupational Health and Safety Policy. The policy is applicable to entire operations including all employees as well as contractors.

13. Number of Complaints on the following made by employees and workers:

	FY 2022-23			FY 2021-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	Nil	Nil	-	Nil	Nil	-
Health & Safety	Nil	Nil	-	Nil	Nil	-

**14. Assessments for the year:**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working Conditions	100%

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.: The Company is committed to ensure safety of its employees, and take necessary actions whenever possible.

There were no major safety related incidents or concerns arising from health and safety assessments. However, there were a few near miss incidents and first aid cases which were investigated and closed with necessary Corrective and Preventive Actions.

Leadership Indicators**1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N). Yes****2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.** Deposit of statutory dues and filling of returns are done and cross-checked by the Company system with data available on government portals. In case of any deficiency / mismatch, the respective team takes up the issue for review and corrections.**3. Provide the number of employees / workers having suffered high consequence work- related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:**

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2022-23	FY 2021-22	FY 2022-23	FY 2021-22
Employees	Nil	Nil	Nil	Nil
Workers	Nil	Nil	Nil	Nil

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)

No

5. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	100%
Working Conditions	100%

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

The Company has a robust internal audit process in line with the internal Health and Safety Management System Framework (MSF) and it covers all construction projects, operational buildings and other facilities in the business. All observations and non-conformances are properly recorded and notified for closeout.

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders**Essential Indicators****1. Describe the processes for identifying key stakeholder groups of the entity.**

At Mirza, stakeholder engagement is an integral part of its operations. The Company's objective is to create long-term sustainable value for all the stakeholders associated with its business, including investors, employees, customers, suppliers and business partners, Government and communities. To this end, it is vital for MIL to develop an understanding of the stakeholders' needs, concerns and expectations. MIL strives to achieve this through effective collaboration and regular interaction with all its key stakeholder groups.

During stakeholder identification stage, we consider the Company's positive and negative impacts and which stakeholder groups are either affected by or interested in the same. In the next stage, we prioritise the stakeholder groups that can significantly influence the Company's decision-making process and its operations. We have identified external and internal stakeholders group. Our key external stakeholders include shareholders/ investors, government regulators, customers, local communities, suppliers, and NGOs (Non-Government Organisation), while our key internal stakeholders are comprised of our employees, contractual employees and senior management.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Employee	No	Emails, SMS, Meetings, Surveys, Feedback, Letters, Website	Ongoing, Need-Based	<ul style="list-style-type: none"> To understand employee needs and opinions To keep employees informed about the organisation's plans and procedures
Investors	No	Stock exchange intimations Newspapers, Investor presentations, emails, SMS and Website, Annual Report, Chairman's speech, NSE Electronic Application Processing System (NEAPS), BSE Listing Centre, SEBI Complaints Redress System (SCORES)	Annually, Monthly, Quarterly, Need based, Real-time	<ul style="list-style-type: none"> To keep investors updated about the organisations performance and other corporate developments Collate queries and feedback from investors to understand their requirements.
Customers	No	Emails, Phone Calls, Meetings, Surveys, Web Portals, Newspapers	Annually, Monthly, Need-based, Real-time	<ul style="list-style-type: none"> To provide better service to customers and address their commercial and technical issues To sync MIL's plans with customer growth plans Respond to customer demands and expectations Improve customer experience, product and service quality



Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Suppliers	No	Meetings, Annual Reports or Compliance Filings	Real-time, Need-based	<ul style="list-style-type: none"> To improve service levels from the suppliers and address their commercial issues
Communities	Yes	Meetings, Field visits by programme teams,	Quarterly, Ongoing	<ul style="list-style-type: none"> Need Assessment Project planning Training and Capacity building Monitoring, reviews and learning
Government & Regulatory Authorities	No	Website / portal, Emails, Filings	Need-based including calendar-based compliances - quarterly, half-yearly, annually	<ul style="list-style-type: none"> To ensure compliance and seek approval wherever necessary

Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

The Board of Directors (BOD) through its various committees obtains feedback as well as oversees the implementation of ESG initiatives and performance.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

Yes, MIL periodically undertakes consultation with key stakeholder groups as part of the materiality assessment exercise. As part of this exercise, consultation is carried out with key stakeholders to seek their feedback for identifying and prioritizing material ESG issues and incorporate their concerns and expectations in the materiality assessment. Therefore, feedback received through stakeholder consultation is analysed to prioritise the ESG issues significant for business.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.

MIL engages with vulnerable and marginalized communities through its social arm – Mirza Foundation and Mirza Charitable Hospital Limited. These social arms periodically undertake need assessment to identify the needs of communities around its area of operations to design CSR and community development programmes. Further, it regularly engages with marginalised communities as part of its programmes to understand their concerns and assess the impact of its interventions, to further strengthen the programmes. Underprivileged communities residing around in the area of operations often lack access to basic healthcare facilities. MIL is therefore, undertaking several initiatives to provide affordable and accessible healthcare services to the marginalised groups such as construction workers, daily wage earners, slum dwellers and underprivileged, in partnership with organizations having domain expertise. As part of these interventions, MIL has organized health camps in various locations in Unnao, Kanpur.

PRINCIPLE 5 Businesses should respect and promote human rights**Essential Indicators**

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2022-23			FY 2021-22		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees / workers covered (D)	% (D/C)
Employee						
Permanent	492	492	100%	118	118	100%
Other than Permanent	70	70	100%	Nil	Nil	Nil
Total employee	562	562	100%	118	118	100%
Worker						
Permanent	1176	1176	100%	584	584	100%
Other than Permanent	-	-	100%	430	430	100%
Total workers	1176	1176	100%	Nil	1014	100%

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2022-23					FY 2021-22				
	Total (A)	Equal to minimum wages		More than minimum wages		Total (D)	Equal to minimum wages		More than minimum wages	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/A)	No. (F)	% (F/A)
Employees										
Permanent	492	0	0	492	100%	2,409	0	0	2,409	100%
Male	480	0	0	480	100%	2,334	0	0	2,334	100%
Female	12	0	0	12	100%	75	0	0	75	100%
Other than Permanent	70	0	0	70	100%	102	0	0	102	100%
Male	68	0	0	68	100%	97	0	0	97	100%
Female	2	0	0	2	100%	5	0	0	5	100%
Workers										
Permanent	1176	0	0	1176	100%	3,040	0	0	3,040	100%
Male	1153	0	0	1153	100%	2,669	0	0	2,669	100%
Female	23	0	0	23	100%	3,71	0	0	3,71	100%
Other than Permanent										
Male	-	0	0	-	100%	-	0	0	-	100%
Female	-	0	0	-	100%	-	0	0	-	100%

3. Details of remuneration/salary/wages, in the following format:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category (₹ In Crores per annum)	Number	Median remuneration/ salary/ wages of respective category (₹ in Crores per annum)
Board of Directors (BoD)	11	9.45	1	0.00
Key Managerial Personnel	1	0.37	1	0.10
Employees other than BoD and KMP	480	13.08	12	0.71
Workers	1,153	15.17	23	0.70



4. **Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)** The Company has an Internal Complaints Committee (ICC) that is responsible for addressing any incidents and complaints related to sexual harassment.

5. **Describe the internal mechanisms in place to redress grievances related to human rights issues.**

The Company has a formal mechanism that allows for reporting and remediation of all human rights related issues through its Whistle Blower Policy. This allows all stakeholders including employees, suppliers, customers and vendors to report any human right-related concerns. Through this mechanism, the Company provides the necessary safeguards to all complainants for making disclosures in good faith. All violations are dealt with utmost seriousness and confidentiality. Substantiated violations lead to disciplinary actions depending upon severity of the violation and may include warning, penalties, legal action and even termination of employees and business contracts. In addition, the Company has an ICC that is responsible for addressing any incidents and complaints related to sexual harassment. All such incidents can be reported to the ICC as per the process defined in Company's Policy on Prevention of Sexual Harassment.

6. **Number of Complaints on the following made by employees and workers:**

	FY 2022-23			FY 2021-22		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Sexual Harrasment	Nil	Nil	-	Nil	Nil	-
Discrimination at workplace	Nil	Nil	-	Nil	Nil	-
Child Labour	Nil	Nil	-	Nil	Nil	-
Forced Labour/Involuntary Labour	Nil	Nil	-	Nil	Nil	-
Wages	Nil	Nil	-	Nil	Nil	-
Other human rights related issues	Nil	Nil	-	Nil	Nil	-

7. **Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

Company's Whistle Blower Policy allows employees, contractors and vendors to report any human rights related concerns or complaints without fear of retaliation. The policy provides necessary safeguards to all complainants for making disclosures in good faith, through specific guidelines to ensure the protection of the complainant:

- The identity of the complainant is kept confidential at all times, except during the course of any legal proceedings, where a disclosure/ statement is required to be filed to meet the specific requirement of Statutory Bodies,
- The Company, as a policy, strongly condemns any kind of discrimination, harassment or any other unfair employment practice being adopted against the complainant and full protection is granted to him/ her against any reprisal including but not limited to:
 - i. Unfair employment practices such as threat or intimidation of termination/ suspension of services;
 - ii. Disciplinary action including transfer, demotion, refusal of promotion; and
 - iii. Direct or indirect abuse of authority to obstruct the complainant's right to continue performance of his duties during routine daily operations.

8. **Do human rights requirements form part of your business agreements and contracts? (Yes/No)-** Yes.

9. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced/ involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%

10. Provide details of any corrective actions taken or underway to address significant risks/ concerns arising from the assessments at Question 9 above.

No significant risks or concerns were identified from assessments on human rights related issues.

Leadership Indicators**1. Details of a business process being modified/ introduced as a result of addressing human rights grievances/ complaints.**

There have been no significant human rights related concerns or grievances. However, the Company has strengthened its procedures to address any potential human rights related risks in owned operations and in the value chain. The Company has a General Conditions of Contract/ Supplier Code of Conduct with human rights related guidelines for all value chain partners, (including suppliers, contractors, vendors, service providers and other business partners). Further, the critical suppliers including contractors engaged in construction of its portfolio, are evaluated on their employment practices, to prevent any potential human rights issues or violations in its supply chain.

2. Details of the scope and coverage of any Human rights due diligence conducted.

The Company internally monitors compliances to all relevant laws and policies pertaining to human rights issues, across entire operations. Further, annual audits are conducted through external agencies, covering entire operations, including third party review of its employment practices and assessing compliance to all labour law requirements. This helps in identification of any potential human rights related risks or impacts, which are then addressed with suitable corrective actions and progress on the same is closely monitored.

3. Is the premise/ office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

The premises/ offices of Company are accessible to differently abled individuals, as per the requirements of the Rights of Persons with Disabilities Act, 2016. The Company has thoroughly implemented various measures to ensure accessibility, safety and convenience for persons with disability in all of its new offices/ premises. Further, requisite steps are being undertaken in its existing offices/ premises to align with the requirements of the applicable regulatory provisions.

4. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual harassment	100%
Discrimination at workplace	100%
Child labour	100%
Forced/ involuntary labour	100%
Wages	100%

5. Provide details of any corrective actions taken or underway to address significant risks/ concerns arising from the assessments at Question 4 above.

No significant risks or concerns were identified from assessments of value chain partners on human rights related issues.

**PRINCIPLE 6 : Businesses should respect and make efforts to protect and restore the environment****Essential Indicators****1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

(kVAh)

Parameter	FY 2022-23	FY 2021-22
Total electricity consumption (A)	1,04,90,158	1,27,06,356
Total fuel consumption (B)	83,389	1,32,171
Energy consumption through other sources (C)	22,42,829	13,42,081
Total energy consumption (A+B+C)	1,28,16,376	1,41,80,608

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

N.A.

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2022-23	FY 2021-22
Water withdrawal by source (in cubic mtr.)		
(i) Surface water	Nil	Nil
(ii) Groundwater	1,80,211.35	2,97,747.03
(iii) Third party water	Nil	Nil
(iv) Seawater / desalinated water	Nil	Nil
(v) Others	Nil	Nil
Total volume of water withdrawal (i + ii + iii + iv + v) (in cubic mtr.)	1,80,211.35	2,97,747.03
Total volume of water consumption (in cubic mtr.)	1,80,211.35	2,97,747.03
Water intensity per rupee of turnover (Water consumed / turnover)	-	-
Water intensity (optional)- the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. Yes. KK Environment Solutions is appointed as external agency. The water audit is carried out and implementation of Smart water saving system is under process to assure quantitative optimization of water.

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

We have ensured state of the art effluent treatment facilities at all our manufacturing sites to meet treated effluent norms prescribed by State Pollution Control Board. In all our major manufacturing sites, treated effluent is recycled to the maximum extent possible.

5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Units	FY 2022-23	FY 2021-22
NOx	(Micro gm/ m ³)	70.33	60.33
Sox	(Micro gm/ m ³)	28.33	29.36
Particulate matter (PM)	(Micro gm/ m ³)	361.80	356.20
Persistent organic pollutants (POP)	-	Nil	Nil
Volatile organic compounds (VOC)	-	0.12	0.11
Hazardous air pollutants (HAP)	(Micro gm/ m ³)	0.0013	0.00002

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. Yes. KK Environment Solutions

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Units	FY 2022-23	FY 2021-22
Total Scope 1 emissions	CO in microgram/cum	0.20	0.20
Total Scope 2 emissions	microgram/cum	0.032	0.036
Total Scope 1 and Scope 2 emissions per rupee of Turnover	₹/kg	4.00	6.28

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. Yes. Aaq & stack emission monitoring is done from NABL approved lab – Virat Labs & others and UPPCB on quarterly basis. Assessment of air quality and emission monitoring is done on monthly basis.

7. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

The Company has committed to a net carbon zero emission goal by 2040. In this direction, the Company is taking various Green House Gases mitigation initiatives in this year. It includes energy conservation measures to reduce energy consumption, use of energy efficient equipment and renewable energy.

8. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2022-23	FY 2021-22
Total Waste generated (in metric tonnes)		
Plastic waste (A)	Nil	Nil
E-waste (B)	10 Kgs through approved recycler	Nil
Bio-medical waste (C)	N.A.	N.A.
Construction and demolition waste (D)	Nil	Nil
Battery waste (E)	Nil	Nil
Radioactive waste (F)	Nil	Nil
Other Hazardous waste. Please specify, if any. (G)	ETP SLUDGE-681.275 MT/Y	ETP SLUDGE-791.796 MT/Y
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	Nil	Nil
Total (A+B + C + D + E + F + G + H)	691.275 Kg	NIL
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	Nil	Nil
(ii) Re-used	Nil	Nil
(iii) Other recovery operations	Nil	Nil
Total	Nil	Nil
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	Nil	Nil
(ii) Landfilling	ETP SLUDGE-681.275 MT/Y	ETP SLUDGE-791.796 MT/Y
(iii) Other disposal operations	Nil	Nil
Total	ETP SLUDGE-681.275 MT/Y	ETP SLUDGE-791.796 MT/Y

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. Yes. KK Environment Solutions



9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

The Company is committed to waste minimisation and promoting efficient use of resources throughout the lifecycle of construction and portfolio management. It undertakes several measures to reduce, reuse or recycle waste generated from the business activities.

- Project-specific plans are put in place for efficient resource use and waste recycling, prior to initiating manufacturing;
- The Company educates its employees, on appropriate waste management techniques and support employees to promote waste management awareness at its development sites, as required; and
- All waste generated from business activities across all operations is recycled, reused, composted, treated for energy recovery, or sent to authorized recyclers for suitable handling.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format: N.A.

Sr. No	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
N.A.			

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year: N.A.

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
N.A.					

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format: Yes, the Company is compliant with all applicable environmental laws, regulations and guidelines in India.

Sr. No.	Specify the law / regulation/ guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
N.A.				

Leadership Indicators

1. Provide break-up of the total energy consumed (in Joules or multiples) from renewable and non- renewable sources, in the following format: (in kVAh)

Parameter	FY 2022-23	FY 2021-22
From renewable sources		
Total electricity consumption (A)	-	-
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	22,42,829	13,42,081
Total energy consumed from renewable sources (A+B+C)	22,42,829	13,42,081
From non-renewable sources		
Total electricity consumption (D)	1,04,90,158	1,27,06,356
Total fuel consumption (E)	83,389	1,32,171
Energy consumption through other sources (F)	-	-
Total energy consumed from non-renewable sources (D+E+F)	1,05,73,547	1,28,38,527

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

2. Provide the following details related to water discharged:

Parameter	FY 2022-23	FY 2021-22
Water discharge by destination and level of treatment (in cubic mtr)		
(i) To Surface water		
- No treatment	Nil	Nil
- With treatment – please specify level of treatment	1,37,289	2,31,695
(ii) To Groundwater	Nil	Nil
- No treatment		
- With treatment – please specify level of treatment		
(iii) To Seawater	Nil	Nil
- No treatment		
- With treatment – please specify level of treatment		
(iv) Sent to third-parties	Nil	Nil
- No treatment		
- With treatment – please specify level of treatment		
(v) Others	Nil	Nil
- No treatment		
- With treatment – please specify level of treatment		
Total water discharged (in cum)	1,37,289	2,31,695

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. The assessment was done through approved Labs.

3. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres): N.A.

For each facility / plant located in areas of water stress, provide the following information:

- (i) Name of the area
- (ii) Nature of operations
- (iii) Water withdrawal, consumption and discharge in the following format:

Parameter	FY 2022-23	FY 2021-22
Water withdrawal by source (in cubic mt)		
(i) Surface water	Nil	Nil
(ii) Groundwater	1,78,438	2,96,037
(iii) Third party water	Nil	Nil
(iv) Seawater / desalinated water	Nil	Nil
(v) Others	Nil	Nil
Total volume of water withdrawal	1,78,438	2,96,037
Total volume of water consumption	1,78,438	2,96,037
Water intensity per rupee of turnover (Water consumed / turnover)	-	-
Water intensity (optional) – the relevant metric may be selected by the entity	-	-
Water discharge by destination and level of treatment (in kilolitres)		
(i) Into Surface water		
- No treatment	Nil	Nil
- With treatment – please specify level of treatment	1,37,289 ETP	2,31,695 ETP
(ii) Into Groundwater	Nil	Nil
- No treatment		
- With treatment – please specify level of treatment		



Parameter	FY 2022-23	FY 2021-22
(iii) Into Seawater	N.A.	N.A.
- No treatment		
- With treatment – please specify level of treatment		
(iv) Sent to third-parties	N.A.	N.A.
- No treatment		
- With treatment – please specify level of treatment		
(v) Others	N.A.	N.A.
- No treatment		
- With treatment – please specify level of treatment		
Total water discharged (in kilolitres)	1,37,289 ETP	2,31,695 ETP

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No.

4. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Units	FY 2022-23	FY 2021-22
Total Scope 3 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent		
Total Scope 3 emissions per rupee of turnover	N.A.	N.A.	N.A.
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity	N.A.	N.A.	N.A.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

- With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities. There is no significant impact on biodiversity due to activities at our manufacturing sites. Periodic studies are also undertaken through reputed organisations to study environmental impact.
- If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format: The Company is complying with the initiatives taken to improve resource efficiency, and reducing impact due to such emissions.
- Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link. The Company is focusing on business risks, their mitigation and controls. Compliance issues are also discussed and monitored closely by the leadership team. Regular meetings conducted involving the Business, Site and Logistic teams for transportation safety matters.
- Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard. All our units are operating with valid clearance from the authorities after following due process of assessment. There have been no significant adverse impact to the environment arising from our sites. The Company promotes responsible development practices through ensuring compliance to all applicable regulatory requirements, and promoting the use of renewables for energy generation. Any potential environmental impact is identified and assessed at the time of planning and preventive or mitigative measures are undertaken accordingly.
- Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts. 100%

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations. 6
- b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

Sr. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/ National)
1	Federation of Indian Export Organisations, Delhi	National
2	Merchants Chamber of Uttar Pradesh, Kanpur	State
3	Federation of Indian Chambers of Commerce And Industries	State
4	Indian Industries Association, Unnao	State
5	Upper India Employer's Association	State
6	Council For Leather Exports, New Delhi	National

2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.

There were no incidents of anti-competitive conduct by the Company during FY 2022-23, hence this is not applicable.

Name of Authority	Brief of the case	Corrective Action taken
N.A.		

Leadership Indicators

1. Details of public policy positions advocated by the entity

As a responsible corporate, MIL understands its role in advocating policies, which ensures positive impact on the society. We focus on building and sustaining mutually beneficial relationships with government, regulators, trade unions, investors, suppliers and communities for ensuring a smooth governance and enhancing social and environmental conditions.

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year

Name and brief details of project	SIA notification no	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain	Relevant Web Link
N.A.					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity:

Sr. No.	Name of project for which R&R is ongoing	State	District	No of Project Affected Families	% of PAF covered by RA	Amount Paid to PAFs in the FY (in ₹)
N.A.						

**3. Describe the mechanisms to receive and redress grievances of the community**

We have both formal and informal channels of engaging with our communities. At all our manufacturing sites, the Corporate Affairs Department personnel engage with the local communities and ensure that our business operations are carried out having regard to the needs of the communities and keeping the larger objective of community welfare in mind. The Company is closely connected with community members through its CSR programmes. The respective programme team engages with the community stakeholders through community meetings and feedback sessions to receive and redress concerns of the communities. Additionally, we also have a corporate whistle blower mechanism which enables proper addressal of all types of grievances.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

Parameter	FY 2022-23	FY 2021-22
Directly sourced from MSMEs/ small producers	6.95%	4.89%
Sourced directly from within the district and neighbouring districts	66.19%	30.71%

Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above): N.A.

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

Sr. No.	State	Aspirational District	Amount spent (₹ In Lakhs)
1	Uttar Pradesh	Unnao	1.27

3. a. Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalised/vulnerable groups? (Yes/No):

No

b. from which marginalised/vulnerable groups do you procure? N.A.

c. What percentage of total procurement (by value) does it constitute: N.A.

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current FY), based on traditional knowledge: There has been no reported instance of deriving or sharing such IPs based on traditional knowledge.

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved: There has been no reported instance of deriving or sharing such IPs based on traditional knowledge.

6. Details of beneficiaries of CSR Projects

Sr. No.	CSR project	No. of persons benefitted from CSR projects	% of beneficiaries from vulnerable and marginalized groups
1	Healthcare	8,400	100%
2	Education	500	100%

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner**Essential Indicators**

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

Customer feedback, questions and complaints are handled in a transparent and timely manner. The resolution on the complaints received is communicated via the contact no./ e-mail through the very first letter of correspondence with a newly on-boarded customer. The Company has implemented a robust complaint management system. Every customer issue is recorded in the system and resolution of that is provided within a defined resolution timeframe.

2. Turnover of products and/ services as a percentage of turnover from all products/ service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	100%
Safe and responsible usage 100%	100%
Recycling and/ or safe disposal	100%

3. Number of consumer complaints in respect of the following:

	FY 2022-23		Remarks	FY 2021-22		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	Nil	Nil	-	Nil	Nil	-
Advertising	Nil	Nil	-	Nil	Nil	-
Cyber-security	Nil	Nil	-	Nil	Nil	-
Delivery of essential services	Nil	Nil	-	Nil	Nil	-
Restrictive Trade Practices	Nil	Nil	-	Nil	Nil	-
Unfair Trade Practices	Nil	Nil	-	Nil	Nil	-

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons of recall
Voluntary recalls	Nil	N.A.
Forced recalls	Nil	N.A.

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Y/ N). If available, provide a web-link of the policy. No

6. Provide details of any corrective actions taken or underway on issues relating to advertising and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/ action taken by regulatory authorities on safety of products/ services.

N.A.

Leadership Indicators

1. Channels/ platforms where information on products and services of the entity can be accessed (provide web link, if available).

www.mirza.co.in

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/ or services.

The Company through the communications educate consumers about the safe and responsible usage of the products. Regular process explanations are offered during visits by Company personnel. Safety awareness programmes are conducted every year to apprise customers of responsible usage.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services

- Customers are informed verbally, through emails and calls if there is a disruption or a possible disruption in any service.
- In case of any stoppage of services, the customer is notified of the expected delays/stoppages/ holidays.
- Major events like Shutdowns are intimated through press releases to the stock exchanges.



4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No) – Yes. The information as required with the applicable laws and mandated to be on the product, is displayed. The Company time to time reach out to customers for understanding of their satisfaction and expectations.
5. Provide the following information relating to data breaches:
 - a. Number of instances of data breaches along-with impact – Nil
 - b. Percentage of data breaches involving personally identifiable information of customers- Nil

INDEPENDENT AUDITOR'S REPORT

To

The Members of Mirza International Limited

Report on the Audit of the Standalone Financial Statements

OPINION

We have audited the accompanying standalone financial statements of Mirza International Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information. (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these

requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

EMPHASIS OF MATTER

We draw attention to Note No. 43 of the standalone financial statements with respect to the Composite Scheme of Arrangement of RTS Fashions Pvt Ltd, Mirza International Limited and REDTAPE Limited; and their respective shareholders and creditors (the 'Scheme') which provides for the following:

1. Amalgamation of RTS Fashions Pvt Ltd with and into Mirza International Ltd;
2. De-merger of Branded Business/REDTAPE Business of Mirza International Ltd ("Demerged Undertaking") into REDTAPE Ltd on going concern basis.

The Scheme has been given effect to from the Appointed Date, i.e., January 1, 2022, as approved by the Hon'ble National Company Law Tribunal, Allahabad Bench, Prayagraj ("Hon'ble NCLT") and which is deemed to be the date of amalgamation of RTS Fashions Private Limited and also the date of demerger of Branded Business/REDTAPE Business of Mirza International Limited into REDTAPE Limited.

Figures of the previous financial year ended March 31, 2022, have been restated to give effect to the Scheme with effect from January 1, 2022.

Our opinion is not modified in respect of this matter.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

**Key Audit Matter****1. Business Combination-****A. Amalgamation**

RTS Fashions Pvt Ltd was amalgamated into Mirza International Limited ("the Company"). The amalgamation is effective from 1st January 2022, The Company accounted for the amalgamation under "pooling of interest" method as per Appendix C of Indian Accounting Standard (Ind AS) 103 – Business Combinations as notified under Section 133 of the Companies Act, 2013, read together with the Companies (Indian Accounting Standard) Rules, 2015.

We have determined this to be a key audit matter in view of volume and complexities of the transaction, involved in selection of accounting policy for amalgamation, significant management judgment involved with respect to alignment of accounting policies, estimates and accounting for integration costs post-amalgamation.

B. Demerger- Discontinued Operations

The Company has demerged its Branded Business/ REDTAPE Business into REDTAPE Limited pursuant to the Scheme of Arrangement ("the Scheme"). The Scheme was approved by the National Company Law Tribunal (NCLT) with the Appointed date - January 1, 2022.

The Company has accounted for the demerger as per the applicable provisions of the Indian Accounting Standard (Ind AS) 103 – Business Combinations as notified under Section 133 of the Companies Act, 2013, read together with the Companies (Indian Accounting Standard) Rules, 2015.

We have identified this transaction relating to the demerger, as a key audit matter because of significant complexities in its accounting and disclosure requirements.

How the key audit matter was addressed in the audit**Our audit procedures included the following,**

Evaluated Appropriateness of 'Pooling of interest' method of accounting adopted by the management.

Alignment of accounting policies and estimates of erstwhile RTS Fashions Pvt Ltd and comparing with the Company's accounting policies and estimates.

Understanding implementation of the Scheme of arrangements approved by Hon'ble NCLT in particular for non-routine transaction.

Performed specific procedures to validate the carrying amount of assets and liabilities merged on January 1, 2022, through evaluation of the supporting documents and explanations given to us.

The assessments of disclosures made by the management in respect of this transaction including those disclosures related to significant accounting judgements and estimates.

Principle Audit Procedures**Our audit procedures included the following,**

We gone through the Composite Scheme of Arrangement approved by Hon'ble NCLT for demerger to take effect from 1st January 2022.

Understanding implementation of the Scheme of Arrangement approved by Hon'ble NCLT in particular for non-routine transaction.

The assessments of disclosures made by the management in respect of this transaction including those disclosures related to significant accounting judgements and estimates relating to the discontinued operations and the transfer of segment, as required by the accounting standards.

Assessment of reasonableness of the method of accounting regarding assessment of Assets and Liabilities transferred under the Scheme and disclosures relating to the transfer of the Demerged Undertaking.

INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including disclosure relating to Composite Scheme of Arrangement and Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon. These reports are expected to be made available to us after the date of this audit report.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above, when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude, that there is a material misstatement of this other information; we

are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation & presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole, are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and



timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
 2. (A) As required by Section 143(3) of the Act, based on our audit we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including Other Comprehensive Income, Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the IND AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - (g) With respect to other matter to be included in the auditor's report in accordance with the requirements of the section 197 (16) of the Act, as amended; In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) of the Act which are required to be commented upon by us.
- (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us :
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements. Refer Note No-27.
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There is no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. a) The management has represented that to the best of its knowledge and belief,

no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities including foreign entities ("intermediaries") with the understanding, whether recorded in writing or otherwise, that the intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("ultimate beneficiaries") by or on behalf of the company or
 - provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries
- b) The management has represented that to the best of its knowledge and belief, no funds have been received by the company from any persons or entities, including foreign entities ("Funding Parties") with the understanding, whether recorded in writing or otherwise, that the company shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("ultimate beneficiaries") by or on behalf of the company or
 - provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries
- c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (iv)(a) and (iv)(b) contain any material misstatement.
- v. The company has neither declared nor paid any dividend during the year.

For: **Khamesra Bhatia & Mehrotra**
Chartered Accountants
FRN:001410C

CA Vineet Roongta
Partner

Date: May 27, 2023

Place: New Delhi

M.No.410958

UDIN: 23410958BGXZOD8736



ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Mirza International Limited, of even date on the standalone financial statements for the year ended 31st March, 2023)

With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2023, we report the following:

- (i) According to the information and explanations given to us
- (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- (B) The Company has maintained proper records showing full particulars of Intangible Assets.
- (b) The Company has a regular program of physical verification of its property, plant and equipment in a phased manner, which in our opinion, is reasonable having regard to the size of the company and the nature of its Assets. Pursuant to the Program certain Property Plant and Equipment were physically verified by the management. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (c) The title deed of the Immovable properties of the company (other than Immovable properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee, disclosed in the standalone financial statements are held in the name of the Company.
- (d) The Company has not revalued its property, plant and equipment (including right of use assets) or intangible assets or both during the year.
- (e) There are no proceedings initiated or pending against the Company for holding any benami property under the Benami Transactions Prohibition Act, 1988 and rules made thereunder.
- (ii) In respect of the Company's Inventory:
- (a) The management has conducted physical verification of inventory at reasonable intervals during the year. The coverage and procedure of such verification adopted by the management is appropriate having regard to the size of the company and nature of its operation. Based on documents provided and explanation given, we noticed no discrepancies of 10% or more in the aggregate for each class of inventory.
- (b) The Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of the security of current assets. In our opinion and according to the information and explanation given to us, the quarterly returns and statements filed by the Company with such Bank & financial Institutions are generally in agreement with the Books of accounts of the company and no material discrepancy has been noticed.
- (iii) The company has made investments in TNS Hotels and Resorts Private Limited making it its wholly owned subsidiary and granted loan to the above mentioned wholly owned subsidiary. (a) (A) the aggregate amount of Loan granted was ₹ 316.58 lacs during the year, and balance outstanding at the balance sheet date is ₹ 322.63 lacs with respect to such loans to wholly owned subsidiary.
- (B) However, no loan is granted to parties other than subsidiary mentioned above.
- (a) The Terms and conditions of Investment made and loan granted are not prejudicial to the interest of the Company.
- (b) The Schedule of repayment of Principal and payment of interest is stipulated and repayments are regular as per the terms.
- (c) No amount is overdue.
- (d) The repayment of Loan granted has not fallen due during the year.
- (e) As mentioned in point no (iii)(c) above, the Schedule of repayment of Principal and payment of interest is stipulated, Accordingly clause 3(iii)(f) of the Order is not applicable.
- The unsecured loan granted of ₹ 316.58 lacs, during the year. The amount so invested and granted as Loan have been properly dealt in the Books of Accounts
- (iv) The company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

- (v) The Company has neither accepted any deposits nor amounts which are deemed to be deposits. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) According to the information and explanations given to us, Cost records, prescribed by the Central Government in terms of provisions of Clause (1) of Section 148 of the Act, are being maintained by the company. We have however, not made a detailed examination of the records with a view to determine whether they are accurate or complete.
- (vii) (a) The company is regular in depositing undisputed Statutory dues including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, cess and any other statutory dues to the appropriate authorities and nothing is outstanding as at the last day of the financial year under Audit, for a period of more than six months from the date they became payable.
- (b) Details of statutory dues relating to Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, cess and any other statutory dues, which have not been deposited on account of any dispute, are as mentioned below:

Nature of the Statute	Nature of Dues	Amount as at 31 st March 2023 ₹ in Lakh	Period to which the amount relates	Forum where dispute is pending
UP Entry Tax Act 2007	Entry Tax	4.06	1999-00	Hon'ble High Court, Allahabad
UP VAT Act-2008 & CST Act-1956	VAT & CST	10.46	2008-09	Jt. Commissioner, Corporate Circle -2, Commercial Tax Department, Kanpur
UP VAT Act-2008 & CST Act-1956	VAT & CST	61.33	2010-11	Jt. Commissioner, Corporate Circle -Zone 2, Commercial Tax Department, Kanpur
UP VAT Act-2008 & CST Act-1956	VAT & CST	13.53	2015-16	Additional Commissioner Grade-2, Appeal-5, Commercial Tax Department, Kanpur
UP VAT Act-2008 & CST Act-1956	VAT & CST	9.12	2016-17	Additional Commissioner Grade-2, Appeal-6, Commercial Tax Department, Kanpur
UP VAT Act-2008 & CST Act-1956	VAT & CST	58.48	2017-18	Additional Commissioner Grade-2, Appeal-6, Commercial Tax Department, Kanpur
UP Entry Tax Act 2007	Entry Tax	0.33	2017-18	Additional Commissioner Grade-2, Appeal-6, Commercial Tax Department, Kanpur
UP Entry Tax Act 2007	Entry Tax	1.68	2016-17	Additional Commissioner Grade-2, Appeal-6, Commercial Tax Department, Kanpur
Gujarat VAT	VAT	50.13	2009-10 2010-11 2011-12 2016-17	Deputy Commissioner (Appeal), Ahmedabad
Kerala VAT	VAT	3.44	2012-13	Deputy Commissioner Appeal-II, Ernakulam, Kerala
Haryana VAT	VAT&CST	53.50	2016-17	Excise and Taxation Officer- Cum- Assessing Authority, Ward-5, Hisar
Income Tax	Income Tax	79.20	2016-17	ITAT
Income Tax	Income Tax	33.16	2017-18	ITAT
Jharkhand GST	GST	4.32	2019-20	First Appellate Authority
Bihar GST	GST	12.59	2020-21	First Appellate Authority
WB GST	GST	6.94	2018-19	First Appellate Authority



- (viii) On the basis of our examination of the Books of Accounts & other related information, we have not come across any transaction, which is not recorded in the Books of Accounts, has been surrendered or disclosed as Income during the year in the tax assessments under the Income Tax Act, 1961.
- (ix) (a) The Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) The Company has not been declared a wilful defaulter by any bank or financial institution or government or other lender.
- (c) Term loans were applied for the purposes for which the loans were obtained.
- (d) No funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year under Audit, Accordingly, clause 3(x)(a) of the Order is not applicable.
- (a) The Company has not made any preferential allotment or private placement of shares or convertible debentures during the year.
- (b) According to the information and explanations given to us, no report under Section 143(12) of the Companies Act, 2013 was required to be filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- (c) According to the information and explanations given to us, no whistle - blower complaints have been received during the year by the company.
- (xi) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) (a), (b) and (c) of the Order is not applicable.
- (xii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the Ind AS.
- (xiii) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xiv) The Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

However, the Company has issued 1,78,95,900 Equity Shares of ₹ 2/- each, credited as fully paid-up, aggregating to ₹ 357.92 lacs to the shareholders of the Transferor Company - RTS Fashions Private Limited pursuant to the Scheme of Arrangement as approved by Hon'ble NCLT (refer note No 40).

During the year under Audit, Company has demerged its Branded Business to REDTAPE Limited w.e.f. 1st January 2022. The Frauds reported in earlier years belong to demerged business, accordingly, now as per scheme of arrangement all those reported cases belong to demerged entity i.e. REDTAPE limited.

Thus with the remaining business, No fraud is being reported by the company or any fraud on the company has been noticed or reported during the year,

- (xv) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable
- (b) The company has not conducted any Non-Banking Financial or Housing Finance Activity. Accordingly, clause 3(xvi)(b) of the Order is not applicable
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi) (c) of the Order is not applicable.
- (d) According to the information and explanations provided to us during the course of audit, the Group does not have any CICs. Accordingly, clause 3(xvi)(d) of the Order is not applicable.

- (xvi) The Company has neither incurred cash losses in the current nor in the immediately preceding financial year.
- (xvii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xviii) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, and based on our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report, that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date; We state that our reporting is based on the facts up to the date of the audit report, however, this is not an assurance or guarantee that all liabilities falling due within a period of one year from the balance sheet date, will be discharged by the Company as and when they fall due.
- (xix) In our opinion and according to the information and explanations given to us, there is no unspent amount under section 135(5) of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.
- (xx) There is no qualification or adverse Remark given by the respective Auditors in the Companies ("Auditors Report") Order (CARO) Reports of the Companies included in the Consolidated Financial Statements.

For: **Khamesra Bhatia & Mehrotra**
Chartered Accountants
FRN:001410C

CA Vineet Roongta
Partner

Date: May 27, 2023
Place: New Delhi

M.No.410958
UDIN: 23410958BGXZOD8736



ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT ON STANDALONE FINANCIAL STATEMENTS OF MIRZA INTERNATIONAL LIMITED FOR THE YEAR ENDED 31ST MARCH, 2023

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Mirza International Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of MIRZA INTERNATIONAL LIMITED ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITIES FOR INTERNAL FINANCIAL CONTROLS

The Management and Board of Directors of the Company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating

effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the

internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company

considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For: **Khamesra Bhatia & Mehrotra**

Chartered Accountants

FRN:001410C

CA Vineet Roongta

Partner

M.No.410958

UDIN: 23410958BGXZOD8736

Date: May 27, 2023

Place: New Delhi



STANDALONE BALANCE SHEET

Particulars	Note No.	₹ in Lakh	
		As at 31 March 2023	As at 31 March 2022
ASSETS			
Non-current assets			
Property, plant and equipment & intangible assets	1		
(i) Property, plant and equipment		28478	28864
(ii) Capital work-in-progress of properties, plant & equipment		27	404
(iii) Intangible assets			
(iv) Capital work-in-progress of intangible assets		81	-
Right of Use Assets	1B	2889	-
Financial Assets			
Investments	2	1498	973
Other Financial Assets	3	241	238
Other Non Current assets	3.1	33	383
Total Non-Current assets		33247	30862
Current assets			
Inventories	4	12456	12927
Financial Assets			
Trade receivables	5	8030	10661
Cash and cash equivalents	6	600	705
Other financial current assets	7	1109	2538
Other current assets	8	3823	4042
Total Current assets		26018	30872
Total Assets		59266	61734
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	9A	2764	2406
Other Equity	9B	42760	40639
Equity Share capital to be Issued pursuant to scheme of Amalgamation	9A	-	358
Total Equity		45524	43403
Liabilities			
Non-current liabilities			
Financial Liabilities			
Borrowings	10	209	366
Provisions	11	1048	1058
Deferred tax liabilities (Net)	12	1236	1235
Other non-current Liabilities	13	863	-
Total Non-current liabilities		3356	2659
Current liabilities			
Financial Liabilities			
Borrowings	14	2428	4579
Trade payables	15		
(i) MSME		326	329
(ii) Trade Payables other than MSME		5746	8827
Other financial current liabilities	16	1753	1763
Non financial current liabilities	16.1	18	105
Provisions	17	115	69
Total current liabilities		10386	15672
Total Liabilities		13742	18331
Total Equity and Liabilities		59266	61734
See accompanying Notes to the Financial Statements	1-43		
Significant Accounting Policies	44		

* Notes pursuant to the Scheme of Arrangement (Refer note 44)

The Notes referred to above form an integral part of the Financial Statements.

This is the Balance Sheet referred to in our report of even date attached.

For Khamesra Bhatia & Mehrotra

Chartered Accountants
FRN 01410C

For & on behalf of the board of Directors

CA. Vineet Roongta

Partner
M.No. 410958
UDIN: 23410958BGXZOD8736

Tauseef Ahmad Mirza

(Managing Director)
DIN: 00049037

Shuja Mirza

(Director)
DIN: 01453110

Place : New Delhi

Date : May 27, 2023

V.T Cherian

(Chief Financial Officer)

Harshita Nagar

(Company Secretary)

STANDALONE STATEMENT OF PROFIT AND LOSS

₹ in Lakh

Particulars	Note No.	Year ended 31 March 2023	Year ended 31 March 2022
INCOME			
Revenue from operations	18	62706	138563
Other income	19	503	1721
Total Income		63209	140284
EXPENSES			
Cost of materials consumed	20	25744	27522
Purchases of Stock-in-Trade		11112	52962
Changes in inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	21	812	(14)
Employee benefits expense	22	7339	9368
Finance costs	23	773	2301
Depreciation and Amortization expense	24	2530	5757
Other expenses	25	11486	31006
Total Expenses		59796	128902
Profit before tax		3413	11382
Tax Expense			
Current tax		700	2755
Deferred tax		92	70
Profit for the Year		2621	8557
Other comprehensive Income:			
i. Items that will not be reclassified to Statement of Profit and Loss	19 (i)	64	(10)
Income tax relating to items that will not be reclassified to Profit and Loss		(21)	3
ii. Items that will be reclassified to Statement of Profit and Loss	19(ii)	(86)	321
Income Tax on above		(29)	(125)
Other Comprehensive Income for the year		(72)	189
Total comprehensive income for the year		2549	8746
Earning per equity share of face value of ₹ 2 each			
	26		
Basic (in ₹)		1.90	7.11
Diluted (in ₹)		1.90	7.11
See accompanying Notes to the Financial Statements	1-43		
Significant Accounting Policies	44		

* Notes pursuant to the Scheme of Arrangement (Refer note 44)

The Notes referred to above form an integral part of the Financial Statements.

This is the statement of Profit and Loss referred to in our report of even date attached.

For Khamesra Bhatia & Mehrotra

Chartered Accountants
FRN 01410C

CA. Vineet Roongta

Partner
M.No. 410958
UDIN: 23410958BGXZOD8736

Place : New Delhi
Date : May 27, 2023

For & on behalf of the board of Directors

Tauseef Ahmad Mirza

(Managing Director)
DIN: 00049037

V.T Cherian

(Chief Financial Officer)

Shuja Mirza

(Director)
DIN: 01453110

Harshita Nagar

(Company Secretary)



STANDALONE STATEMENT OF CHANGES IN EQUITY

(A) EQUITY SHARE CAPITAL

		₹ in Lakh
As at March 31, 2021		2406
Changes in equity share capital	9A	-
As at March 31, 2022		2406
Changes in equity share capital	9A	358
As at March 31, 2023		2764

(B) OTHER EQUITY

Other Equity	Reserves & surplus				Other Comprehensive Income		Total equity
	General Reserve	Capital Reserve	Securities Premium	Retained Earnings	IDLS Subsidy Reserve	Hedging Reserves	
Balance as at March 31, 2021	11753		5	49437	173	(55)	61313
Add : Profit for the year 2021-22	-	-	-	8557	-	-	8557
Add : Other Comprehensive Income (net of tax)	-	-	-	(7)	-	-	(7)
Add: Deficit arising during the year pursuant to the scheme of amalgamation and De-meger	-	456	-	-	-	-	456
Add: Transfer from RTS Fashions Pvt. Ltd. in pursuat of scheme of Merger	-	-	-	(13)	-	-	(13)
Less : Change in Fair Value of Hedging instruments net of taxes	-	-	-	-	-	376	376
Less : Income Tax Adjustment (Net)	-	-	-	-	-	-	-
Less : Distribution of Shareholders	-	-	-	-	-	-	-
Less : Dividend Tax	-	-	-	-	-	-	-
Less: Transger to Redtape Limited in pursuat of scheme of De-merger	(11753)	(456)	(5)	(17807)	-	-	(30021)
Less : Transferred to Profit & Loss Account	-	-	-	-	(22)	-	(22)
Balance as at March 31, 2022	-	-	-	40167	151	321	40639
Add : Profit for the year 2022-23	-	-	-	2621	-	-	2621
Add : Other Comprehensive Income (net of tax)	-	-	-	43	-	-	43
Add : Change in Fair Value of Hedging instruments net of taxes	-	-	-	-	-	(435)	(435)
Add : Income Tax Adjustment (Net)	-	-	-	-	-	-	-
Less : Distribution of Shareholders	-	-	-	-	-	-	-
Less : Dividend Tax	-	-	-	-	-	-	-
Less : Transferred from Profit & Loss Account	-	-	-	(87)	(21)	-	(108)
Balance as at March 31, 2023	-	-	-	42744	130	(114)	42760

The Notes referred to above form an integral part of the Financial Statements.

This is the Standalone Statement of Change in Equity referred to in our report of even date attached.

For Khamesra Bhatia & Mehrotra

Chartered Accountants
FRN 01410C

CA. Vineet Roongta

Partner
M.No. 410958
UDIN: 23410958BGXZOD8736

Place : New Delhi
Date : May 27, 2023

For & on behalf of the board of Directors

Tauseef Ahmad Mirza

(Managing Director)
DIN: 00049037

V.T Cherian

(Chief Financial Officer)

Shuja Mirza

(Director)
DIN: 01453110

Harshita Nagar

(Company Secretary)

STANDALONE STATEMENT OF CASH FLOWS

₹ in Lakh

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
(A) CASH FROM OPERATING ACTIVITIES		
Net profit before tax	3413	11382
Adjustments for		
Add :		
(Profit)/Loss on sale of Property, Plant & Equipment	(343)	(60)
Depreciation & amortisation for the year	2530	5694
Finance cost	773	2301
	2960	7935
Less :		
Interest Income	26	31
Income from Govt. Grant	22	22
Ceaser of Lease Liability	48	
Operating Profit before Working Capital Changes	6277	19264
Adjustments For		
Trade & other Receivables	(400)	2694
Inventory	473	29098
Trade Payables	(2248)	(386)
Others	3956	(13727)
Cash Generated from Operations	8058	36943
Direct Taxes Paid	(1203)	(2834)
Cash flow before extra ordinary items	6855	34109
Net Cash generated from Operating Activity	6855	34109
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant & Equipment	(4727)	(23485)
Sales of Property, Plant & Equipment	748	358
Government Grant Received	22	22
Interest Received	26	31
Purchase of Investment	-	-
Net Cash used in Investing Activities	(3931)	(23074)
(C) CASH FLOW FROM FINANCING ACTIVITIES		
Dividend Paid	(7)	(7)
Dividend Tax Paid		
Short Term Borrowing		
Proceeds from Long Term Borrowings		
Repayment of Long Term Borrowings	(541)	(1362)
Repayment of Short Term Borrowings	-	-
Payment of lease liabilities	(1708)	(7665)
Finance cost	(773)	(2301)
Net cash used in financing activities	(3029)	(11335)
Net Increase/(Decrease) in Cash & Equivalents	(105)	(300)
Cash & Equivalents at the beginning of the year	705	1005
Cash & Equivalents at the end of the year	600	705



STANDALONE STATEMENT OF CASH FLOWS

Particulars	₹ in Lakh	
	Year ended 31 March 2023	Year ended 31 March 2022
Components of cash and cash equivalents		
Cash and cheques on hand	20	14
Balances with banks:	-	-
- On current accounts	580	691
Bank overdraft		
- On deposit accounts with original maturity of less than 3 months	-	-
- On deposit account for more than 3 months and less than 12 months	-	-
- On deposit accounts with original maturity of between 3 months and 12 months	-	-
	600	705
Less: Fixed deposits with original maturity of between 3 months and 12 months		
Total cash and cash equivalents (note 10 A)	600	705

Cash flows are reported using indirect method, thereby profit for the year is adjusted for the effects of the transactions of a non-cash nature, any deferrals of accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated. The company considers all highly liquid investments that are readily convertible to known amount of cash to be cash equivalents.

Notes on Financial Statements: Note No. 1-43 ; Significant Accounting Policies Note No. 44

* Notes pursuant to the Scheme of Arrangement (Refer note 44)

The Notes referred to above form an integral part of the Financial Statements.

This is the Cash Flow Statement referred to in our report of even date attached.

For Khamesra Bhatia & Mehrotra

Chartered Accountants
FRN 01410C

CA. Vineet Roongta

Partner
M.No. 410958
UDIN: 23410958BGXZOD8736

Place : New Delhi
Date : May 27, 2023

For & on behalf of the board of Directors

Tauseef Ahmad Mirza

(Managing Director)
DIN: 00049037

V.T Cherian
(Chief Financial Officer)

Shuja Mirza

(Director)
DIN: 01453110

Harshita Nagar
(Company Secretary)

NOTES TO STANDALONE FINANCIAL STATEMENTS

NOTE 1 PROPERTY, PLANT & EQUIPMENT

Property, plant and equipment	Gross Block		Accumulated Depreciation			Net Block			
	As at 01.04.2022	Additions Deductions	Transfer to ROU	Balance as at 31 st March 2023	Balance as at 1 st April 2022	Depreciation charge for the year	Impairment On disposals	Balance as at 31 st March 2023	Balance as at 31 st March 2022
A. Land									
Land Freehold	738	74	-	812	-	-	-	812	738
Land Leasehold	2264	-	2264	-	241	-	241	-	2023
Buildings	17219	688	17	17890	4421	542	-	12927	12798
Plant & Machinery									
Machinery	24376	2299	398	26277	13255	1253	308	14200	11121
Effluent Treatment Plant	1194	-	-	1194	579	73	-	652	615
Tools & Shoe Lasts	3612	547	70	4089	3373	274	60	3587	239
Furniture Fixtures, Office Equipments & Electrical Installation	2121	147	-	2268	1602	103	-	1705	519
Vehicles	1303	640	266	1677	529	206	66	1008	774
Computers	830	35	-	865	793	25	-	818	37
Total	53657	4430	751	55072	24793	2476	675	26594	28864
1A Capital Work in Progress									
Capital work-in-progress of properties, plant & equipment									404
Capital work-in-progress of intangible assets									-
Total	53657	4430	751	55072	24793	2476	675	26594	29268
Previous Year : Property Plant & Equipment	(74155)	(7502)	(1747)	(56284)	(312027)	(3041)	(1450)	(24792)	(42583)
Capital -Work-in Progress									(1123)

NOTE 1.1 CAPITAL -WORK-IN PROGRESS (CWIP)

Capital Work-in Progress	Amount in CWIP for a Period of				Balance as at 31 st March 2023
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Asset details:					Total
Unit-2	3	-	-	-	3
Tannery	24	-	-	-	24
	27	-	-	-	27



NOTES TO STANDALONE FINANCIAL STATEMENTS

Capital Work-in Progress	Amount in CWIP for a Period of				Balance as at 31 st March 2022
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Asset details:					Total
Unit-2	396	8	-	-	404
	396	8	-	-	404

NOTE 1.2 INTANGIBLE ASSETS UNDER DEVELOPMENT

Intangible assets under development	Amount in CWIP for a Period of				Balance as at 31 st March 2023
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Asset details:					Total
Projects in progress	81	-	-	-	81
	81	-	-	-	81

Intangible assets under development	Amount in CWIP for a Period of				Balance as at 31 st March 2022
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Asset details:					Total
Projects in progress	-	-	-	-	-
	-	-	-	-	-

NOTE 1B RIGHT OF USE ASSETS

Right of Use Assets	Gross Block		Accumulated Depreciation			Net Block		
	As at 01.04.2022	Additions	Balance as at 1 st April 2022	Depreciation charge for the year	Impairment	On disposals	Balance as at 31 st March 2023	Balance as at 31 st March 2022
Right of Use (Building)	-	2930	-	41	-	-	41	-
Previous Year	-	-	-	-	-	-	2889	-

NOTES TO STANDALONE FINANCIAL STATEMENTS

NOTE 2 INVESTMENTS

Particulars	₹ in Lakh	
	As at 31 March 2023	As at 31 March 2022
Investment in Equity instruments	1498	973
Total	1498	973

Particulars	₹ in Lakh	
	2023	2022
Aggregate amount of Quoted investments	1	1
Aggregate Market Value of Quoted Investments	1	1
Aggregate amount of unquoted investments	1497	972

A. DETAILS OF TRADE INVESTMENTS

Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Structured entity	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully paid	Amount			
			2023	2022			2023		2022	
							(4)	(5)	(8) FV	(9) BV
(1)	(2)	(3)			(6)	(7)	(8) FV	(9) BV	(10) FVT OCI	(11)
1	Mirza (H.K.) Limited*	Subsidiary	-	10000	Unquoted	Fully Paid	-	-	0.83	0.83
2	Mirza Bangla Limited**	Subsidiary	-	-	Unquoted	Fully Paid	-	-	40.40	40.44
3	Industrial Infrastructure Services (India) Ltd.	Structured	240000	240000	Unquoted	Fully Paid	82.80	24.00	73.40	24.00
4	Kanpur Unnao Leather Cluster Development Co. Ltd.	Structured	250000	250000	Unquoted	Fully Paid	72.00	25.00	106.75	25.00
5	Mirza Charitable Hospital Limited (Sec.25 Co.)	Structured	80000	80000	Unquoted	Fully paid	12.00	8.00	8.00	8.00
6	Senen Mirza Industrial Supply Chain LLP***	Subsidiary	-	-	Unquoted	Fully paid	-	-	66.00	66.00
7	J.P.Associates Ltd.	Structured	2000	2000	Quoted	Fully paid	0.14	0.27	0.14	0.27
8	Sarup Tannery Ltd	Structured	500	500	Quoted	Fully paid	0.00	0.31	0.00	0.31
9	Super House Ltd.	Structured	150	150	Quoted	Fully paid	0.29	0.09	0.29	0.09
10	Super Tannery Ltd.	Structured	1000	1000	Quoted	Fully paid	0.03	1.00	0.03	1.00
11	T N S Hotels And Resorts Pvt. Ltd****	Subsidiary	10000	-	Unquoted	Fully paid	1.00	1.00	-	-
	RTS Fashion Limited (Dubai)	Subsidiary	40000	40000	Unquoted	Fully paid	782.56	782.56	782.56	782.56
12	Redtape Limited****	Subsidiary	50000	50000	Unquoted	Fully paid	1.00	1.00	1.00	1.00
	Total						952	843	1079	949

* Mirza (H.K.) Ltd has ceased to be subsidiary pursuant to the closure of Mirza (H.K.) Ltd.

**Pursuant to the Scheme of Arrangement, Mirza Bangla Ltd and SenEN Mirza Industrial Supply Chain LLP have ceased to be subsidiaries of the Company w.e.f. Appointed Date i.e., January 1, 2022.

*** T N S Hotels And Resorts Pvt Ltd has become wholly-owned subsidiary of Mirza International Limited during the year.

**** Pursuant to the Scheme of Arrangement of RTS Fashions Private Limited, Mirza International Limited and REDTAPE Limited approved by Hon'ble National Company Law Tribunal, Allahabad Bench, Prayagraj, vide its order dated February 21, 2023, the pre-scheme issued and paid-up equity share capital of REDTAPE Limited was cancelled and REDTAPE Limited has issued and allotted 50,000 9% Compulsorily Reddemable Preference Shares of ₹ 2 each to Mirza International Limited on March 31, 2023.

****Pursuant to the order of Hon'ble National Company Law Tribunal, Allahabad Bench, Prayagraj dated February 21, 2023, RTS Fashions Private Limited has been amalgamated into wholly owned Mirza International Limited. Accordingly the investment of RTS Fashions Private Limited into RTS Fashion Limited has become the investment of the Company. Hence, RTS Fashion Limited has become subsidiary of the Company.



NOTES TO STANDALONE FINANCIAL STATEMENTS

NOTE 3 OTHER FINANCIAL ASSETS (NON CURRENT)

Particulars	As at 31 March 2023		As at 31 March 2022	
Unsecured, considered good				
Security Deposits				
Security Deposit - Rent	4		6	
Security Deposit - Others	237	241	232	238
Total		241		238

NOTE 3.1 OTHER NON CURRENT ASSETS

Particulars	As at 31 March 2023		As at 31 March 2022	
Unsecured, considered good				
Advance for Capital Goods		33		383
Total		33		383

NOTE 4 INVENTORIES *

Particulars	As at 31 March 2023		As at 31 March 2022	
a. Raw Materials and components	6525		6193	
		6525		6193
b. Work-in-progress	2397		2833	
		2397		2833
c. Finished goods	3289		3664	
d. Stock-in-trade	-		-	
		3289		3664
e. Stores and spares	245		237	
		245		237
Total		12456		12927

NOTE 5 TRADE RECEIVABLES

Particulars	As at 31 March 2023		As at 31 March 2022	
Trade Receivable -Related Parties*	455		3810	
Trade receivables considered good- unsecured (Other then related parties)	7575	8030	6851	10661
Total		8030		10661

NOTE 5.1 TRADE RECEIVABLES STATED ABOVE INCLUDE DEBT(S) DUE BY:

Particulars	As at 31 March 2023		As at 31 March 2022	
Directors *				
Other officers of the Company *				
Firm in which director is a partner *				
A Company in which directors are members		455		3810
		455		3810

NOTES TO STANDALONE FINANCIAL STATEMENTS

NOTE 5.2 TRADE RECEIVABLE OUTSTANDING AGEING SCHEDULE (FY 2022-23)

₹ in Lakh

Particulars	(i) Undisputed Trade receivables - Considered Good*	(ii) Undisputed Trade Receivables - Considered Doubtful*
Less than 6 Months	5134	-
6 Months - 1 Year	2784	-
1-2 years	112	-
2-3 years	-	-
More than 3 years	-	-
Total	8,030	-

*Undisputed dues only, there are no disputed dues outstanding.

Trade Receivable outstanding ageing schedule (FY 2021-22)

₹ in Lakh

Particulars	(i) Undisputed Trade receivables - Considered Good*	(ii) Undisputed Trade Receivables - Considered Doubtful*
Less than 6 Months	9290	-
6 Months - 1 Year	762	-
1-2 years	91	-
2-3 years	518	-
More than 3 years	-	-
Total	10,661	-

*There are no disputed trade receivables

NOTE 6 CASH AND CASH EQUIVALENTS

₹ in Lakh

Particulars	As at 31 March 2023	As at 31 March 2022
a. Balances with banks	580	691
This includes:		
Earmarked Balances (Unpaid dividend accounts)	67	72
Balance with banks held as margin money deposits against guarantees*	11	102
b. Cash in hand	20	14
Total	600	705

* Details of FDs that are pledged with the Bank as margin money for LCs

NOTE 7 OTHER FINANCIAL CURRENT ASSETS

₹ in Lakh

Particulars	As at 31 March 2023	As at 31 March 2022
Incentive Receivable (Export)	226	384
Duty Drawback Receivable	272	571
Focus Product License	23	501
Advances to Employees	66	37
Rodtep Products Licence	35	320
Advance to Other	473	127
Interest Receivable	12	98
Others	2	2
Foreign currency forward contract	-	498
Total	1109	2538



NOTES TO STANDALONE FINANCIAL STATEMENTS

NOTE 8 OTHER CURRENT ASSETS

Particulars	₹ in Lakh	
	As at 31 March 2023	As at 31 March 2022
(i) Advances other than Capital Advance	351	534
Advance to related party	-	-
Suppliers Advance	351	534
(ii) Others	3472	3508
Advance Income Tax (Net of Provision)	503	213
Duties & Taxes (Others)	5	15
Duties & Taxes (GST)	2707	3037
Prepaid Expenses	257	243
Total	3823	4042

NOTE 9 EQUITY SHARE CAPITAL

Particulars	As at 31 March 2023		As at 31 March 2022	
	Number	₹ in Lakh	Number	₹ in Lakh
Share Capital				
Authorised				
Equity Shares of ₹ 2/- each	296922500	5938	296922500	5938
	296922500	5938	296922500	5938
Issued, Subscribed & Paid up				
Equity Shares of ₹ 2/- each fully paid up	138201900	2764	120306000	2406
Equity Shares of ₹ 2/- each fully paid up-to be issued*	-	-	17895900	358
Total	138201900	2764	138201900	2764

* Equity shares issued to shareholders of RTS Fashions Private Limited in 2023 pursuant to scheme of demerger

NOTE 9A.1 THE RECONCILIATION OF THE NUMBER OF SHARES OUTSTANDING AT THE BEGINNING AND AT THE END OF THE REPORTING PERIOD

Particulars	₹ in Lakh	
	Equity Shares	
	Number	₹ in Lakh
Shares outstanding at the beginning of the year	120306000	2406
Shares Issued during the year	17895900	358
Preference Shares converted into Equity Shares	NIL	NIL
Shares bought back during the year	NIL	NIL
Shares outstanding at the end of the year	138201900	2764

NOTE 9A.2 TERMS / RIGHTS ATTACHED TO SHARES

a. Equity Shares

The Company has only one class of equity shares having a par value of ₹ 2 per share. Each holder of Equity Shares is entitled to one vote per share.

The Company declares and pays dividend in Indian Rupees.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts.

The distribution will be in proportion to the number of equity shares held by the shareholders.

NOTES TO STANDALONE FINANCIAL STATEMENTS

NOTE 9A.3 THE DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% SHARES

₹ in Lakh

Name of Shareholder	EQUITY SHARES			
	As at 31 March 2023		As at 31 March 2022	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
RASHID AHMED MIRZA	1,83,35,680	13.27%	1,36,65,520	11.36%
SHAHID AHMAD MIRZA	2,20,85,875	15.98%	1,49,81,465	12.45%
TAUSEEF AHMAD MIRZA	2,22,36,413	16.09%	1,80,58,453	15.01%
TASNEEF AHMAD MIRZA	1,95,03,504	14.11%	1,40,76,104	11.70%
SHUJA MIRZA	1,11,04,149	8.03%	1,02,02,099	8.48%

NOTE 9A.4 DETAILS OF SHARES HELD BY PROMOTERS

As at 31st March, 2023

₹ in Lakh

Name of the promoter	Number of shares as at 01.04.2022	Change during the year	Number of shares as at 31.03.2023	% Holding as at year end	% Change during the year
RASHID AHMED MIRZA	1,36,65,520	46,70,160	1,83,35,680	13.27	34.17%
SHAHID AHMAD MIRZA	1,49,81,465	71,04,410	2,20,85,875	15.98	47.42%
TAUSEEF AHMAD MIRZA	1,80,58,453	41,77,960	2,22,36,413	16.09	23.14%
TASNEEF AHMAD MIRZA	1,40,76,104	54,27,400	1,95,03,504	14.11	38.56%
SHUJA MIRZA	1,02,02,099	9,02,050	1,11,04,149	8.03	8.84%
YASMIN MIRZA	55,00,850	2,69,350	57,70,200	4.18	4.90%
FAUZIA MIRZA	30,08,450	-29,58,450	50,000	0.04	-98.34%
HAYA MIRZA	-	19,500	19,500	0.01	100%
MUSTAFA MIRZA	-	-	-	-	N.A.
FARZAN MIRZA	5,00,000	-5,00,000	-	-	100%
AMAAN MIRZA	4,47,000	-4,47,000	-	-	100%
IRAM MIRZA	9,60,500	-9,39,500	21,000	0.02	-97.81%
RAMSHA REHMAN	2,50,000	-2,50,000	-	-	100%
FIRDAUS AMIN	50,000	-	50,000	0.04	0%

As at 31st March, 2022

₹ in Lakh

Name of the promoter	Number of shares as at 01.04.2021	Change during the year	Number of shares as at 31.03.2022	% Holding as at year end	% Change during the year
RASHID AHMED MIRZA	1,36,65,520	-	1,36,65,520	11.36	N.A
SHAHID AHMAD MIRZA	1,01,52,053	48,29,412	1,49,81,465	12.45	47.57%
TAUSEEF AHMAD MIRZA	1,75,58,453	5,00,000	1,80,58,453	15.01	2.85%
TASNEEF AHMAD MIRZA	1,40,76,104	-	1,40,76,104	11.70	N.A
SHUJA MIRZA	1,02,02,099	-	1,02,02,099	8.48	N.A
FARAZ MIRZA	47,98,940	-47,98,940	-	-	100%
YASMIN MIRZA	55,00,850	-	55,00,850	4.57	N.A



NOTES TO STANDALONE FINANCIAL STATEMENTS

Name of the promoter	Number of shares as at 01.04.2021	Change during the year	Number of shares as at 31.03.2022	% Holding as at year end	₹ in Lakh
					% Change during the year
FAUZIA MIRZA	30,08,450	-	30,08,450	2.50	N.A
HAYA MIRZA	30,472	-30,472	-	-	100%
MUSTAFA MIRZA	5,00,000	-5,00,000	-	-	100%
FARZAN MIRZA	5,00,000	-	5,00,000	0.42	N.A
AMAAN MIRZA	4,47,000	-	4,47,000	0.37	N.A
IRAM MIRZA	9,60,500	-	9,60,500	0.80	N.A
FIRDAUS AMIN	-	50,000	50,000	0.04	100%
RAMSHA REHMAN	-	2,50,000	2,50,000	0.21	100%

NOTE 9A.5 INFORMATION REGARDING ISSUE OF SHARES IN THE LAST FIVE YEARS

- The Company has not issued any bonus shares during the for last five years.
- The Company has not undertaken any buy back of shares.
- Pursuant to the Composite Scheme of Arrangement of RTS Fashions Private Limited (“the Transferor Company”), Mirza International Limited (“the Transferee Company”) and REDTAPE Limited (“the Resulting Company”) approved by Hon’ble National Company Law Tribunal, Allahabad Bench, Paryagaraj vide its order dated February 21, 2023, the Company has issued and allotted 1,78,95,900 Equity Shares of ₹ 2 each on February 27, 2023 to the Shareholders of the Transferor Company whose name were appearing in the register of members of the Transferor Company in the ratio of 22(Twenty Two) Equity Share of ₹ 2 each as fully paid up for every 10 (Ten) Equity Shares of ₹ 10 each held by such shareholder in the Transferor Company.

NOTE 9A.6 DISCLOSURE PURSUANT TO NOTE NO. 6(U) OF PART I OF SCHEDULE III TO THE COMPANIES ACT, 2013

Particulars	As at 31 March 2023		As at 31 March 2022	
	₹ in Lakh	₹ Per Share	₹ in Lakh	₹ Per Share
Dividends proposed to be distributed to equity shareholders	NIL	NIL	NIL	NIL

(9B) OTHER EQUITY

Particulars	Reserves & surplus				Other Comprehensive Income		Total equity
	General Reserve	Capital Reserve	Securities Premium	Retained Earnings	IDLS Subsidy Reserve (Note 1)	Hedging Reserves (Note 2)	
Balance as at March 31, 2021	11753	0	5	49437	173	(55)	61313
Add : Profit for the year 2021-22				8557			8557
Add : Other Comprehensive Income (net of tax)				(7)			(7)
Add: Deficit arising during the year pursuant to the scheme of amalgamation and De-meger		456					456
Add: Transfer from RTS Fashions Pvt. Ltd. in pursuat of scheme of Merger				(13)			(13)
Less : Change in Fair Value of Hedging instruments net of taxes						376	376
Less : Income Tax Adjustment (Net)							-

NOTES TO STANDALONE FINANCIAL STATEMENTS

₹ in Lakh

Particulars	Reserves & surplus				Other Comprehensive Income		Total equity
	General Reserve	Capital Reserve	Securities Premium	Retained Earnings	IDLS Subsidy Reserve (Note 1)	Hedging Reserves (Note 2)	
Less : Distribution to Shareholders				-			-
Less : Dividend Tax				-			-
Less: Transfer to Redtape Limited in pursuat of scheme of De-merger	(11753)	(456)	(5)	(17807)			(30021)
Less : Transferred from Profit & Loss Account	-				(22)		(22)
Balance as at March 31, 2022	-	-	-	40167	151	321	40639
Add : Profit for the year 2022-23				2621			2621
Add : Other Comprehensive Income (net of tax)				43			43
Add : Change in Fair Value of Hedging instruments net of taxes				-		(435)	(435)
Add : Income Tax Adjustment (Net)				-			-
Less : Transferred from Profit & Loss Account	-			(87)	(21)		(108)
Balance as at March 31, 2023	-	-	-	42744	130	(114)	42760

Note-1 IDLS reserve is diminished every year by the amount in proportion of the depreciation of the assets considering the life of 15 years which is equivalent to Depreciation chargeable during the year to the machinery value purchased from IDLS subsidy.

Note-2 The company has designated certain foreign currency forward contracts as cash flow hedges in respect of foreign exchange risks.

NOTE 10 BORROWINGS (NON CURRENT)

Particulars	As at 31 March 2023		As at 31 March 2022	
	Non-Current	Current	Non-Current	Current
Term loans				
Secured				
From banks *	-	-	-	356
From banks (Auto Loan)#	209	152	366	164
From others (Auto Loan)#	-	-	-	18
Unsecured				
From (Banks)		-		
From (Director's)		-		16
Total	209	152	366	554

* (1) PNB Term loan ₹ NIL (356 lakh) secured by first Charge on Block Assets of the company by way of hypothecation of Machinery & equipment & other fixed assets of the company and extension of charge on all current assets of the company. Equitable mortgage of Land and Building and Plant & Machinery at Company's Unit No.1 & Tannery at Magarwara, Unnao, Unit No.6 at Plot No.1A Sector Ecotech-1, Greater NOIDA Industrial Area, Gautam Budh Nagar, U.P.

All the above secured Loans are guaranteed by some of the Directors.

Secured against the assets purchased under the arrangements.



NOTES TO STANDALONE FINANCIAL STATEMENTS

Maturity Profile :

₹ in Lakh

Term Loans from Banks	Payment Type	No. Of Pending Instalment	Instalment Amount	Current			
				0- 1 Yrs	1 -2 Yrs	2 -3 Yrs	More than 3 Years
Secured							
Term Loans				-	-	-	-
Auto Loans				152	164	45	-
HDFC BANK AUTO LOAN (1)	Monthly	26	1	12	13	2	-
HDFC BANK AUTO LOAN (2)	Monthly	27	7	79	85	22	-
HDFC BANK AUTO LOAN (3)	Monthly	27	1	12	13	3	-
HDFC BANK AUTO LOAN (4)	Monthly	28	5	49	53	18	-
Total				152	164	45	-

NOTE 11 PROVISIONS

₹ in Lakh

Particulars	As at 31 March 2023	As at 31 March 2022
Provision for employee benefits		
Gratuity (unfunded)	1048	1058
Total	1048	1058

NOTE 12 DEFERRED TAX LIABILITIES(NET)

₹ in Lakh

Particulars	As at 31 March 2023	As at 31 March 2022
Deferred tax relates to the following:		
Deferred tax related to items recognised in statement of profit and loss:		
Deferred tax liabilities (gross)		
Property ,Plant, Equipment & Intangible Assets: Difference in Depreciations as per books of account and tax laws	(151)	-
Impact of expenditure charges to the financial statement in the books of account & tax	-	-
(a)	(151)	-
Deferred tax assets (gross)		
Property ,Plant, Equipment & Intangible Assets: Difference in Depreciations as per books of account and tax laws	-	442
Impact of expenditure charges to the financial statement in the current /earlier year but allowable for tax pupose on payment	48	61
(b) Deferred Tax Asset created during the year	48	503
(c) = (a) - (b)	(103)	(503)
Deferred tax liabilities (net)	(103)	(503)
Deferred tax relates to the following:		
Deferred tax related to items recognised in OCI:		
Deferred tax assets (gross)		
Re-measurement losses on defined benefit plans	22	(81)
Re-valuation of Equity Investments	5	(4)
(d)	27	(85)
Deferred tax liabilities (gross)		
Deferred tax related to items recognised in equity	-	-
(e)	-	-
(f)=(d) + (e)	27	(85)
Deferred tax liabilities (net)	27	(85)

NOTES TO STANDALONE FINANCIAL STATEMENTS

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for 31 March 2022 and 1 April 2021

₹ in Lakh

Particulars	As at 31 March 2023	As at 31 March 2022
Accounting profit/(loss) before income tax	3413	11382
At India's applicable statutory income tax rate i.e. Income Tax (25%) plus Cess (4%) (PY Income Tax (25%) plus Cess (4%))	25.168%	25.168%
Current tax expense reported in the statement of profit and loss	700	2755
Deferred tax expense reported in the statement of profit and loss	92	70
Non-deductible expenses for tax purposes:		
Impact of Lease rent Liabilities	40	795
Depreciation and amortization expense (net)	2530	5757
Other non deductible expenses	(27)	50
Deductible expenses for tax purposes:		
Depreciation as per IT Act,1961	3129	3999
Others	(27)	50
At the effective income tax rate	718	3507
Current tax expense reported in the statement of profit and loss	700	2755
Deferred tax expense/(credit) reported in the statement of profit and loss	92	70

Reconciliation of deferred tax liabilities (net):

₹ in Lakh

Particulars	As at 31 March 2023	As at 31 March 2022
Opening balance of DTA/DTL (net)	1,235	1,463
Deferred tax income/(expense) during the period recognised in profit or loss	92	70
Less Transfer to Demrger	(91)	(298)
Impact of Others	-	-
Closing balance of DTA/DTL (net)	1,236	1,235

NOTE 13 OTHER NON CURRENT LIABILITIES

₹ in Lakh

Particulars	As at 31 March 2023	As at 31 March 2022
Others		
Lease Rent Liabilities	863	-
Total	863	-



NOTES TO STANDALONE FINANCIAL STATEMENTS

NOTE 14 BORROWINGS

Particulars	₹ in Lakh	
	As at 31 March 2023	As at 31 March 2022
Secured*		
Working capital loans repayable on demand		
From Other banks	2276	4025
From Foreign Bank	-	-
Unsecured		
Current maturities of long-term debt (Refer Note No. 10)		
Term Loan From banks **	-	356
Term Loan From bank (Auto Loan)	152	164
Term Loan From Other (Auto Loan)	-	18
From (Director's)	-	16
Total	2428	4579

* (1) PNB ₹ 2276 Lakhs (4025 lakh) Secured By First Charge by way of Hypothecation on entire current assets, present & future including entire stocks of raw materials, stock in process, finished goods, stock-in-transit to be held on pari-passu basis with other Banks, domestic Book Debts , Loans and advances or any other security required for the purpose of execution of export orders received, lying in the company's godowns, warehouses or shipping agents' custody waiting dispatch / shipment / and / or in transit etc. The facilities are collaterally secured by the Equitable Mortgage of Company's Properties mentioned in Note no 10 above.

(2) HDFC Loan ₹ NIL lakh (247 lakh) secured by way of exclusive charge on industrial property located at Unit-2, Sahjani Unnao site-2 U.P and pari-passu charge on stock and book debt of the company with other banks.

** (3) PNB Term loan ₹ NIL lakh (356 lakh) secured by first Charge on Block Assets of the company by way of hypothecation of Machinery & equipment & other fixed assets of the company and extension of charge on all current assets of the company. Equitable mortgage of Land and Building and Plant & Machinery at Company's Unit No.1 & Tannery at Magarwara Unnao, Unit No.6 at Plot No.1A Sector Ecotech-1, Greater NOIDA Industrial Area, Gautam Budh Nagar, U.P.

NOTE 15 TRADE PAYABLE

Particulars	₹ in Lakh	
	As at 31 March 2023	As at 31 March 2022
Micro, Small and Medium Enterprises *	326	329
Others	5746	8827
Total	6072	9156

* The Company owe some Minor amount on which provision of interest has been provided , outstanding for more than the period specified in Micro, Small & Medium Enterprises Development Act, 2006 as at 31st March 2023, to any Micro, Small & Medium Enterprises. This information is based on data available with the company.

Note 15 .1 Trade Payables due for payment ageing schedule (current year)

Particulars	₹ in Lakh	
	(i) MSME*	(ii) Others*
Less than 1 year	326	5,554
1-2 years	-	179
2-3 years	-	13
More than 3 years	-	-
Total	326	5746

*Undisputed dues only, there are no disputed dues outstanding.

NOTES TO STANDALONE FINANCIAL STATEMENTS

Trade Payables due for payment ageing schedule (previous year)

Particulars	₹ in Lakh	
	(i) MSME*	(ii) Others*
Less than 1 year	329	8,776
1-2 years	-	10
2-3 years	-	41
More than 3 years	-	-
Total	329	8827

* Undisputed dues only, there are no disputed dues outstanding.

NOTE 16 OTHER FINANCIAL CURRENT LIABILITIES

Particulars	₹ in Lakh	
	As at 31 March 2023	As at 31 March 2022
Interest accrued but not due on borrowings	-	2
Unpaid dividends *	67	72
Outstanding Liabilities #	272	355
Salary Payable	252	263
Bonus Payable	391	366
Audit Fees Payable	16	9
Unpaid Commission on Export Sales	541	594
Duties & Taxes (TDS payable)	62	102
Lease Rent Liabilities	37	-
Foreign currency forward contract	115	-
Total	1753	1763

* These Figures do not include any amounts due and outstanding, to be credited to Investor Education & Protection Fund

Outstanding Liabilities include Employee Benefits payable of ₹ lakh 37.49 Lakh (₹ 68.67 Lakh), Export Expenses payable ₹ 34.13 Lakh (₹ 145.10 lakh) & Power & Electricity charges of ₹ 52.68 Lakhs (₹ 79.46 lakh), Wages Expenses Payable of ₹147.70 Lakh (₹ 61.77 Lakh).

NOTE 16.1 NON FINANCIAL CURRENT LIABILITIES

Particulars	₹ in Lakh	
	As at 31 March 2023	As at 31 March 2022
Advance Received From Customers	18	105
Total	18	105

NOTE 17 PROVISIONS

Particulars	₹ in Lakh	
	As at 31 March 2023	As at 31 March 2022
(a) Provision for employee benefits		
Gratuity (Unfunded)	115	69
Total	115	69



NOTES TO STANDALONE FINANCIAL STATEMENTS

NOTE 18 REVENUE FROM OPERATIONS

Particulars	₹ in Lakh	
	For the year ended 31 March 2023	For the year ended 31 March 2022
Sale of products	59737	135561
Other operating revenues	2969	3002
Total	62706	138563

NOTE 19 OTHER INCOME

Particulars	₹ in Lakh	
	For the year ended 31 March 2023	For the year ended 31 March 2022
Interest Income	26	31
Other non-operating income		
Other Income	455	1668
Income from Govt. Grant	22	22
Total	503	1721

NOTE 19 (i) Other Comprehensive Income- Items that will not be reclassified to Profit and Loss

Particulars	₹ in Lakh	
	For the year ended 31 March 2023	For the year ended 31 March 2022
Remeasurement gain/(loss) of Defined Benefit Plan	85	(13)
Equity investments Through OCI	(21)	3
Total	64	(10)

NOTE 19 (ii) Other Comprehensive Income- Items that will be reclassified to Profit and Loss

Particulars	₹ in Lakh	
	For the year ended 31 March 2023	For the year ended 31 March 2022
Hedge Reserve	(115)	321
Total	(115)	321

NOTE 20 COST OF MATERIALS CONSUMED

Particulars	₹ in Lakh	
	For the year ended 31 March 2023	For the year ended 31 March 2022
Hides & Finished Leather	7962	9269
Chemicals	3053	5460
Others	14265	12211
Stores & Spares	464	582
Total	25744	27522

NOTES TO STANDALONE FINANCIAL STATEMENTS

NOTE 21 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS AND STOCK-IN-TRADE

₹ in Lakh

Particulars	For the year ended 31 March 2023		For the year ended 31 March 2022	
Inventories (at close)				
Finished Goods	3289		3664	
Stock-in-Process	2397	5685	2833	6497
Inventories (at commencement)				
Finished Goods	3664		4373	
Stock-in-Process	2833	6497	2110	6483
Change in Inventories Decrease/(Increase)		812		(14)

NOTE 22 EMPLOYEE BENEFIT EXPENSE

₹ in Lakh

Particulars	For the year ended 31 March 2023		For the year ended 31 March 2022	
Salaries and Wages		6586		8227
Contribution to Provident and Other Funds		337		558
Gratuity to Employees		189		241
Staff Welfare Expenses		227		342
Total		7339		9368

Note 22.1 Employee benefits :

The Company is providing the following benefits to their employees :

- Gratuity
- Provident Fund
- Leave encasement

The amounts recognised in Balance Sheet are as follows:

₹ in Lakh

Present value of defined benefit obligation	As at 31 March 2023	As at 31 March 2022
A) – Wholly funded	-	-
– Wholly unfunded	1162	1459
	1162	1459
Less: Fair value of plan assets	-	-
Add: Amount not recognised as an asset [limit in para 64(b)]	-	-
Amount to be recognised as liability or (asset)	1162	1459
B) Amounts reflected in the Balance Sheet		
Liabilities	1162	1459
Assets	-	-
Net liability/(asset)	1162	1459
Net liability/(asset) - current #	115	88
Net liability/(asset) - Non-current	1048	1371



NOTES TO STANDALONE FINANCIAL STATEMENTS

(ii) The amounts recognised in Statement of Profit and Loss are as follows:

Particulars	₹ in Lakh	
	2022-23	2021-22
Current service cost	83	137
Interest cost	106	95
Interest income on plan assets	-	-
Remeasurement - Actuarial losses/(gains) -	-	-
Difference between actual return on plan assets and interest income	-	-
Remeasurement - Actuarial losses/(gains) - Others	88	(47)
Past service cost	-	-
Actuarial gain/(loss) not recognised in books	-	-
Adjustment for earlier years	-	-
Remeasurement - Effect of the limit in para 64(b)	-	-
Translation adjustments	-	-
Amount capitalised out of the above	-	-
Total	278	185
Amount included in "employee benefits expense"	189	232
Amount included as part of "finance cost"	-	-
Amount included as part of "other comprehensive income"	88	(47)

Particulars	₹ in Lakh	
	2022-23	2021-22
Opening balance of the present value of defined benefit obligation	1459	1377
Add: Current service cost	83	137
Add: Interest cost	106	95
Add: Contribution by plan participants	-	-
i) Employer	-	-
ii) Employee	-	-
iii) Transfer-in/(out)	-	-
Add/(less): Remeasurement - Actuarial losses/(gains)	-	-
i) Actuarial (gains)/losses arising from changes in demographic assumption	-	-
ii) Actuarial (gains)/losses arising from changes in financial assumptions	11	(65)
iii) Actuarial (gains)/losses arising from changes in experience adjustments	(97)	83
Less: Benefits paid	(69)	(171)
Add: Past service cost	0	-
Add: Liabilities assumed on transfer of employees	(332)	-
Add: Business combination/acquisition	-	-
Add: Adjustment for earlier years	-	-
Add/(less): Translation adjustments	-	-
Closing balance of the present value of defined benefit obligation	1162	1456

NOTES TO STANDALONE FINANCIAL STATEMENTS

₹ in Lakh

Particulars	2022-23	2021-22
Change in Fair Value of Assets		
Plan assets at beginning of period	-	-
Investment Income	-	-
Return on Plan Assets, Excluding amount recognised in Net Interest Expense	-	-
Actual Company contributions	69	171
Fund Transferred	-	-
Employee contributions	-	-
Benefits paid	(69)	(171)
Plan assets at the end of period	-	-

The key assumptions used in the calculations are as follows :

1. Financial Assumptions

₹ in Lakh

Particulars	2022-23	2021-22
Discount Rate	7.20% p.a.	7.30% p.a.
Rate of increase in salaries	6.00% p.a.	6.00% p.a.

2. Demographic Assumptions

₹ in Lakh

Particulars	2022-23	2021-22
Mortality Rate (% of IALM 2012-14)	100.00%	100.00%
Normal Retirement Age	60 Years	60 Years
Attrition Rates, based on age (% p.a.) For all Ages	2	2

- The discount rate indicated above reflects the estimated timing and currency of benefit payments. It is based on the yields / rates available on applicable bonds as on the current valuation date.
- The salary growth rate indicated above is the Company's best estimate of an increase in salary of the employees in future years, determined considering the general trend in inflation, seniority, promotions, past experience and other relevant factors such as demand and supply in employment market, etc.
- Attrition rate indicated above represents the Company's best estimate of employee turnover in future (other than on account of retirement, death or disablement) determined considering various factors such as nature of business, retention policy, industry factors, past experience, etc.

Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The result of sensitivity analysis is given below :

₹ in Lakh

Particulars	As on 31 March 2023	As on 31 March 2022
Defined Benefit Obligation (Base)	1162	1459



NOTES TO STANDALONE FINANCIAL STATEMENTS

₹ in Lakh

Particulars	As on 31 March 2023		As on 31 March 2022	
	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 1%)	1285	1057	1631	1313
% change compared to base due to sensitivity	10.59%	-9.08%	11.79%	-9.98%
Salary Growth Rate (- / + 1%)	1053	1289	1307	1635
% change compared to base due to sensitivity	-9.46%	10.85%	-10.38%	12.08%
Attrition Rate (- / + 50%)	1151	1173	1440	1476
% change compared to base due to sensitivity	-1.01%	0.90%	-1.31%	1.14%
Mortality Rate (- / + 10%)	1160	1165	1456	1462
% change compared to base due to sensitivity	-0.18%	0.18%	-0.22%	0.22%

NOTE 23 FINANCE COST

₹ in Lakh

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Interest & Bank Charges	773	2301
Total	773	2301

NOTE 24 DEPRECIATION AND AMORTISATION EXPENSES

₹ in Lakh

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Depreciation Expenses	2530	5719
Leasehold Land Amortisation	-	38
Total	2530	5757

NOTE 25 OTHER EXPENSES

₹ in Lakh

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Processing Charges	4209	4109
Commission	2305	13593
Freight and Transport	1728	5345
Power and Fuel	1273	2354
Selling & Advertisement Expenses	149	2373
Rent *	22	95
Vehicle Running & Maintenance	222	223
Repair and Maintenance (other than building & machinery)	186	529
Traveling & Conveyance Expenses	274	329
Insurance	302	387
Security Expenses	189	317
Postage & Courier	203	264
Telephone & Telex	31	72

NOTES TO STANDALONE FINANCIAL STATEMENTS

₹ in Lakh

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Legal & Professional Chrgs	122	359
Rates and Taxes, excluding taxes on income	69	82
Repairs to machinery	146	158
Repairs to buildings	130	69
Printing & Stationery	45	49
Donation and Subscription	11	7
(Profit)/Loss on Sale of Property, plant and equipment	(343)	(60)
Miscellaneous Expenses	68	233
Audit Fees	18	9
Corporate Social Responsibilities	127	110
Total	11486	31006

* The Company's major leasing arrangements are in respect of commercial premises (including furniture and fittings therein wherever applicable). These leasing arrangements which are cancellable, range 11 months to 3 years, or longer and are usually renewable by mutually agreed terms and conditions.

NOTE 25.1 DISCLOSURE PURSUANT TO NOTE NO. 5(I)(J) OF PART II OF SCHEDULE III TO THE COMPANIES ACT, 2013

₹ in Lakh

Payments to the auditor as	For the year ended 31 March 2023	For the year ended 31 March 2022
(I) To Statutory Auditors		
a. For Audit Services	18	9
Total	18	9

Note 25.2 Details of Corporate Social Responsibility Expenditure

₹ in Lakh

Payments to the auditor as	For the year ended 31 March 2023	For the year ended 31 March 2022
a) Total amount required to be spent for the financial year	150	101
b) Amount spent during the financial year	127	110
Total	127	110

NOTE 26 EARNINGS PER SHARE (EPS)

₹ in Lakh

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
(i) Net Profit after tax as per statement of Profit and Loss attributable to Equity Shareholders	2621	8557
(ii) Weighted Average number of equity shares used as denominator for calculating EPS	138201900	120306000
(iii) Basic and Diluted Earnings per share (₹)	1.90	7.11
(iv) Face Value per equity share (₹)	2	2



NOTES TO STANDALONE FINANCIAL STATEMENTS

NOTE-27 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

Particulars	₹ in Lakh	
	As at 31 March 2023	As at 31 March 2022
A BILLS DISCOUNTED	5311	7475
B IMPORT DUTY PAYABLE	170	-
In case of non-fulfillment of export obligation under EPCG Scheme (not yet due)		
C BANK GUARANTEES / LETTER OF CREDITS	82	6021
D One case of employee is pending at High Court, Allahabad	3	Indeterminate
Employee Case is pending at ALC Noida	2	Indeterminate
Employee case is pending at Labour Office, Lucknow	1	Indeterminate
Employee case is pending at A.L.C. office, Kanpur	1	Indeterminate
Employee case is pending at A.L.C. office, Kanpur	1	Indeterminate
E One case of stamp duty in respect of land in Hapur is pending with Asst. Commissioner (stamp), Hapur for deficiency in stamp duty.	8	8
F TAXES		
(I) ENTRY TAX - for 1999-2000 liability is pending	4	4
(II) VAT & CST		
(a) UTTAR PRADESH : Pending against UP VAT and CST for the F.Y. 2008-2009	155	263

F.Y.	2022-23				2021-22			
	CST	VAT	Entry Tax	Total	CST	VAT	Entry Tax	Total
2008-09	10.46	-	-	10.46	71.58	-	-	71.58
2010-11	61.33	-	-	61.33	61.33	-	-	61.33
2015-16	-	13.53	-	13.53	49.68	13.53	-	63.21
2016-17	2.64	6.48	1.68	10.8	2.64	6.48	1.68	10.8
2017-18	55.51	2.97	0.33	58.81	55.51	2.97	0.33	58.81
Total	129.94	22.98	2.01	154.93	240.74	22.98	2.01	265.73

Particulars	₹ in Lakh	
	As at 31 March 2023	As at 31 March 2022
(b) GUJARAT : F.Y. 2009-10 ₹ 2.25 lacs, F.Y. 2010-11 ₹ 32.68 lacs & F.Y. 2011-12 ₹ 2.34 lacs. Company has preferred appeal against the said Demand. Out of which ₹ 2.00 lacs has been deposited against demand. 2016-17 Demand of ₹ 12.86 lacs	50	50
(c) KERALA : VAT Demand of ₹ 4.91 lacs against which 30% amount of ₹ 1.47 lacs has been paid and for balance Bank Guarantee has been provided.	5	5

NOTES TO STANDALONE FINANCIAL STATEMENTS

₹ in Lakh

Particulars	As at 31 March 2023	As at 31 March 2022
(d) Haryana: Pending against Haryana CST for the F.Y. 2016-17 ₹ 53.50 lacs, due to non submission of Form C	54	54
(III) Income Tax		
Order Passed u/s 143(3) r.w.s 144C(13) & 144B for FY 2016-17 ₹ 79.20 Lacs.	79	128
Appeal pending before ITAT		
143(3) r.w.s 144C(13) read with section 144B for FY 2017-18 ₹ 33.16 Lacs. of the Income-tax Act, 1961	33	
(IV) GOODS & SERVICE TAX	24	17
(a) Jharkhand: F.Y 2019-20 ₹4.32 Lacs, Mismatch of Turnover under GSTR-1 & 3B, Company has filed appeals against DRC-07 on Dt.17.01.2022		
(b) Bihar : F.Y 2020-21 ₹ 12.95 Lacs Excess ITC claim in GSTR-3B, Company has filed Appeal against DRC-07 on Dt. 19.05.2022		
(c) West Bengal : F.Y. 2018-19 ₹ 6.94 Lacs, SCN u/s 73 has been issued by the department, Company has filed reply against SCN on 12.05.2023		
(V) Trade Mark Case against the company in High Court, Delhi	100	100
G COMMITMENT		
A CAPITAL EXPENDITURE (Net of fund already deployed)	368	5445
B UNCLAIMED DIVIDEND	67	72

NOTE 28 SEGMENT REPORTING

Segment Information for the year ended 31st March, 2023

Information about Primary Business Segments

₹ in Lakh

	EXPORT DIVISION	DOMESTIC DIVISION	UNALLOCATED	TOTAL
External	52617	14110	503	67230
	(50387)	(96189)	(1721)	(148297)
Inter - Segment		4021		4021
		(8013)		(8013)
Total Revenue	52617	10089	503	63209
	(50387)	(88176)	(1721)	(140284)
Result				
Segment Result (Profit before Interest & Tax)	3751	541	503	4794
	(4883)	(7839)	(1721)	(14443)
Less: Interest Expenses			(773)	(773)
			(2301)	(2301)
Unallocated Expenditure net of unallocated income			(608)	(608)
			761	761



NOTES TO STANDALONE FINANCIAL STATEMENTS

	₹ in Lakh			
	EXPORT DIVISION	DOMESTIC DIVISION	UNALLOCATED	TOTAL
Profit before Taxation	3751	541	(879)	3413
	(4883)	(7839)	1340	(11382)
Provision for Taxation			(792)	(792)
			2826	2826
Net Profit	3751	541	(1671)	2621
	(4883)	(7839)	(1486)	(8557)
Other Information				
Segment Assets			59266	59266
			(61734)	(61734)
Segment Liabilities			10386	10386
			(15672)	(15672)
Capital Expenditure			4430	4430
			(7502)	(7502)
Depreciation			2530	2530
			(5757)	(5757)

* Includes Export incentive received on Export

Notes :

- (i) The Company is organized into two main business segments, namely:
- Export Division - Manufacturing Finished Footwear , Leather & other Items.
- Domestic Division- Manufacturing Finished Footwear , Leather & other Items. In the Domestic market and also include inter
- Segment transfers , priced at cost plus a predetermined rate of profit.
- Segments have been identified and reported considering the distinct nature of business and differing risks and returns accruing there from, the organization structure, and the internal financial reporting systems.
- (ii) Segmental Revenue, Results, include the respective amounts identifiable to each of the segments and amounts allocated on a reasonable basis.

NOTE 29 REMITTANCE IN FOREIGN CURRENCY ON ACCOUNT OF DIVIDEND

	₹ in Lakh	
Particulars	As at 31 March 2023	As at 31 March 2022
No. of Non Resident Shareholders	NIL	NIL
Number of Equity Shares held by them	-	-
Amount of Dividend Paid (Gross)	-	-
Tax Deducted at Source	-	-
Year to which Dividend relates	-	-

NOTES TO STANDALONE FINANCIAL STATEMENTS

NOTE 30 RELATED PARTY TRANSACTIONS

S. No.	Particulars	Nature of Relationship	₹ in Lakh			
			Volume of Transactions (₹ in Lakh)	Outstanding (₹ in Lakh)	Volume of Transactions (₹ in Lakh)	Outstanding (₹ in Lakh)
			For The Year Ended 31.03.2023	For The year Ended 31.03.2023	as on 31.03.2022	as on 31.03.2022
1	Purchase					
	Euro Footwear Pvt Ltd.	Directors are Shareholders in the company	9245	- Cr.	10778	- Cr.
	REDTAPE Ltd	Directors are Shareholders/Directors in the company	553	-	95	313 Cr.
	Shoemac Leather Tech Eng. Ltd	Directors are Shareholders/Directors in the company	49	9	75	4 Cr.
	Gempack Enterprises	Directors are the relatives of firm's proprietor	213	27 Cr.	390	35 Cr.
	Olive Shoes Pvt Ltd	Directors are Shareholders/Directors in the company	2822	124		
2	Jobwork expenses					
	Shoemac Leather Tech Eng. Ltd	Directors are Shareholders/Directors in the company	-	- Cr.	1	- Cr.
3	Rent & Maintenance charges Paid					
	Shoemac Leather Tech Eng. Ltd.	Directors are Shareholders/Directors in the company	2	- Cr.	2	- Cr.
4	Sales					
	Euro Footwear Pvt Ltd.	Directors are Shareholders in the company	2247	29 Dr.	3342	406 Dr.
	Mirza (UK) Ltd.	Wholly owned subsidiary	6305	370 Dr.	11638	3369 Dr.
	REDTAPE Ltd	Directors are Shareholders/Directors in the company	2890	246	767	
	RTS Fashion FZE, Dubai	Director is the Director in the Company	101	85	438	422 Dr.
	Shoemac Leather Tech Eng. Ltd	Directors are Shareholders/Directors in the company	2	-		
	Gempack Enterprises Unnao	Directors are the relatives of firm's proprietor	1	- Dr.	1	- Dr.
	Olive Shoes Pvt Ltd	Directors are Shareholders/Directors in the company	392	-		



NOTES TO STANDALONE FINANCIAL STATEMENTS

S. No.	Particulars	Nature of Relationship	₹ in Lakh				
			Volume of Transactions (₹ in Lakh)	Outstanding (₹ in Lakh)	Volume of Transactions (₹ in Lakh)	Outstanding (₹ in Lakh)	
			For The Year Ended 31.03.2023	For The year Ended 31.03.2023	as on 31.03.2022	as on 31.03.2022	
5	Rental Income						
	REDTAPE Ltd	Directors are Shareholders/Directors in the company	510	- Dr.			
6	Reimbursement of Expenses (Income)		614	- Dr.			
	REDTAPE Ltd						
7	Salaries						
	To Relatives of Key Management Personnel						
	Mr. Faraz Mirza		253	12 Cr.	73	6 Cr.	
	Mr. Mustafa Mirza		18	1 Cr.	4	1 Cr.	
	Ms. Hiba Mirza		12	1 Cr.	6	1 Cr.	
	Ms. Yusra Mirza		4	1 Cr.			
8	Managerial Remuneration						
	Directors Remuneration		942	45 Cr.	803	61 Cr.	
	Directors Perquisites		18	- Cr.	19	- Cr.	
9	Directors Sitting Fee		1	- Cr.	4	- Cr.	
10	Corporate Social Responsibilities						
	Mirza Foundation	Directors are the Trustee	111	- Cr.	108	- Cr.	
11	Export Commission						
	Mirza (UK) Ltd.	Wholly owned subsidiary	1709	- Cr.	515	- Cr.	
	RTS Fashion FZE	Director is the Director in the Company	283	- Cr.	55	- Cr.	
12	INVESTMENT						
	T N S Hotels And Resorts Pvt Ltd	Wholly owned subsidiary	1	1 Cr.			
	REDTAPE Ltd	Directors are Shareholders/Directors in the company		1 Cr.	1	- Cr.	
	RTS Fashion (Dubai)	Wholly owned subsidiary	783	783 Cr.			
13	Loan & Advance						
	T N S Hotels And Resorts Pvt Ltd	Wholly owned subsidiary	323	323 Cr.			

NOTES TO STANDALONE FINANCIAL STATEMENTS

Related Party Disclosures, as required by IND-AS24, are given below:

Relationships :	
i) Subsidiaries :	
ii) Key Management Personnel & Relatives:	Mr. Tauseef Ahmad Mirza (Managing Director), Mr. Shahid Ahmad Mirza (Whole-time Director), Mr. Tasneef Ahmad Mirza (Whole-time Director), Mr. Rashid Ahmad Mirza (Director), Mr. Narendra Prasad Upadhyay (Director), Mr. Shuja Mirza (Director), Mr. V.T. Cherian (C.F.O.), Ms. Harshita Nagar (Company Secretary), Mr. Faraz Mirza, (President-Production), Ms. Hiba Mirza, Mr. Mustafa Mirza, Ms. Yusra Mirza
iii) Related Companies:	Shoemax Engineering Pvt Ltd., Shoemac Leather Tech Engineers Ltd., Mirza Charitable Hospital Ltd., Tilbrook Enterprises Ltd., Mirza (UK) Ltd., Euro Footwear Pvt Ltd., Emgee Projects Pvt Ltd., Genesisriverview Resorts Pvt Ltd., Genesis Infra Projects Pvt Ltd., Granule Infra India Pvt. Ltd., RTS Fashions Pvt Ltd., Aarem Heights Pvt Ltd., Mirza Investment Pvt Ltd., Silver Spark Pvt Ltd., Kasi 1981 Alumni Foundation, RTS Fashion FZE-UAE, Bertelsman Corporate services India Pvt Ltd., Penguin Random House Publishers India Pvt Ltd, Nuvanta Infradevelopers Pvt Ltd., Merchant Chamber of Uttar Pradesh, Redtape Limited, Olive Shoes Pvt Ltd, T N S Hotels And Resorts Private Limited.
iv) Related Parties/Firms:	Achee Shoes LLP, Red Tape International LLP, Mirza Holdings LLP, Mughal Express LLP, F&R Farms LLP, Sen En Mirza Industrial Supply Chain LLP, Mirza Projects, Gempack Enterprises, Mars International, Waves International, Mirza Foundation

NOTE 31 FOLLOWING PAYMENTS TO DIRECTORS ARE INCLUDED IN VARIOUS HEADS OF EXPENDITURE :

Particulars	₹ in Lakh	
	2023	2022
Salary	942	880
Perquisites	18	18
Sitting Fees	1	5
Guarantee Commission		450
Total	961	1353

NOTE 32 FORWARD CONTRACTS

Forward Exchange Contracts entered into by the Company and outstanding as at Balance Sheet date

Forward contracts EURO INR 28.45 lakhs (19.36 lakhs) Sell Hedging

Forward contracts GBP INR 122.27 lakhs (138.48 lakhs) Sell Hedging

Forward contracts USD INR 147.77 lakhs (178.54 lakhs) Sell Hedging

NOTE 33 THERE ARE NO IMMOVABLE PROPERTIES WHOSE TITLE DEEDS ARE NOT HELD IN THE NAME OF COMPANY

NOTE 33.1 THE COMPOSITE SCHEME OF ARRANGEMENT

1. A Composite Scheme of Arrangement of RTS Fashions Pvt Ltd, Mirza International Ltd and Redtape Ltd (hereinafter referred to as the Composite Scheme of Arrangement/the Scheme) was framed in terms of the provisions of Sections 230 & 232 of the Companies Act, 2013, read with Section 66 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, together with Sections 2(1B) and 2(19AA) of the Income Tax Act, 1961, and other applicable provisions, if any.



NOTES TO STANDALONE FINANCIAL STATEMENTS

2. The aforesaid Composite Scheme of Arrangement provides for:
- Amalgamation of RTS Fashions Pvt Ltd (the Transferor Company) with and into Mirza International Ltd (the Transferee Company);
 - Demerger of Branded Business/REDTAPE Business (the Demerged Business) of Mirza International Ltd into Redtape Ltd (the Resulting Company) on going concern basis; and
 - Various other matters incidental, consequential or otherwise integrally connected with the aforesaid Amalgamation and De-merger.

3. Salient features of the Composite Scheme of Arrangement are as follows:

3.1 Salient Features of Amalgamation:

- 3.1.1 All assets and liabilities including Income Tax and all other statutory liabilities, if any, of RTS Fashions Pvt Ltd (the Transferor Company) will be transferred to and vest in Mirza International Ltd (the Transferee Company).
- 3.1.2 All the employees of the Transferor Company in service on the Effective Date, shall become employees of the Transferee Company on and from such date without any break or interruption in their service and upon terms and conditions not less favorable than those applicable to them in the Transferor Company on the Effective Date.
- 3.1.3 The Transferee Company-Mirza International Ltd will issue 22 (twenty-two) Equity Shares of ₹2 each, credited as fully paid up, to the Shareholders of the Transferor Company for every 10 (ten) Equity Shares of ₹10 each held in the Transferor Company-RTS Fashions Pvt Ltd.

3.2 Salient Features of Demerger:

- 3.2.1 All assets and liabilities including Income Tax and all other statutory liabilities, if any, of Branded Business/REDTAPE Business (the Demerged Business) of Mirza International Ltd (the Transferee Company) will be transferred to and vest in Redtape Ltd (the Resulting Company) on going-concern basis.
- 3.2.2 All the employees of the Transferee Company employed in the activities relating to the Demerged Business, in service on the Effective Date, if any, shall become the employees of the Resulting Company on and from such date without any break or interruption in service and upon terms and conditions not less favorable than those applicable to them in the Demerged Business of the Transferee Company, on the Effective Date.
- 3.2.3 The Resulting Company-Redtape Ltd will issue 1 (one) Equity Share of ₹2 each, credited as fully paid-up, to the Shareholders of the Transferee Company for every 1 (one) Equity Share of ₹2 each held in the Transferee Company-Mirza International Ltd.
- 3.2.4 Upon the Scheme becoming effective, the pre-Scheme issued and paid-up share capital of the Resulting Company which consists of 50,000 Equity Shares of ₹2 each aggregating ₹1,00,000, will be cancelled. 50,000 9% Compulsorily Redeemable Preference Shares of ₹2 each, credited as fully paid-up, aggregating ₹1,00,000, will be issued in place of such cancelled equity share capital.

- 3.3 Appointed Date for the Scheme will be 1st January, 2022, or such other date as the Hon'ble National Company Law Tribunal or any other competent authority may approve.

3.4 BSE Ltd will act as the Designated Stock Exchange for the purposes of the Scheme of Arrangement.

3.5 Post-Scheme, Redtape Ltd will be listed on BSE and NSE.

4. The Hon'ble National Company Law Tribunal, Allahabad Bench, Prayagraj (the Tribunal) vide its Order dated 21st February, 2023 (date of pronouncement of Order) approved the Composite Scheme of Arrangement. The Scheme has become operative with effect from the Effective Date-25th February, 2023, on filing of the NCLT Order with the Registrar of Companies, Uttar Pradesh, Kanpur. The Scheme is effective from 1st January, 2022, being the Appointed Date of the Scheme.

NOTES TO STANDALONE FINANCIAL STATEMENTS

5. In terms of the Scheme, RTS Fashions Pvt Ltd has been merged into Mirza International Ltd along with all the assets and liabilities; and entire REDTAPE Business of Mirza International Limited has been demerged into Redtape Limited, with effect from 1st January, 2022.
6. The present Financial Statements of the Company have been prepared after giving effect of the Amalgamation and Demerger in terms of the Scheme. Further, figures of the previous Financial Year ended 31st March, 2022, have also been restated to give effect to the Scheme with effect from 1st January, 2022.

Accordingly, the present audited Financial Statements are consisting of financial figures of the Transferee Company as well as financial figures of the Transferor Company.

7. Prior to the Scheme, the Transferee Company-Mirza International Limited was engaged in design, development, manufacturing, marketing, trading, export and retailing of leather footwear, sports shoes, garments & apparels, leather goods and accessories, and other related activities. The Company also owns and operates a leather tannery for captive consumption. Mirza International Ltd has the following business verticals:
 - a. **Private Label/White Label Business:** The Company is engaged in design, development, manufacturing, export and sale of leather footwear to various Private Labels in United Kingdom, United States of America (USA), European and Non-European Countries. Private Label Business is pre-dominantly export wholesale made-to-order (MTO) business.
 - b. **Branded Business/Redtape Business:** The Company is engaged in design, development, trading, marketing and retailing of leather shoes, sports shoes, garments & apparels and other accessories under 'REDTAPE' and other Brands owned by the Company. 'REDTAPE' is a well-known brand in leather and sports footwear, garments & apparels. Branded Business is pre-dominantly domestic retail business.
 - c. **Leather Tannery Business:** The Company owns and operate of one of the most modern tanneries in India which is engaged in procuring and processing of leather. Tannery is backward integration for captive consumption and acts as the backbone for the Private Label Business.
8. Whereas, prior to the Scheme of Amalgamation, the Transferor Company-RTS Fashions Pvt Ltd was engaged in purchase, sale and trading of soling and packing material and other related activities. The Transferor Company, through its step down wholly owned subsidiary-Mirza UK Ltd, was engaged in design, development, marketing and distribution of leather footwear, leather goods and accessories in UK, USA and other European Markets. Mirza UK Ltd is a London based company formed under the laws of United Kingdom. Mirza UK Ltd (Mirza UK) was a step down wholly owned subsidiary of RTS Fashions Pvt Ltd, India. Mirza UK is engaged in marketing and distribution of leather footwear, leather goods and accessories including the products of Mirza International Ltd, in UK, USA and other European Markets. Mirza UK has an experienced and dedicated team engaged in design and development of leather footwear, leather goods and accessories for UK and other Overseas Markets. Mirza UK does design and development of shoes which are finally manufactured in India in the factories of Mirza International Ltd and sold to various overseas customers under various brands. Thus, Mirza UK is one of the main driving forces of the Private Label Business of Mirza International Ltd.
9. The Resulting Company-Redtape Ltd was newly incorporated on 8th December, 2021, to carry on the Demerged Business-REDTAPE Business after the Demerger in terms of the Scheme.

10. Accounting Treatment for Amalgamation

The following accounting treatment has been given to some of the issues pertaining to the Amalgamation:

- 10.1 Amalgamation of Transferor Company with the Transferee Company has been accounted for under the Pooling of Interests Method as per Appendix C of Indian Accounting Standard (Ind AS) 103-Business Combinations as prescribed under Section 133 of the Companies Act, 2013, and Generally Accepted Accounting Principles. Accordingly, all the assets, liabilities and reserves of the Transferor Company have been recorded in the Company's books at their existing carrying amounts and in the same form. Inter-company balances stand cancelled.



NOTES TO STANDALONE FINANCIAL STATEMENTS

10.2 In terms of the Scheme, the Transferee Company has issued 1,78,95,900 Equity Shares of ₹2 each, credited as fully paid up, to the members of the Transferor Company in exchange of 100% share capital of the Transferor Company.

10.3 Surplus of ₹4,55,53,200 arising out of amalgamation being difference between pre-merger paid-up Share Capital of the Transferor Company and paid-up value of new Equity Shares issued by the Transferee Company on amalgamation, has been credited to a separate Capital Reserve in the books of the Transferee Company.

11. Accounting Treatment for Amalgamation

The following accounting treatment has been given to some of the issues pertaining to the Demerger:

11.1 All the assets and liabilities pertaining to the Demerged Business, which cease to be the assets and liabilities of the Transferee Company, has been reduced from the books of accounts of the Transferee Company at their respective carrying values as on the Appointed Date.

11.2 In terms of the Scheme, the Resulting Company has issued 13,82,01,900 Equity Shares of ₹2 each, credited as fully paid up, to the members of the Transferee Company in exchange of 100% post-amalgamation share capital of the Transferee Company.

11.3 Deficit of ₹30,146 Lakhs arising on Demerger being difference between the value of the assets and the liabilities pertaining to the Demerged Business has been adjusted against the Capital Reserves, Securities Premium Account, and other Reserves & Surplus, in that order, in books of the Transferee Company.

Since the Composite Scheme of Arrangement has been given effect to in the current year Financial Statements as well as restatement made in the previous year Financial Statements, as explained elsewhere, the current year figures are not comparable with the previous year figures.

NOTE 34 RELATIONSHIP WITH STRUCK OFF COMPANY

Name of Struck off Company	Name of transactions with struck-off Company	Balance outstanding	Relationship with the Struck off company , if any, to be disclosed
Nil	Investments in securities	Nil	Nil
	Receivables		
	Payables		
	Shares held by struck off company		
	Other Outstanding balance (to be specified)		

NOTES TO STANDALONE FINANCIAL STATEMENTS

NOTE 35 FOLLOWING RATIOS TO BE DISCLOSED:-

₹ in Lakh

Sl. No.	Ratio Type	Numerator	Denominator	Unit	2022-23	2021-22	Variation (In %)	Explanation for Changes of 25% or More General Remark :-
1	Current Ratio	Current Assets	Current Liabilities	Times	2.51	1.97	27.18%	Pursuant to order of Hon'ble National Company Law Tribunal, Allahabad bench, Prayagraj dated February 21, 2023 ,the Demerged Business/ Redtape Business of Mirza International Limited have been vested into Redtape Limited w.e.f the Appointed date i.e January 1 st 2022, Accordingly, the present financial statement have been prepared after giving effect of Scheme. Figure & of previous financial year ended March 31 st , 2022 have been also restated to give effect to the scheme. Hence, the ratios are not comparable.
2	Debt-equity ratio	Total Debt [^]	Equity	Times	0.06	0.11	49.17%	
3	Debt service coverage ratio	Earnings available for debt service*	Debt Service**	Times	2.55	3.93	-35.21%	
4	Return on equity ratio	Net Profit after taxes	Equity Shareholder funds	%	5.76	19.72	-70.80%	
5	Inventory turnover ratio	Sales	Average Inventory	Times	4.94	5.11	-3.28%	
6	Trade receivables turnover ratio	Sales	Average Accounts Receivables	Times	6.71	11.21	-40.17%	
7	Trade payables turnover ratio	Purchase	Average Accounts Payables	Times	1.46	5.66	-74.24%	
	Trade payables turnover ratio	Purchase	Trade Payable+Short Term Borrowing	Times	1.31	3.86	-66.10%	
8	Net capital turnover ratio	Sales	Working Capital	Times	4.01	9.12	-56.00%	
9	Net profit ratio	Net Profit after taxes	Sales	%	4.18	6.18	-32.32%	
10	Return on capital employed	Earning before interest and taxes	Capital Employed***	%	8.56	29.71	-71.17%	
11.	Return on investment	Return/ Profit/ Earnings	Investment	%	5.76	19.72	-70.80%	

NOTE 36 CORPORATE SOCIAL RESPONSIBILITY

Where the company covered under section 135 of the Company Act, the following shall be disclosed with regard to CSR activities:-

S.I	Particulars	Amount in Lakh	Remarks
(i)	amount required to be spend by the company during the year,	150	
	Transfer from Redtape	16.53	
(ii)	amount of expenditure incurred,	110.7	
(iii)	shortfall at the end of years,	23.52	
(iv)	total of previous year shortfall,	NA	
(v)	reason for shortfall,		The amount of ₹ 23.52 Lakh Of unexpnd CSR amount transfer to unexpnd CSR A/c for the utilisation towards ongoing projects.
(vi)	nature of CSR activities,		1) Eradicating Hunger, Poverty , Promotiong healthcare including preventive health care 2) Promoting Education 3) Ensuring Environmental sustainability, Agriculture, Animal Welfare



NOTES TO STANDALONE FINANCIAL STATEMENTS

S.I	Particulars	Amount in Lakh	Remarks
(vii)	Details of related party transaction, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard,	110.70	Mirza Foundation
		-	
(viii)	where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movement in the provision during the year shall be shown separately.	NA	

INDEPENDENT AUDITOR'S REPORT

To
The Members of **Mirza International Limited**

Report on the Audit of the Consolidated Financial Statements

OPINION

We have audited the accompanying consolidated financial statements of Mirza International Limited (hereinafter referred to as the 'Holding Company') and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and notes to the consolidated financial statements, including summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditor on separate financial statements of such subsidiaries as were audited by the other auditor, the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at March 31, 2023, the consolidated profit and other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit of the Consolidated financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, in accordance with the ethical requirements that are relevant to our audit of the Consolidated financial statements in terms of Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other Ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditor referred in the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

EMPHASIS OF MATTER

We draw attention to Note No 40 of the standalone financial statements with respect to the Composite Scheme of Arrangement of RTS Fashions Pvt Ltd, Mirza International Limited and REDTAPE Limited; and their respective shareholders and creditors (the 'Scheme') which provides for the following:

1. Amalgamation of RTS Fashions Pvt Ltd with and into Mirza International Ltd;
2. De-merger of Branded Business/REDTAPE Business of Mirza International Ltd ("Demerged Undertaking") into REDTAPE Ltd on going concern basis.

The Scheme has been given effect to from the Appointed Date, i.e., January 1, 2022, as approved by the Hon'ble National Company Law Tribunal, Allahabad Bench, Prayagraj ("Hon'ble NCLT") and which is deemed to be the date of amalgamation of RTS Fashions Private Limited and also the date of demerger of Branded Business/REDTAPE Business of Mirza International Limited into REDTAPE Limited.

Figures of the previous financial year ended March 31, 2022, have been restated to give effect to the Scheme with effect from January 1, 2022.

As a result of Composite Scheme of Arrangement, REDTAPE Limited is now an independent Demerged Entity. Mirza Bangla Limited is subsidiary and Sen En Mirza Industrial Supply Chain LLP will be associate of REDTAPE Limited. Further Mirza (HK) is wound up & closed its entity during the year under Audit.

Due to merger of RTS Fashion Pvt Limited, Its Subsidiary RTS Fashion Limited Dubai and its step 2 subsidiary Mirza (UK) Limited become subsidiary of Mirza International Limited. In addition to above Mirza International Limited has acquired 100% equity of T N S Hotels and Resorts Private Limited to make it wholly owned subsidiary.

Our opinion is not modified in respect of this matter.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

**Key Audit Matter****1. Business Combination-****A. Amalgamation**

RTS Fashions Pvt Ltd was amalgamated into Mirza International Limited ("the Company"). The amalgamation is effective from 1st January 2022, The Company accounted for the amalgamation under "pooling of interest" method as per Appendix C of Indian Accounting Standard (Ind AS) 103 – Business Combinations as notified under Section 133 of the Companies Act, 2013, read together with the Companies (Indian Accounting Standard) Rules, 2015.

We have determined this to be a key audit matter in view of volume and complexities of the transaction, involved in selection of accounting policy for amalgamation, significant management judgment involved with respect to alignment of accounting policies, estimates and accounting for integration costs post-amalgamation.

B. Demerger- Discontinued Operations

The Company has demerged its Branded Business/ REDTAPE Business into REDTAPE Limited pursuant to the Scheme of Arrangement ("the Scheme"). The Scheme was approved by the National Company Law Tribunal (NCLT) with the Appointed date - January 1, 2022.

The Company has accounted for the demerger as per the applicable provisions of the Indian Accounting Standard (Ind AS) 103 – Business Combinations as notified under Section 133 of the Companies Act, 2013, read together with the Companies (Indian Accounting Standard) Rules, 2015.

We have identified this transaction relating to the demerger, as a key audit matter because of significant complexities in its accounting and disclosure requirements.

How the key audit matter was addressed in the audit**Our audit procedures included the following,**

Evaluated Appropriateness of 'Pooling of interest' method of accounting adopted by the management.

Alignment of accounting policies and estimates of erstwhile RTS Fashions Pvt Ltd and comparing with the Company's accounting policies and estimates.

Understanding implementation of the Scheme of arrangements approved by Hon'ble NCLT in particular for non-routine transaction.

Performed specific procedures to validate the carrying amount of assets and liabilities merged on January 1, 2022, through evaluation of the supporting documents and explanations given to us.

The assessments of disclosures made by the management in respect of this transaction including those disclosures related to significant accounting judgements and estimates.

Principle Audit Procedures**Our audit procedures included the following,**

We gone through the Composite Scheme of Arrangement approved by Hon'ble NCLT for demerger to take effect from 1st January 2022.

Understanding implementation of the Scheme of Arrangement approved by Hon'ble NCLT in particular for non-routine transaction.

The assessments of disclosures made by the management in respect of this transaction including those disclosures related to significant accounting judgements and estimates relating to the discontinued operations and the transfer of segment, as required by the accounting standards.

Assessment of reasonableness of the method of accounting regarding assessment of Assets and Liabilities transferred under the Scheme and disclosures relating to the transfer of the Demerged Undertaking.

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Holding Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including disclosure relating to Composite Scheme of Arrangement and Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon. These reports are expected to be made available to us after the date of this audit report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to communicate the matter to those charged with governance.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Management and Board of Directors are responsible for the preparation and

presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated state of affairs, consolidated profit/loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its Associates and Jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act.

The respective Management and Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for assessing the ability of the Group and of its associates and jointly controlled entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for overseeing the financial reporting process of the Group and of its associates and jointly controlled entities.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are

considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls based on our audit.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management and Board of Directors of Holding company.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated financial statements, including the disclosures, and whether the Consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the



consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical

requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

OTHER MATTERS

We did not audit the financial statements / financial information of subsidiaries RTS Fashion Limited Dubai, TNS Hotels and Resorts Private Limited, & step two subsidiary Mirza (UK) Limited included in the consolidated financial results, whose financial statements / financial information for the year ended on that date reflect the following:

Description	RTS Fashion Limited Dubai (In ₹ Lacs)	TNS Hotels and Resorts Private Limited (In ₹ Lacs)	Mirza (UK) Limited (In ₹ Lacs)
Total Assets	1108	360.15	14722.49
Total Revenue	-	0.53	8882
Net Profit / (Loss) after Tax	1.11	(8.70)	4.13
Comprehensive Income / (Loss)	0.04	-	8.08

These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, jointly controlled entities and associates, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditor on separate financial statements of such subsidiaries which were audited by other auditor, as noted in the 'Other Matters' paragraph, we report that:

- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the consolidated statement of changes in equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies, its associate companies and jointly controlled companies incorporated in India is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

(g) With respect to other matter to be included in the auditor's report in accordance with the requirements of the section 197 (16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act. The remuneration paid to director by the Holding company and its Subsidiary companies is not in excess of the limit prescribed under section 197 of the Act.

2. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its consolidated financial statements. Refer Note No-28.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There is no any delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

iv. a) The management has represented that to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or

share premium or any other sources or kind of funds) by the Holding company or its Subsidiary companies incorporated in India to or in any other persons or entities including foreign entities ("intermediaries") with the understanding, whether recorded in writing or otherwise, that the intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("ultimate beneficiaries") by or on behalf of the Holding company or its Subsidiary Companies incorporated in India or
- provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

b) The management has represented that to the best of its knowledge and belief, no funds have been received by the Holding company or its Subsidiary company incorporated in India from any persons or entities, including foreign entities ("Funding Parties") with the understanding, whether recorded in writing or otherwise, that the Holding company or its Subsidiary Company incorporated in India shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("ultimate beneficiaries") by or on behalf of the company or
- provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries and

c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (iv)(a) and (iv)(b) contain any material misstatement.

v. No dividend has been declared or paid, during the year, by the Holding company.

For: **Khamesra Bhatia & Mehrotra**
Chartered Accountants
FRN:001410C

CA Vineet Roongta
Partner

Date: May 27, 2023
Place: New Delhi

M.No.410958
UDIN: 23410958BGXZOE8304



ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Mirza International Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the consolidated financial statements of the company as of and for the year ended 31st March, 2023, we have audited the internal financial controls over financial reporting of MIRZA INTERNATIONAL LIMITED (hereinafter referred to as “the Company”) and its subsidiary companies as of that date.

MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITOR’S RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating

effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and

not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over

financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For: **Khamesra Bhatia & Mehrotra**

Chartered Accountants

FRN:001410C

CA Vineet Roongta

Partner

M.No.410958

UDIN: 23410958BGXZOE8304

Date: May 27, 2023

Place: New Delhi



CONSOLIDATED BALANCE SHEET

Particulars	Note No.	₹ in Lakh	
		As at 31 March 2023	As at 31 March 2022
ASSETS			
Non-current assets			
Property, plant and equipment	2		
(i) Property, plant and equipment		36107	36091
(ii) Capital work-in-progress of properties, plant & equipment		63	404
(iii) Intangible assets			
(iv) Capital work-in-progress of intangible assets		81	-
Right of Use Assets	2B	3211	-
Financial Assets			
Investments	3	1231	670
Other Financial Assets	4	241	238
Other Non Current assets	4.1	33	383
Total Non-Current assets		40967	37786
Current assets			
Inventories	5	16076	15797
Financial Assets			
Trade receivables	6	8676	5863
Cash and cash equivalents	7	1575	5469
Other financial current assets	8	1689	4371
Other current assets	9	3938	3878
Total Current assets		31953	35378
Total Assets		72920	73164
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	10A	2764	2406
Other Equity	10B	50576	48061
Equity Share capital to be Issued pursuant to scheme of Amalgamation		-	358
Non- Controlling Interest		-	-
Total Equity		53340	50825
Liabilities			
Non-current liabilities			
Financial Liabilities			
Borrowings	11	209	366
Provisions	12	1049	1040
Deferred tax liabilities (Net)	13	1747	1687
Other non-current Liabilities	14	944	-
Total Non-current liabilities		3949	3093
Current liabilities			
Financial Liabilities			
Borrowings	15	2428	4578
Trade payables	16		
(i) MSME		326	408
(ii) Trade Payables other than MSME		9113	10235
Other financial current liabilities	17	3631	3832
Non financial current liabilities	17.1	18	105
Provisions	18	115	88
Total current liabilities		15631	19246
Total Liabilities		19580	22339
Total Equity and Liabilities		72920	73164
See accompanying Notes to the Financial Statements	1-44		
Significant Accounting Policies	45		

* Notes pursuant to the Scheme of Arrangement (Refer note 45)

The Notes referred to above form an integral part of the Financial Statements.

This is the Balance Sheet referred to in our report of even date attached.

For Khamesra Bhatia & Mehrotra

For & on behalf of the board of Directors

Chartered Accountants
FRN 01410C

CA. Vineet Roongta
Partner
M.No. 410958
UDIN: 23410958BGXZOE8304

Tauseef Ahmad Mirza
(Managing Director)
DIN: 00049037

Shuja Mirza
(Director)
DIN: 01453110

Place : New Delhi
Date : May 27, 2023

V.T Cherian
(Chief Financial Officer)

Harshita Nagar
(Company Secretary)

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

₹ in Lakh

Particulars	Note No.	Year ended 31 March 2023	Year ended 31 March 2022
INCOME			
Revenue from operations	19	65300	139920
Other income	20	503	1721
Total Income		65803	141641
EXPENSES			
Cost of materials consumed	21	26196	27771
Purchases of Stock-in-Trade		10916	55295
Changes in inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	22	710	(1140)
Employee benefits expense	23	8020	9522
Finance costs	24	979	2341
Depreciation and Amortization expense	25	2559	5771
Other expenses	26	12829	30830
Total Expenses		62209	130390
Profit before tax Including Non- Controlling Interest		3594	11251
Profit Before tax after Non-Controlling Interest		3594	11251
Tax Expense			
Current tax		811	2534
Deferred tax		140	72
Profit for the Year		2643	8645
Other comprehensive Income:			
i. Items that will not be reclassified to Statement of Profit and Loss	20 (i)	72	(35)
Income tax relating to items that will not be reclassified to Profit and Loss		(21)	(3)
ii. Items that will be reclassified to Statement of Profit and Loss	20(ii)	(86)	321
Income Tax on above		29	(125)
Other Comprehensive Income for the year		(6)	158
Total comprehensive income for the year		2637	8803
Earning per equity share of face value of ₹ 2 each			
Basic (in ₹)		1.91	7.19
Diluted (in ₹)		1.91	7.19
See accompanying Notes to the Financial Statements	1-44		
Significant Accounting Policies	45		

The Notes referred to above form an integral part of the Financial Statements.

This is the statement of Profit and Loss referred to in our report of even date attached.

For Khamesra Bhatia & Mehrotra

Chartered Accountants
FRN 01410C

CA. Vineet Roongta

Partner
M.No. 410958
UDIN: 23410958BGXZOE8304

Place : New Delhi
Date : May 27, 2023

For & on behalf of the board of Directors

Tauseef Ahmad Mirza

(Managing Director)
DIN: 00049037

V.T Cherian

(Chief Financial Officer)

Shuja Mirza

(Director)
DIN: 01453110

Harshita Nagar

(Company Secretary)



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(A) EQUITY SHARE CAPITAL

		₹ in Lakh
As at March 31, 2021		2406
Changes in equity share capital	9A	-
As at March 31, 2022		2406
Changes in equity share capital	9A	358
As at March 31, 2023		2764

(B) OTHER EQUITY

Other Equity	Reserves & surplus				Other Comprehensive Income		Total equity
	General Reserve	Capital Reserve	Securities Premium	Retained Earnings	IDLS Subsidy Reserve	Hedging Reserves	
Balance as at March 31, 2021	11759		5	49529	173	(55)	61411
Add : Profit for the year 2021-22				8645			8645
Add : Other Comprehensive Income (net of tax)							-
Add: Transfer from RTS Fashions Pvt. Ltd. in pursuat of scheme of Merger		456		(13)			443
Add: Deficit arising during the year pursuant to the scheme of amalgamation and De-meger		2981		-			2981
Less : Change in Fair Value of Hedging instruments net of taxes						376	376
Less : Income Tax Adjustment (Net)				-			-
Less : Distribution of Shareholders				-			-
Less : Dividend Tax				-			-
Less: Transger to Redtape Limited in pursuat of scheme of De-merger	(11759)	(456)	(5)	(13513)			(25733)
Less : Transferred from Profit & Loss Account	(2)			(38)	(22)		(62)
Balance as at March 31, 2022	(2)	2981	-	44610	151	321	48061
Add : Profit as at 31.03.2023				2643			2643
Add : Other Comprehensive Income (net of tax)	-			51			51
Add:- Capital Revaluation Reserve				-			-
Add : Change in Fair Value of Hedging instruments net of taxes						(435)	(435)
Add : Income Tax Adjustment (Net)				-			-
Less : Distribution of Shareholders				-			-
Less : Dividend Tax				-			-
Less : Transferred from Profit & Loss Account	2	71		205	(22)		256
Balance as at March 31, 2023	-	3052	-	47509	129	(114)	50576

The Notes referred to above form an integral part of the Financial Statements.

This is the Consolidate Statement of Change in Equity referred to in our report of even date attached.

For Khamesra Bhatia & Mehrotra

Chartered Accountants
FRN 01410C

CA. Vineet Roongta

Partner
M.No. 410958
UDIN: 23410958BGXZOE8304

Place : New Delhi
Date : May 27, 2023

For & on behalf of the board of Directors

Tauseef Ahmad Mirza
(Managing Director)
DIN: 00049037

V.T Cherian
(Chief Financial Officer)

Shuja Mirza
(Director)
DIN: 01453110

Harshita Nagar
(Company Secretary)

CONSOLIDATED STATEMENT OF CASH FLOWS

₹ in Lakh

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
(A) CASH FROM OPERATING ACTIVITIES		
Net profit before tax	3594	11251
Adjustments for		
Add :		
(Profit)/Loss on sale of Property, Plant & Equipment	(343)	(60)
Depreciation & amortisation for the year	2559	5609
Finance cost	979	2341
	3195	7890
Less :		
Interest Income	26	31
Ceaser of Lease Liability	-	-
Income from Govt. Grant	22	3
Operating Profit before Working Capital Changes	6741	19107
Adjustments For		
Trade & other Receivables	(2863)	(40505)
Inventory	(489)	27042
Trade Payables	(1003)	1572
Others	3481	(7681)
Cash Generated from Operations	5867	(465)
Direct Taxes Paid	(1176)	101
Cash flow before extra ordinary items	4691	(364)
Net Cash generated from Operating Activity	4691	(364)
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant & Equipment	(4949)	5235
Sales of Property, Plant & Equipment	(447)	221
Government Grant Received	22	3
Interest Received	26	31
Net Cash used in Investing Activities	(5348)	5490
(C) CASH FLOW FROM FINANCING ACTIVITIES		
Dividend Paid	(5)	(7)
Repayment of Long Term Borrowings	(541)	-
Repayment of Short Term Borrowings	(1748)	-
Payment of lease liabilities	36	1134
Finance cost	(979)	(2341)
Net cash used in financing activities	(3237)	(1214)
Net Increase/(Decrease) in Cash & Equivalents	(3894)	3912
Cash & Equivalents at the beginning of the year	5469	1557
Cash & Equivalents at the end of the year	1575	5469



CONSOLIDATED STATEMENT OF CASH FLOWS

Particulars	₹ in Lakh	
	Year ended 31 March 2023	Year ended 31 March 2022
Components of cash and cash equivalents		
Cash and cheques on hand	24	18
Balances with banks:		
- On current accounts	1551	5451
Bank overdraft	-	-
- On deposit accounts with original maturity of less than 3 months	-	-
- On deposit account for more than 3 months and less than 12 months	-	-
- On deposit accounts with original maturity of between 3 months and 12 months	-	-
	1575	5469
Less: Fixed deposits with original maturity of between 3 months and 12 months		
Total cash and cash equivalents (note 10 A)	1575	5469

Cash flows are reported using indirect method, thereby profit for the year is adjusted for the effects of the transactions of a non-cash nature, any deferrals of accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated. The company considers all highly liquid investments that are readily convertible to known amount of cash to be cash equivalents.

Notes on Financial Statements: Note No. 1-44 ; Significant Accounting Policies Note No. 45

* Notes pursuant to the Scheme of Arrangement (Refer note 45)

The Notes referred to above form an integral part of the Financial Statements.

This is the Cash Flow Statement referred to in our report of even date attached.

For Khamesra Bhatia & Mehrotra

Chartered Accountants
FRN 01410C

CA. Vineet Roongta

Partner
M.No. 410958
UDIN: 23410958BGXZOE8304

Place : New Delhi
Date : May 27, 2023

For & on behalf of the board of Directors

Tauseef Ahmad Mirza

(Managing Director)
DIN: 00049037

V.T Cherian

(Chief Financial Officer)

Shuja Mirza

(Director)
DIN: 01453110

Harshita Nagar

(Company Secretary)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 BASIS OF CONSOLIDATION

The Consolidated Financial Statements comprise the financial statements of the Group as at 31 March 2023. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposal of during the year are included in the Consolidated Financial Statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the Consolidated Financial

Statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the Consolidated Financial Statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent Company, i.e., year ended on 31st March 2023. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

Consolidation procedure:

- Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent on line by line basis with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the Consolidated Financial Statements at the acquisition date.
- Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.
- Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.
- A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:
 - Derecognises the assets (including goodwill) and liabilities of the subsidiary
 - Derecognises the carrying amount of any non-controlling interests
 - Derecognises the cumulative translation differences recorded in equity
 - Recognises the fair value of the consideration received



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

Investments accounted for using the equity method.

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The considerations made in determining whether significant influence or joint control are similar to those necessary to determine control over the subsidiaries

The Group's investments in its associate and joint venture are accounted for using the equity method. Under the equity method, the investment in an associate or a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate or joint venture since the acquisition date. Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is not tested for impairment individually.

The statement of profit and loss reflects the Group's share of the results of operations of the associate or joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable,

in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associate or joint venture are eliminated to the extent of the interest in the associate or joint venture.

If an entity's share of losses of an associate or a joint venture equals or exceeds its interest in the associate or joint venture (which includes any long-term interest that, in substance, form part of the Group's net investment in the associate or joint venture), the entity discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has legal or constructive obligations or made payments on behalf of the associate or joint venture. If the associate or joint venture subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The aggregate of the Group's share of profit or loss of an associate and a joint venture is shown on the face of the statement of profit and loss.

The financial statements of the associate or joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate or joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate or joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value, and then recognises the loss as Share of profit of an associate and a joint venture in the statement of profit or loss.

Upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2 PROPERTY, PLANT & EQUIPMENT

Property, plant and equipment	Gross Block			Accumulated Depreciation			Net Block			
	As at 01.04.2022	Additions/ (Disposals)	Deductions/ Adjustments	Transfer to ROU	Balance as at 31 st March 2023	Depreciation charge for the year	Impairment	On disposals	Balance as at 31 st March 2023	Balance as at 31 st March 2022
A. Land										
Land Freehold	731	74	-	-	805	-	-	-	805	731
Land Leasehold	2264	-	-	2264	-	-	-	241	-	2023
Buildings	24545	892	16	-	25421	542	13	160	4976	19964
Plant & Machinery										
Machinery	24670	2300	397	-	26573	1267	-	315	14438	11184
Effluent Treatment Plant	1194	-	-	-	1194	73	-	-	652	615
Tools & Shoe Lasts	3612	547	69	-	4090	274	-	60	3587	239
Furniture Fixtures, Office Equipments & Electrical Installation	2428	148	-	-	2576	104	-	7	2010	515
Vehicles	1302	695	266	-	1731	214	-	66	677	773
Computers	867	35	-	-	902	28	-	3	845	47
Total	61613	4691	748	2264	63292	2502	13	852	27185	36091
1A Capital Work In Progress										
Capital work-in-progress of properties, plant & equipment										404
Capital work-in-progress of intangible assets										-
Total	61613	4691	748	2264	63292	2502	13	852	27185	36495
Previous Year : Property Plant & Equipment & Capital -Work-in Progress	(74155)	(7506)	(1747)	-	(56284)	(3041)	(64)	(1450)	(24792)	(42583)
										(404)
										(1123)

NOTE 1.1 CAPITAL -WORK-IN PROGRESS (CWIP)

Capital Work-in Progress	Amount in CWIP for a Period of				Balance as at 31 st March 2023
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Asset details:					Total
Unit-2	3	-	-	-	3
Tannery	24	-	-	-	24
	27	-	-	-	27

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Capital Work-in Progress	Amount in CWIP for a Period of				Balance as at 31 st March 2022
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Asset details:					Total
Unit-2	396	-	-	8	404
	396	-	-	8	404

NOTE 1.2 INTANGIBLE ASSETS UNDER DEVELOPMENT

Intangible assets under development	Amount in CWIP for a Period of				Balance as at 31 st March 2023
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Asset details:					Total
Projects in progress	81	-	-	-	81
	81	-	-	-	81

Intangible assets under development	Amount in CWIP for a Period of				Balance as at 31 st March 2022
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Asset details:					Total
Projects in progress	-	-	-	-	-
	-	-	-	-	-

NOTE 2B RIGHT OF USE ASSETS

Right of Use Assets	Gross Block		Accumulated Depreciation			Net Block		
	As at 01.04.2022	Additions/ (Disposals)	Balance as at 1 st April 2022	Pursuant to the Scheme of Amalgamation	Impairment	On disposals	Balance as at 31 st March 2023	Balance as at 31 st March 2022
Right of Use (Building)	-	3256	-	-	-	-	45	3211
Previous Year	-	-	-	-	-	-	-	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 3 INVESTMENTS (NON CURRENT)

Particulars	₹ in Lakh	
	As at 31 March 2023	As at 31 March 2022
Investment in Equity instruments	1231	670
Total	1231	670

Particulars	₹ in Lakh	
	2023	2022
Aggregate amount of Quoted investments	1	1
Aggregate Market Value of Quoted Investments	1	1
Aggregate amount of unquoted investments	1230	669

A. DETAILS OF TRADE INVESTMENTS

Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Structured entity	No. of Shares / Units		Partly Paid / Fully paid	Quoted / Unquoted	Amount			
			2023	2022			2023		2022	
							(4)	(5)	(8) FV	(9) BV
(1)	(2)	(3)			(7)	(6)	(8) FV	(9) BV	(10) FVT OCL	(11)
1	Industrial Infrastructure Services (India) Ltd.	Structured	240000	240000	Fully Paid	Unquoted	73.4	24.0	73.4	24.0
2	Kanpur Unnao Leather Cluster Development Co. Ltd.	Structured	250000	250000	Fully Paid	Unquoted	106.8	25.0	106.8	25.0
3	J.P.Associates Ltd.	Structured	2000	2000	Fully paid	Quoted	0.1	0.3	0.1	0.3
4	Sarup Tannery Ltd.	Structured	500	500	Fully paid	Quoted	0.1	0.3	0.1	0.3
5	Super House Ltd.	Structured	150	150	Fully paid	Quoted	0.1	0.1	0.1	0.1
6	Super Tannery Ltd.	Structured	1000	1000	Fully paid	Quoted	0.3	1.0	0.3	1.0
7	Mirza Charitable Hospital Limited (Sec.25 Co.)	Structured	80000	80000	Fully paid	Unquoted	8.0	8.0	8.0	8.0
8	Redtape Limited****	Subsidiary	50000	50000	Fully paid	Unquoted	1.0		1.0	
Total							190	59	190	59

* Mirza (H.K.) Ltd has ceased to be subsidiary pursuant to the closure of Mirza (H.K.) Ltd.

** Pursuant to the Scheme of Arrangement, Mirza Bangla Ltd and SenEN Mirza Industrial Supply Chain LLP have ceased to be subsidiaries of the Company w.e.f. Appointed Date i.e., January 1, 2022.

*** T N S Hotels And Resorts Pvt Ltd has become wholly-owned subsidiary of Mirza International Limited during the year.

**** Pursuant to the Scheme of Arrangement of RTS Fashions Private Limited, Mirza International Limited and REDTAPE Limited approved by Hon'ble National Company Law Tribunal, Allahabad Bench, Prayagraj, vide its order dated February 21, 2023, the pre-scheme issued and paid-up equity share capital of REDTAPE Limited was cancelled and REDTAPE Limited has issued and allotted 50,000 9% Compulsorily Redeemable Preference Shares of ₹ 2 each to Mirza International Limited on March 31, 2023.

**** Pursuant to the order of Hon'ble National Company Law Tribunal, Allahabad Bench, Prayagraj dated February 21, 2023, RTS Fashions Private Limited has been amalgamated into Mirza International Limited. Accordingly the investment of RTS Fashions Private Limited into RTS Fashion Limited has become the investment of the Company. Hence, RTS Fashion Limited has become subsidiary of the Company.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 4 OTHER FINANCIAL ASSETS (NON CURRENT)

Particulars	As at 31 March 2023		As at 31 March 2022	
Unsecured, considered good				
Security Deposits				
Security Deposit - Rent	4		5	
Security Deposit - Others	237	241	233	238
Total		241		238

NOTE 4.1 OTHER NON CURRENT ASSETS

Particulars	As at 31 March 2023		As at 31 March 2022	
Unsecured, considered good				
Advance for Capital Goods		33		383
Total		33		383

NOTE 5 INVENTORIES *

Particulars	As at 31 March 2023		As at 31 March 2022	
a. Raw Materials and components	6525		6193	
		6525		6193
b. Work-in-progress	2397		2833	
		2397		2833
c. Finished goods	6518		5358	
d. Stock-in-trade				
Goods in transit	391		1176	
		6909		6534
e. Stores and spares	245		237	
		245		237
Total		16076		15797

NOTE 6 TRADE RECEIVABLES

Particulars	As at 31 March 2023		As at 31 March 2022	
Trade Receivable -Related Parties*	455		3811	
Trade receivables considered good- unsecured (Other then related parties	8221	8676	2052	5863
Total		8676		5863

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 6.1 TRADE RECEIVABLE OUTSTANDING AGEING SCHEDULE (FY 2022-23)

₹ in Lakh

Particulars	(i) Undisputed Trade receivables - Considered Good*	(ii) Undisputed Trade Receivables - Considered Doubtful*
Less than 6 Months	5779	-
6 Months - 1 Year	2784	-
1-2 years	113	-
2-3 years	-	-
More than 3 years	-	-
Total	8676	-

*Undisputed dues only, there are no disputed dues outstanding.

Trade Receivable outstanding ageing schedule (FY 2021-22)

₹ in Lakh

Particulars	(i) Undisputed Trade receivables - Considered Good*	(ii) Undisputed Trade Receivables - Considered Doubtful*
Less than 6 Months	4492	-
6 Months - 1 Year	762	-
1-2 years	91	-
2-3 years	518	-
More than 3 years	-	-
Total	5,863	-

*There are no disputed trade receivables

NOTE 7 CASH AND CASH EQUIVALENTS

₹ in Lakh

Particulars	As at 31 March 2023	As at 31 March 2022
a. Balances with banks	1551	5451
Earmarked Balances (Unpaid dividend accounts)	67	72
Balance with banks held as margin money deposits against guarantees*	11	101
B. Cash in hand	24	18
Total	1575	5469

* Details of FDs that are pledged with the Bank as margin money for LCs

NOTE 8 OTHER FINANCIAL CURRENT ASSETS

₹ in Lakh

Particulars	As at 31 March 2023	As at 31 March 2022
Incentive Receivable (Export)	226	385
Duty Drawback Receivable	272	572
Focus Product License	23	501
Advances to Employees	66	38
Rodtape Limited	35	320
Advance to Other	1053	1956
Interest Receivable	12	98
Others	2	2
Foreign currency forward contract	-	499
Total	1689	4371



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 9 OTHER CURRENT ASSETS

Particulars	₹ in Lakh	
	As at 31 March 2023	As at 31 March 2022
(i) Advance other than Capital Advance	351	534
Advance to related party	-	-
Supplier Advance	351	534
(ii) Others	3587	3344
Advance Income Tax (Net of Provision)	434	26
Duties & Taxes (Others)	5	25
Duties & Taxes (GST)	2707	3037
Prepaid Expenses	441	256
Total	3938	3878

NOTE 10 EQUITY SHARE CAPITAL

Particulars	As at 31 March 2023		As at 31 March 2022	
	Number	₹ in Lakh	Number	₹ in Lakh
Share Capital				
Authorised				
Equity Shares of ₹ 2/- each	296922500	5938	296922500	5938
	296922500	5938	296922500	5938
Issued, Subscribed & Paid up				
Equity Shares of ₹ 2/- each fully paid up	138201900	2764	120306000	2406
Equity Shares of ₹ 2/- each fully paid up-to be issued*	-	-	17895900	358
Total	138201900	2764	138201900	2764

* Equity shares issued to shareholders of M/s RTS Fashion pvt limited in 2023 pursuant to scheme of demerger

NOTE 10A.1 THE RECONCILIATION OF THE NUMBER OF SHARES OUTSTANDING AT THE BEGINNING AND AT THE END OF THE REPORTING PERIOD

Particulars	₹ in Lakh	
	Equity Shares	
	Number	₹ in Lakh
Shares outstanding at the beginning of the year	120306000	2406
Shares Issued during the year	17895900	358
Preference Shares converted into Equity Shares	NIL	NIL
Shares bought back during the year	NIL	NIL
Shares outstanding at the end of the year	138201900	2764

NOTE 9A.2 TERMS / RIGHTS ATTACHED TO SHARES

a. Equity Shares

The Company has only one class of equity shares having a par value of ₹ 2 per share. Each holder of Equity Shares is entitled to one vote per share.

The Company declares and pays dividend in Indian Rupees.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts.

The distribution will be in proportion to the number of equity shares held by the shareholders.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 10A.3 THE DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% SHARES

₹ in Lakh

Name of Shareholder	EQUITY SHARES			
	As at 31 March 2023		As at 31 March 2022	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
RASHID AHMED MIRZA	1,83,35,680	13.27%	1,36,65,520	11.36%
SHAHID AHMAD MIRZA	2,20,85,875	15.98%	1,49,81,465	12.45%
TAUSEEF AHMAD MIRZA	2,22,36,413	16.09%	1,80,58,453	15.01%
TASNEEF AHMAD MIRZA	1,95,03,504	14.11%	1,40,76,104	11.70%
SHUJA MIRZA	1,11,04,149	8.03%	1,02,02,099	8.48%

NOTE 10A.4 DETAILS OF SHARES HELD BY PROMOTERS

As at 31st March, 2023

₹ in Lakh

Name of the promoter	Number of shares as at 01.04.2022	Change during the year	Number of shares as at 31.3.2023	% Holding as at year end	% Change during the year
RASHID AHMED MIRZA	1,36,65,520	46,70,160	1,83,35,680	13.27	34.17%
SHAHID AHMAD MIRZA	1,49,81,465	71,04,410	2,20,85,875	15.98	47.42%
TAUSEEF AHMAD MIRZA	1,80,58,453	41,77,960	2,22,36,413	16.09	23.14%
TASNEEF AHMAD MIRZA	1,40,76,104	54,27,400	1,95,03,504	14.11	38.56%
SHUJA MIRZA	1,02,02,099	9,02,050	1,11,04,149	8.03	8.84%
YASMIN MIRZA	55,00,850	2,69,350	57,70,200	4.18	4.90%
FAUZIA MIRZA	30,08,450	-29,58,450	50,000	0.04	-98.34%
HAYA MIRZA	-	19,500	19,500	0.01	100%
FARZAN MIRZA	5,00,000	-5,00,000	-	-	100%
AMAAN MIRZA	4,47,000	-4,47,000	-	-	100%
IRAM MIRZA	9,60,500	-9,39,500	21,000	0.02	-97.81%
RAMSHA REHMAN	2,50,000	-2,50,000	-	-	100%
FIRDAUS AMIN	50,000	-	50,000	0.04	0%

As at 31st March, 2022

₹ in Lakh

Name of the promoter	Number of shares as at 01.04.2021	Change during the year	Number of shares as at 31.03.2022	% Holding as at year end	% Change during the year
RASHID AHMED MIRZA	1,36,65,520	-	1,36,65,520	11.36	N.A
SHAHID AHMAD MIRZA	1,01,52,053	48,29,412	1,49,81,465	12.45	47.57%
TAUSEEF AHMAD MIRZA	1,75,58,453	5,00,000	1,80,58,453	15.01	2.85%
TASNEEF AHMAD MIRZA	1,40,76,104	-	1,40,76,104	11.70	N.A
SHUJA MIRZA	1,02,02,099	-	1,02,02,099	8.48	N.A
FARAZ MIRZA	47,98,940	-47,98,940	-	-	100%
YASMIN MIRZA	55,00,850	-	55,00,850	4.57	N.A



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Name of the promoter	Number of shares as at 01.04.2021	Change during the year	Number of shares as at 31.03.2022	% Holding as at year end	₹ in Lakh
					% Change during the year
FAUZIA MIRZA	30,08,450	-	30,08,450	2.50	N.A
HAYA MIRZA	30,472	-30,472	-	-	100%
MUSTAFA MIRZA	5,00,000	-5,00,000	-	-	100%
FARZAN MIRZA	5,00,000	-	5,00,000	0.42	N.A
AMAAN MIRZA	4,47,000	-	4,47,000	0.37	N.A
IRAM MIRZA	9,60,500	-	9,60,500	0.80	N.A
FIRDAUS AMIN	-	50,000	50,000	0.04	100%
RAMSHA REHMAN	-	2,50,000	2,50,000	0.21	100%

NOTE 10A.5 INFORMATION REGARDING ISSUE OF SHARES IN THE LAST FIVE YEARS

- The Company has not issued any bonus shares during the for last five years.
- The Company has not undertaken any buy back of shares.
- Pursuant to the Composite Scheme of Arrangement of RTS Fashions Private Limited (“the Transferor Company”), Mirza International Limited (“the Transferee Company”) and REDTAPE Limited (“the Resulting Company”) approved by Hon’ble National Company Law Tribunal, Allahabad Bench, Paryagaraj vide its order dated February 21, 2023, the Company has issued and allotted 1,78,95,900 Equity Shares of ₹ 2 each on February 27, 2023 to the Shareholders of the Transferor Company whose name were appearing in the register of members of the Transferor Company in the ratio of 22(Twenty Two) Equity Share of ₹ 2 each as fully paid up for every 10 (Ten) Equity Shares of ₹ 10 each held by such shareholder in the Transferor Company.

NOTE 10A.6 DISCLOSURE PURSUANT TO NOTE NO. 6(U) OF PART I OF SCHEDULE III TO THE COMPANIES ACT, 2013

Particulars	As at 31 March 2023		As at 31 March 2022	
	₹ in Lakh	₹ Per Share	₹ in Lakh	₹ Per Share
Dividends proposed to be distributed to equity shareholders	NIL	NIL	NIL	NIL

(10B) OTHER EQUITY

Particulars	Reserves & surplus				Other Comprehensive Income		₹ in Lakh
	General Reserve	Capital Reserve	Securities Premium	Retained Earnings	IDLS Subsidy Reserve (Note 1)	Hedging Reserves (Note 2)	Total equity
Balance as at March 31, 2021	11759	-	5	49529	173	(55)	61411
Add : Profit for the year 2021-22				8645			8645
Add : Other Comprehensive Income (net of tax)							-
Add: Transfer from RTS Fashions Pvt. Ltd. in pursuat of scheme of Merger		456		(13)			443
Add: Deficit arising during the year pursuant to the scheme of amalgamation and De-meger		2981					2981
Less : Change in Fair Value of Hedging instruments net of taxes						376	376
Less : Income Tax Adjustment (Net)							-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

₹ in Lakh

Particulars	Reserves & surplus				Other Comprehensive Income		Total equity
	General Reserve	Capital Reserve	Securities Premium	Retained Earnings	IDLS Subsidy Reserve (Note 1)	Hedging Reserves (Note 2)	
Less : Distribution to Shareholders				-			-
Less : Dividend Tax				-			-
Less: Transfer to Redtape Limited in pursuat of scheme of De-merger	(11759)	(456)	(5)	(13513)			(25733)
Less : Transferred from Profit & Loss Account	(2)			(38)	(22)		(62)
Balance as at March 31, 2022	(2)	2981	-	44610	151	321	48061
Add : Profit for the year 2022-23				2643			2643
Add : Other Comprehensive Income (net of tax)				51			51
Add:- Capital Revaluation Reserve				-			-
Add : Change in Fair Value of Hedging instruments net of taxes						(435)	(435)
Add : Income Tax Adjustment (Net)				-			-
Less : Distribution of Shareholders				-			-
Less : Dividend Tax				-			-
Less : Transferred from Profit & Loss Account	2	71		205	(22)		256
Balance as at March 31, 2023	-	3052	-	47509	129	(114)	50576

Note-1 IDLS reserve is diminished every year by the amount in proportion of the depreciation of the assets considering the life of 15 years which is equivalent to Depreciation chargeable during the year to the machinery value purchased from IDLS subsidy.

Note-2 The company has designated certain foreign currency forward contracts as cash flow hedges in respect of foreign exchange risks.

NOTE 11 BORROWINGS (NON CURRENT)

Particulars	As at 31 March 2023		As at 31 March 2022	
	Non-Current	Current	Non-Current	Current
Term loans				
Secured				
From banks *	-	-	-	356
From banks (Auto Loan)#	209	152	366	164
From others (Auto Loan)#	-	-	-	18
Unsecured				
From (Banks)		-		-
From (Director's)		-		16
Total	209	152	366	554

* (1) PNB Term loan ₹ NIL (356 lakh) secured by first Charge on Block Assets of the company by way of hypothecation of Machinery & equipment & other fixed assets of the company and extension of charge on all current assets of the company. Equitable mortgage of Land and Building and Plant & Machinery at Company's Unit No.1 & Tannery at Magarwara, Unnao, Unit No.6 at Plot No.1A Sector Ecotech-1, Greater NOIDA Industrial Area, Gautam Budh Nagar, U.P.

All the above secured Loans are guaranteed by some of the Directors.

Secured against the assets purchased under the arrangements.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Maturity Profile :

				₹ in Lakh			
Term Loans from Banks				Current		Non Current	
Secured	Payment Type	No. Of Pending Instalment	Instalment Amount	0- 1 Yrs	1 -2 Yrs	2 -3 Yrs	More than 3 Years
Term Loans				-	-	-	-
Auto Loans				152	164	45	-
HDFC BANK AUTO LOAN (7)	Monthly	26	114604	12	13	2	-
HDFC BANK AUTO LOAN (8)	Monthly	27	744923	79	85	22	-
HDFC BANK AUTO LOAN (9)	Monthly	27	144604	12	13	3	-
HDFC BANK AUTO LOAN (10)	Monthly	28	467136	49	53	18	-
Total				152	164	45	-

NOTE 12 PROVISIONS

			₹ in Lakh	
Particulars	As at 31 March 2023	As at 31 March 2022		
Provision for employee benefits				
Gratuity (unfunded)	1049	1040		
Total	1049	1040		

NOTE 13 DEFERRED TAX LIABILITIES(NET)

			₹ in Lakh	
Particulars	As at 31 March 2023	As at 31 March 2022		
Deferred tax relates to the following:				
Deferred tax related to items recognised in statement of profit and loss:				
Deferred tax liabilities (gross)				
Property ,Plant, Equipment & Intangible Assets :Difference in Depreciations as per books of account and tax laws	151	-		
Impact of expenditure charges to the financial statement in the books of account & tax	-	-		
(a)	151	-		
Deferred tax assets (gross)				
Property ,Plant, Equipment & Intangible Assets :Difference in Depreciations as per books of account and tax laws - Amount Rs. 442 in the previous year (2022)		442		
Impact of expenditure charges to the financial statement in the current /earlier year but allowable for tax pupose on payment	48	61		
(b)	48	503		
(c) = (a) - (b)	103	(503)		
Deferred tax liabilities (net)	103	(503)		
Deferred tax relates to the following:				
Deferred tax related to items recognised in OCI:				
Deferred tax assets (gross)				
Re-measurement losses on defined benefit plans	22	(81)		
Re-valuation of Equity Investments	5	(4)		
(d)	27	(85)		
Deferred tax liabilities (gross)				
Deferred tax related to items recognised in equity				
(e)	-	-		
(f)=(d) + (e)	27	(85)		
Deferred tax liabilities (net)	27	(85)		

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for 31 March 2023 and 1 April 2022:

₹ in Lakh

Particulars	As at 31 March 2023	As at 31 March 2022
Accounting profit/(loss) before income tax (Holding Company)	3595	11250
At India's applicable statutory income tax rate i.e. Income Tax (25%) plus Cess (4%) (PY Income Tax (25%) plus Cess (4%) (Holding Company)	25.168%	25.168%
Current tax expense reported in the statement of profit and loss	811	2534
Deferred tax expense reported in the statement of profit and loss	140	72
Non-deductible expenses for tax purposes:		
Impact of Lease rent Liabilities	40	795
Depreciation and amortization expense (net)	2559	5771
Other non deductible expenses	(27)	50
Deductible expenses for tax purposes:		
Depreciation as per IT Act,1961	3129	3999
Others	(27)	50
At the effective income tax rate	771	3478
Current tax expense reported in the statement of profit and loss	811	2534
Deferred tax expense/(credit) reported in the statement of profit and loss	140	72

Reconciliation of deferred tax liabilities (net):

₹ in Lakh

Particulars	As at 31 March 2023	As at 31 March 2022
Opening balance of DTA/DTL (net)	1,687	1,463
Deferred tax income/(expense) during the period recognised in profit or loss	140	72
Less Transfer to Merger/Demerger	(80)	152
Impact of Others	-	-
Closing balance of DTA/DTL (net)	1,747	1,687

NOTE 14 OTHER NON CURRENT LIABILITIES

₹ in Lakh

Particulars	As at 31 March 2023	As at 31 March 2022
Others		
Lease Rent Liabilities (net)	944	-
Total	944	-



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 15 BORROWINGS

Particulars	₹ in Lakh	
	As at 31 March 2023	As at 31 March 2022
Secured*		
Working capital loans repayable on demand		
From Other banks	2276	4024
From Foreign Bank	-	-
Unsecured		
Current maturities of long-term debt (Refer Note No. 10)		
Term Loan From banks **	-	356
Term Loan From bank (Auto Loan)	152	164
Term Loan From Other (Auto Loan)	-	18
From (Director's)	-	16
Total	2428	4578

* (1) PNB ₹ 2276 Lakhs (4024 lakh) Secured By First Charge by way of Hypothecation on entire current assets, present & future including entire stocks of raw materials, stock in process, finished goods, stock-in-transit to be held on pari-passu basis with other Banks, domestic Book Debts , Loans and advances or any other security required for the purpose of execution of export orders received, lying in the company's godowns, warehouses or shipping agents' custody waiting dispatch / shipment / and / or in transit etc. The facilities are collaterally secured by the Equitable Mortgage of Company's Properties mentioned in Note no 11 above.

(2) HDFC Loan ₹ NIL lakh (247 lakh) secured by way of exclusive charge on industrial property located at Unit-2, Sahjani Unnao site-2 U.P and pari-passu charge on stock and book debt of the company with other banks.

** (3) PNB Term loan ₹ NIL lakh (356 lakh) secured by first Charge on Block Assets of the company by way of hypothecation of Machinery & equipment & other fixed assets of the company and extension of charge on all current assets of the company. Equitable mortgage of Land and Building and Plant & Machinery at Company's Unit No.1 Magarwara Unnao, Unit No.6 at Plot No.1A Sector Ecotech-1, Greater NOIDA Industrial Area, Gautam Budh Nagar, U.P.

NOTE 16 TRADE PAYABLE

Particulars	₹ in Lakh	
	As at 31 March 2023	As at 31 March 2022
Micro, Small and Medium Enterprises *	326	408
Others	9113	10235
Total	9439	10643

* The Company owe some minor amount on which provision of interest has been provided , outstanding for more than the period specified in Micro, Small & Medium Enterprises Development Act, 2006 as at 31st March 2023, to any Micro, Small & Medium Enterprises. This information is based on data available with the company.

Note 16 .1 Trade Payables due for payment ageing schedule (current year)

Particulars	₹ in Lakh	
	(i) MSME*	(ii) Others*
Less than 1 year	326	8921
1-2 years	-	179
2-3 years	-	13
More than 3 years	-	-
Total	326	9113

*Undisputed dues only, there are no disputed dues outstanding.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Trade Payables due for payment ageing schedule (previous year)

Particulars	₹ in Lakh	
	(i) MSME*	(ii) Others*
Less than 1 year	408	10185
1-2 years	-	10
2-3 years	-	40
More than 3 years	-	-
Total	408	10235

*Undisputed dues only, there are no disputed dues outstanding.

Note: As per the information available with the company, there are no transaction with micro, small or medium enterprises as defined under the Micro, Small, Medium Enterprises Development Act, 2006 to whom company owns any dues.

NOTE 17 OTHER FINANCIAL CURRENT LIABILITIES

Particulars	₹ in Lakh	
	As at 31 March 2023	As at 31 March 2022
Interest accrued but not due on borrowings	-	2
Unpaid dividends *	67	72
Outstanding Liabilities #	2117	2358
Salary Payable	252	263
Bonus Payable	391	366
Audit Fees Payable	16	10
Unpaid Commission on Export Sales	541	594
Duties & Taxes (TDS payable)	132	168
Foreign currency forward contract	115	-
Total	3631	3832

* These Figures do not include any amounts due and outstanding, to be credited to Investor Education & Protection Fund

Outstanding Liabilities include Employee Benefits payable of ₹ 37.49 Lakh (₹ 68.67 Lakh), Export Expenses payable ₹ 34.13 Lakh (₹ 145.10 lakh) & Power & Electricity charges of ₹ 52.68 Lakhs (₹ 79.46 lakh), Wages Payable of ₹ 147.70 Lakh (₹ 61.77 Lakh) and Bank Borrowings ₹ 1845.08 Lakh (₹ 1606.31 Lakh) Secured against first charges on office and Warehouse Building at Tilbrook, Milton Keynes, UK

NOTE 17.1 NON FINANCIAL CURRENT LIABILITIES

Particulars	₹ in Lakh	
	As at 31 March 2023	As at 31 March 2022
Advance Received From Customers	18	105
Total	18	105

NOTE 18 PROVISIONS

Particulars	₹ in Lakh	
	As at 31 March 2023	As at 31 March 2022
(a) Provision for employee benefits		
Gratuity (Unfunded)	115	88
Total	115	88



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 19 REVENUE FROM OPERATIONS

Particulars	₹ in Lakh	
	For the year ended 31 March 2023	For the year ended 31 March 2022
Sale of products	60234	136875
Other operating revenues	5066	3045
Total	65300	139920

NOTE 20 OTHER INCOME

Particulars	₹ in Lakh	
	For the year ended 31 March 2023	For the year ended 31 March 2022
Interest Income		
Other non-operating income	26	31
Other Income	455	1668
Income from Govt. Grant	22	22
Total	503	1721

Note 20 (i) Other Comprehensive Income- Items that will not be reclassified to Profit and Loss

Particulars	₹ in Lakh	
	For the year ended 31 March 2023	For the year ended 31 March 2022
Remeasurement gain/(loss) of Defined Benefit Plan	93	(39)
Equity investments Through OCI	(21)	4
Total	72	(35)

Note 20 (ii) Other Comprehensive Income- Items that will be reclassified to Profit and Loss

Particulars	₹ in Lakh	
	For the year ended 31 March 2023	For the year ended 31 March 2022
Hedge Reserve	(86)	321
Total	(86)	321

NOTE 21 COST OF MATERIALS CONSUMED

Particulars	₹ in Lakh	
	For the year ended 31 March 2023	For the year ended 31 March 2022
Hides & Finished Leather	5925	9381
Chemicals	3053	5460
Others	17190	12690
Stores & Spares	28	240
Total	26196	27771

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 22 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS AND STOCK-IN-TRADE

₹ in Lakh

Particulars	For the year ended 31 March 2023		For the year ended 31 March 2022	
Inventories (at close)				
Finished Goods	6909		6322	
Stock-in-Process	2397	9306	2833	9155
Inventories (at commencement)				
Finished Goods	7182		5905	
Stock-in-Process	2834	10016	2110	8015
Change in Inventories Decrease/(Increase)		710		(1140)

NOTE 23 EMPLOYEE BENEFIT EXPENSES

₹ in Lakh

Particulars	For the year ended 31 March 2023		For the year ended 31 March 2022	
Salaries and Wages		7266		8381
Contribution to Provident and Other Funds		337		558
Gratuity to Employees		189		241
Staff Welfare Expenses		228		342
Total		8020		9522

Note 23.1 Employee benefits :

The Company is providing the following benefits to their employees :

- Gratuity
- Provident Fund
- Leave encasement

The amounts recognised in Balance Sheet are as follows:

₹ in Lakh

Present value of defined benefit obligation	As at 31 March 2023		As at 31 March 2022	
A) – Wholly funded		-		-
– Wholly unfunded		1162		1459
		1162		1459
Less: Fair value of plan assets		-		-
Add: Amount not recognised as an asset [limit in para 64(b)]		-		-
Amount to be recognised as liability or (asset)		1162		1459
B) Amounts reflected in the Balance Sheet				
Liabilities		1162		1459
Assets		-		-
Net liability/(asset)		1162		1459
Net liability/(asset) - current #		115		88
Net liability/(asset) - Non-current		1048		1371



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(ii) The amounts recognised in Statement of Profit and Loss are as follows:

Particulars	₹ in Lakh	
	2022-23	2021-22
Current service cost	83	137
Interest cost	106	95
Interest income on plan assets	-	-
Remeasurement - Actuarial losses/(gains) -	-	-
Difference between actual return on plan assets and interest income	-	-
Remeasurement - Actuarial losses/(gains) - Others	88	(47)
Past service cost	-	-
Actuarial gain/(loss) not recognised in books	-	-
Adjustment for earlier years	-	-
Remeasurement - Effect of the limit in para 64(b)	-	-
Translation adjustments	-	-
Amount capitalised out of the above	-	-
Total	278	185
Amount included in "employee benefits expense"	189	232
Amount included as part of "finance cost"	-	-
Amount included as part of "other comprehensive income"	88	-47

Particulars	₹ in Lakh	
	2022-23	2021-22
Opening balance of the present value of defined benefit obligation	1459	1377
Add: Current service cost	83	137
Add: Interest cost	106	95
Add: Contribution by plan participants	-	-
i) Employer	-	-
ii) Employee	-	-
iii) Transfer-in/(out)	-	-
Add/(less): Remeasurement - Actuarial losses/(gains)	-	-
i) Actuarial (gains)/losses arising from changes in demographic assumption	-	-
ii) Actuarial (gains)/losses arising from changes in financial assumptions	11	(65)
iii) Actuarial (gains)/losses arising from changes in experience adjustments	(97)	83
Less: Benefits paid	(69)	(171)
Add: Past service cost	-	-
Add: Liabilities assumed on transfer of employees	(332)	-
Add: Business combination/acquisition	-	-
Add: Adjustment for earlier years	-	-
Add/(less): Translation adjustments	-	-
Closing balance of the present value of defined benefit obligation	1162	1456

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

₹ in Lakh

Particulars	2022-23	2021-22
Change in Fair Value of Assets		
Plan assets at beginning of period	-	-
Investment Income	-	-
Return on Plan Assets, Excluding amount recognised in Net Interest Expense	-	-
Actual Company contributions	69	171
Fund Transferred	-	-
Employee contributions	-	-
Benefits paid	(69)	(171)
Plan assets at the end of period	-	-

The key assumptions used in the calculations are as follows :

1. Financial Assumptions

₹ in Lakh

Particulars	2022-23	2021-22
Discount Rate	7.20% p.a.	7.30% p.a.
Rate of increase in salaries	6.00% p.a.	6.00% p.a.

2. Demographic Assumptions

₹ in Lakh

Particulars	2022-23	2021-22
Mortality Rate (% of IALM 2012-14)	100.00%	100.00%
Normal Retirement Age	60 Years	60 Years
Attrition Rates, based on age (% p.a.) For all Ages	2	2

- The discount rate indicated above reflects the estimated timing and currency of benefit payments. It is based on the yields / rates available on applicable bonds as on the current valuation date.
- The salary growth rate indicated above is the Company's best estimate of an increase in salary of the employees in future years, determined considering the general trend in inflation, seniority, promotions, past experience and other relevant factors such as demand and supply in employment market, etc.
- Attrition rate indicated above represents the Company's best estimate of employee turnover in future (other than on account of retirement, death or disablement) determined considering various factors such as nature of business, retention policy, industry factors, past experience, etc.

Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The result of sensitivity analysis is given below :

₹ in Lakh

Particulars	As on 31 March 2023	As on 31 March 2022
Defined Benefit Obligation (Base)	1162	1459



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

₹ in Lakh

Particulars	As on 31 March 2023		As on 31 March 2022	
	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 1%)	1285	1057	1631	1313
% change compared to base due to sensitivity	10.59%	-9.08%	11.79%	-9.98%
Salary Growth Rate (- / + 1%)	1053	1289	1307	1635
% change compared to base due to sensitivity	-9.46%	10.85%	-10.38%	12.08%
Attrition Rate (- / + 50%)	1151	1173	1440	1476
% change compared to base due to sensitivity	-1.01%	0.90%	-1.31%	1.14%
Mortality Rate (- / + 10%)	1160	1165	1456	1462
% change compared to base due to sensitivity	-0.18%	0.18%	-0.22%	0.22%

NOTE 24 FINANCE COST

₹ in Lakh

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Interest & Bank Charges	979	2341
Total	979	2341

NOTE 25 DEPRECIATION AND AMORTISATION EXPENSES

₹ in Lakh

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Depreciation Expenses	2559	5733
Leasehold Land Amortisation	-	38
Total	2559	5771

NOTE 26 OTHER EXPENSES

₹ in Lakh

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Processing Charges	4209	4109
Commission	3362	13335
Freight and Transport	1728	5345
Power and Fuel	1312	2362
Selling & Advertisement Expenses	188	2379
Rent *	22	95
Vehicle Running & Maintenance	268	232
Repair and Maintenance (other than building & machinery)	242	536
Traveling & Conveyance Expenses	338	345
Insurance	331	392
Security Expenses	189	317
Postage & Courier	215	266
Telephone & Telex	47	76

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

₹ in Lakh

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Legal & Professional Chrgs	147	365
Rates and Taxes, excluding taxes on income	231	96
Repairs to machinery	130	158
Repairs to buildings	130	69
Printing & Stationery	47	49
Donation and Subscription	21	11
(Profit)/Loss on Sale of Property, plant and equipment	(342)	(60)
Miscellaneous Expenses	(131)	233
Audit Fees	18	10
Corporate Social Responsibilities	127	110
Total	12829	30830

* The Company's major leasing arrangements are in respect of commercial premises (including furniture and fittings therein wherever applicable). These leasing arrangements which are cancellable, range 11 months to 3 years, or longer and are usually renewable by mutually agreed terms and conditions

NOTE 26.1 DISCLOSURE PURSUANT TO NOTE NO. 5(I)(J) OF PART II OF SCHEDULE III TO THE COMPANIES ACT, 2013

₹ in Lakh

Payments to the auditor as	For the year ended 31 March 2023	For the year ended 31 March 2022
(I) To Statutory Auditors		
a. For Audit Services	18	10
Total	18	10

Note 26.2 Details of Corporate Social Responsibility Expenditure

₹ in Lakh

Payments to the auditor as	For the year ended 31 March 2023	For the year ended 31 March 2022
a) Total amount required to be spent for the financial year	150	101
b) Amount spent during the financial year	127	110
Total	127	110

NOTE 27 EARNINGS PER SHARE (EPS)

₹ in Lakh

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
(i) Net Profit after tax as per statement of Profit and Loss attributable to Equity Shareholders	2643	8645
(ii) Weighted Average number of equity shares used as denominator for calculating EPS	NIL	NIL
(iii) Basic and Diluted Earnings per share (₹)	1.91	7.19
(iv) Face Value per equity share (₹)	2	2



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 27 (I) INCOME ALLOCABLE TO NON-CONTROLLING INTEREST

₹ in Lakh

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
b. (i) Net Income Allocable to Non-Controlling Interest		
Accrued During the Year	-	-
Total	-	-

NOTE-28 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

₹ in Lakh

Particulars	As at 31 March 2023	As at 31 March 2022
A BILLS DISCOUNTED	5311	7475
B IMPORT DUTY PAYABLE	170	-
In case of non-fulfillment of export obligation under EPCG Scheme (not yet due)		
C BANK GUARANTEES / LETTER OF CREDITS	82	6021
D One case of employee is pending at High Court, Allahabad	3	Indeterminate
Employee Case is pending at ALC Noida	2	Indeterminate
Employee case is pending at Labour Office, Lucknow	1	Indeterminate
Employee case is pending at A.L.C. office, Kanpur	1	Indeterminate
Employee case is pending at A.L.C. office, Kanpur	1	Indeterminate
E One case of stamp duty in respect of land in Hapur is pending with Asst. Commissioner (stamp), Hapur for deficiency in stamp duty.	8	8
F TAXES		
(I) ENTRY TAX - for 1999-2000 liability is pending	4	4
(II) VAT & CST		
(a) UTTAR PRADESH : Pending against UP VAT and CST for the F.Y. 2008-2009	155	263

₹ in Lakh

F.Y.	2022-23				2021-22			
	CST	VAT	Entry Tax	Total	CST	VAT	Entry Tax	Total
2008-09	10.46	-	-	10.46	71.58	-	-	71.58
2010-11	61.33	-	-	61.33	61.33	-	-	61.33
2015-16	-	13.53	-	13.53	49.68	13.53	-	63.21
2016-17	2.64	6.48	1.68	10.8	2.64	6.48	1.68	10.8
2017-18	55.51	2.97	0.33	58.81	55.51	2.97	0.33	58.81
Total	129.94	22.98	2.0	1	240.74	22.98	2.01	265.73
				154.93				

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

₹ in Lakh

Particulars	As at 31 March 2023	As at 31 March 2022
(b) GUJARAT : F.Y. 2009-10 ₹ 2.25 lacs, F.Y. 2010-11 ₹ 32.68 lacs & F.Y. 2011-12 ₹ 2.34 lacs. Company has preferred appeal against the said Demand. Out of which ₹ 2.00 lacs has been deposited against demand. 2016-17 Demand of ₹ 12.86 lacs	50	50
(c) KERALA : VAT Demand of ₹ 4.91 lacs against which 30% amount of ₹ 1.47 lacs has been paid and for balance Bank Guarantee has been provided.	5	5
(d) Haryana: Pending against Haryana CST for the F.Y. 2016-17 ₹ 53.50 lacs, due to non submission of Form C	54	54
(III) Income Tax		
Order Passed u/s 143(3) r.w.s 144C(13) & 144B for FY 2016-17 ₹ 79.20 Lacs. Appeal pending before ITAT	79	128
143(3) r.w.s 144C(13) read with section 144B for FY 2017-18 ₹ 33.16 Lacs. of the Income-tax Act, 1961	33	
(IV) GOODS & SERVICE TAX	24	17
(a) Jharkhand :F.Y 2019-20 ₹4.32 Lacs,Mismatch of Turnover under GSTR-1 & 3B, Company has filed appeals against DRC-07 on Dt.17.01.2022		
(b) Bihar : F.Y 2020-21 ₹ 12.95 Lacs Excess ITC claim in GSTR-3B, Company has filed Appeal against DRC-07 on Dt. 19.05.2022		
(c) West Bengal : F.Y. 2018-19 ₹ 6.94 Lacs, SCN u/s 73 has been issued by the department, Company has filed reply against SCN on 12.05.2023		
(V) Trade Mark Case against the company in High Court, Delhi	100	100
G COMMITMENT		
A CAPITAL EXPENDITURE (Net of fund already deployed)	371	5445
B UNCLAIMED DIVIDEND	67	72



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 29 SEGMENT REPORTING

Segment Information for the year ended 31st March, 2023

Information about Primary Business Segments

	₹ in Lakh				
	Export Division	Domestic Division	Unallocated	Dubai and UK	TOTAL
External	52617	14110	503	8882	76112
	(50387)	(96189)	(1721)	(3388)	(151685)
Inter - Segment		4021		6287	10308
		(8013)		(2031)	10044
Total Revenue	52617	10089	503	2595	65803
	(50387)	(88176)	(1721)	(1357)	(141641)
Result					
Segment Result (Profit before Interest & Tax)	3751	541	503	182	4976
	(4883)	(7839)	(1721)	135	(14309)
Less: Interest Expenses			773		773
			(2301)		(2301)
Unallocated Expenditure net of unallocated income			608		608
			(757)		(757)
Profit before Taxation	3751	541	(879)	182	3594
	(4883)	(7839)	1337	135	(11251)
Provision for Taxation			951		951
			(2607)		(2607)
Net Profit	3751	541	(1830)	182	2643
	(4883)	(7839)	(1270)	135	(8644)
Other Information					
Segment Assets			59266	13654	72920
			(61734)	(11430)	(73164)
Segment Liabilities			10386	9194	19580
			(15672)	(6667)	(22339)
Capital Expenditure			4430	261	4691
			(7502)	(3)	(7506)
Depreciation			2530	29	2559
			(5757)	(14)	(5771)

* Includes Export incentive received on Export

Notes :

- (i) The Company is organized into two main business segments, namely:
 - Export Division - Manufacturing Finished Footwear , Leather & other Items.
 - Domestic Division- Manufacturing Finished Footwear , Leather & other Items. In the Domestic market and also include inter
 - Segment transfers , priced at cost plus a predetermined rate of profit.
 - Segments have been identified and reported considering the distinct nature of business and differing risks and returns accruing there from, the organization structure, and the internal financial reporting systems.
- (ii) Segmental Revenue, Results, include the respective amounts identifiable to each of the segments and amounts allocated on a reasonable basis.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 30 REMITTANCE IN FOREIGN CURRENCY ON ACCOUNT OF DIVIDEND

₹ in Lakh

Particulars	As at 31 March 2023	As at 31 March 2022
No. of Non Resident Shareholders	NIL	NIL
Number of Equity Shares held by them	-	-
Amount of Dividend Paid (Gross)	-	-
Tax Deducted at Source	-	-
Year to which Dividend relates	-	-

NOTE 31 RELATED PARTY TRANSACTIONS

₹ in Lakh

S. No.	Particulars	Nature of Relationship	Volume of Transactions (₹ in Lakh)		Outstanding (₹ in Lakh)	
			For The Year Ended 31.03.2023	For The year Ended 31.03.2023	as on 31.03.2022	as on 31.03.2022
1	Purchase					
	Euro Footwear Pvt Ltd.	Directors are Shareholders/Directors in the company	9245	0 Cr.	10778	0 Cr.
	REDTAPE Ltd	Directors are Shareholders in the company	553	0	95	313 Cr.
	Shoemac Leather Tech Eng. Ltd	Directors are Shareholders/Directors in the company	49	9	75	4 Cr.
	Gempack Enterprises	Whole Time Directors are the relatives of firm's proprietor	213	27 Cr.	390	35 Cr.
	Olive Shoes Pvt Ltd	Directors are Shareholders/Directors in the company	2822	124		
2	Jobwork expenses					
	Shoemac Leather Tech Eng. Ltd	Directors are Shareholders/Directors in the company	0	0 Cr.	1	0 Cr.
3	Rent & Maintenance charges Paid					
	Shoemac Leather Tech Eng. Ltd.	Directors are Shareholders/Directors in the company	2	0 Cr.	2	0 Cr.
4	Sales					
	Euro Footwear Pvt Ltd.	Directors are Shareholders in the company	2247	29 Dr.	3342	406 Dr.
	Mirza (UK) Ltd.	Wholly owned subsidiary	6305	370 Dr.	11638	3369 Dr.
	REDTAPE Ltd	Directors are Shareholders/Directors in the company	2890	246	767	



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

S. No.	Particulars	Nature of Relationship	₹ in Lakh			
			Volume of Transactions (₹ in Lakh)	Outstanding (₹ in Lakh)	Volume of Transactions (₹ in Lakh)	Outstanding (₹ in Lakh)
			For The Year Ended 31.03.2023	For The year Ended 31.03.2023	as on 31.03.2022	as on 31.03.2022
	RTS Fashion FZE, Dubai	Director is director in the Company	101	85	438	422 Dr.
	Shoemac Leather Tech Eng. Ltd	Directors are Shareholders/Directors in the company	2	-		
	Gempack Enterprises Unnao	Whole Time Directors are the relatives of firm's proprietor	1	- Dr.	1	0 Dr.
	Olive Shoes Pvt Ltd	Directors are Shareholders/Directors in the company	392	-		
5	Rental Income					
	REDTAPE Ltd	Directors are Shareholders/Directors in the company	510	- Dr.		
6	Reimbursement of Expenses (Income)					
	REDTAPE Ltd		614	- Dr.		
7	Salaries					
	To Relatives of Key Management Personnel					
	Mr. Faraz Mirza		253	12 Cr.	73	6 Cr.
	Mr. Mustafa Mirza		18	1 Cr.	4	1 Cr.
	Ms. Hiba Mirza		12	1 Cr.	6	1 Cr.
	Ms. Yusra Mirza		4	1 Cr.		
8	Managerial Remuneration					
	Directors Remuneration		942	45 Cr.	803	61 Cr.
	Directors Perquisites		18	- Cr.	19	- Cr.
9	Directors Sitting Fee					
			1	- Cr.	4	- Cr.
10	Corporate Social Responsibilities					
	Mirza Foundation	Directors are the Trustee	111	- Cr.	108	- Cr.
11	Export Commission					
	Mirza (UK) Ltd.	Wholly owned subsidiary	1709	- Cr.	515	- Cr.
	RTS Fashion FZE	Director is director in the Company	283	- Cr.	55	- Cr.
12	INVESTMENT					
	T N S Hotels And Resorts Pvt Ltd	Wholly owned subsidiary	1	1 Cr.		
	REDTAPE Ltd	Directors are Shareholders/Directors in the company		1 Cr.	1	- Cr.
	RTS Fashion (Dubai)	Wholly owned subsidiary	783	783 Cr.		
13	Loan & Advance					

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

₹ in Lakh

S. No.	Particulars	Nature of Relationship	Volume of Transactions (₹ in Lakh)	Outstanding (₹ in Lakh)	Volume of Transactions (₹ in Lakh)	Outstanding (₹ in Lakh)
			For The Year Ended 31.03.2023	For The year Ended 31.03.2023		as on 31.03.2022
	T N S Hotels And Resorts Pvt Ltd	Wholly owned subsidiary	323	323		Cr.

Related Party Disclosures, as required by IND-AS24, are given below:

Relationships :	
i) Subsidiaries :	
ii) Key Management Personnel & Relatives:	Mr. Tauseef Ahmad Mirza (Managing Director), Mr. Shahid Ahmad Mirza (Whole-time Director), Mr. Tasneef Ahmad Mirza (Whole-time Director), Mr. Rashid Ahmad Mirza (Director), Mr. Narendra Prasad Upadhyay (Director), Mr. Shuja Mirza (Director), Mr. V.T. Cherian (C.F.O.), Ms. Harshita Nagar (Company Secretary), Mr. Faraz Mirza, (President-Production), Ms. Hiba Mirza, Mr. Mustafa Mirza, Ms. Yusra Mirza
iii) Related Companies:	Shoemax Engineering Pvt Ltd., Shoemac Leather Tech Engineers Ltd., Mirza Charitable Hospital Ltd. Tilbrook Enterprises Ltd., Mirza (UK) Ltd., Euro Footwear Pvt Ltd., Emgee Projects Pvt Ltd., Genesisriverview Resorts Pvt Ltd., Genesis Infra Projects Pvt Ltd., Granule Infra India Pvt Ltd., RTS Fashions Pvt Ltd., Aarem Heights Pvt Ltd., Mirza Investment Pvt Ltd., Silver Spark Pvt Ltd., Kasi 1981 Alumni Foundation, RTS Fashion FZE-UAE, Bertelsman Corporate services India Pvt Ltd., Penguin Random House Publisers India Pvt Ltd, Nuvanta Infradevelopers Pvt Ltd., Merchant Chamber of Uttar Pradesh, Redtape Limited, Olive Shoes Pvt Ltd, T N S Hotels And Resorts Pvt Ltd
iv) Related Parties/Firms:	Achee Shoes LLP, Red Tape International LLP, Mirza Holdings LLP, Mughal Express LLP, F&R Farms LLP, Sen En Mirza Industrial Supply Chain LLP, Mirza Projects, Gempack Enterprises, Mars International, Waves International, Mirza Foundation, Kilkari Charitable Trust,



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 32 FOLLOWING PAYMENTS TO DIRECTORS ARE INCLUDED IN VARIOUS HEADS OF EXPENDITURE :

Particulars	₹ in Lakh	
	2023	2022
Salary	942	880
Perquisites	18	18
Sitting Fees	1	5
Guarantee Commission		450
Total	961	1353

NOTE 33 FORWARD CONTRACTS

Forward Exchange Contracts entered into by the Company and outstanding as at Balance Sheet date

Forward contracts EURO ₹ 28.45 lakhs (19.36 lakhs) Sell Hedging

Forward contracts GBP ₹ 122.27 lakhs (138.48 lakhs) Sell Hedging

Forward contracts USD ₹ 147.77 lakhs (178.54 lakhs) Sell Hedging

NOTE 34 THERE ARE NO IMMOVABLE PROPERTIES WHOSE TITLE DEEDS ARE NOT HELD IN THE NAME OF COMPANY

NOTE 34.1 THE COMPOSITE SCHEME OF ARRANGEMENT

- A Composite Scheme of Arrangement of RTS Fashions Pvt Ltd, Mirza International Ltd and Redtape Ltd (hereinafter referred to as the Composite Scheme of Arrangement/the Scheme) was framed in terms of the provisions of Sections 230 & 232 of the Companies Act, 2013, read with Section 66 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, together with Sections 2(1B) and 2(19AA) of the Income Tax Act, 1961, and other applicable provisions, if any.
- The aforesaid Composite Scheme of Arrangement provides for:
 - Amalgamation of RTS Fashions Pvt Ltd (the Transferor Company) with and into Mirza International Ltd (the Transferee Company);
 - Demerger of Branded Business/REDTAPE Business (the Demerged Business) of Mirza International Ltd into Redtape Ltd (the Resulting Company) on going concern basis; and
 - Various other matters incidental, consequential or otherwise integrally connected with the aforesaid Amalgamation and De-merger.
- Salient features of the Composite Scheme of Arrangement are as follows:

3.1 Salient Features of Amalgamation:

- 3.1.1 All assets and liabilities including Income Tax and all other statutory liabilities, if any, of RTS Fashions Pvt Ltd (the Transferor Company) will be transferred to and vest in Mirza International Ltd (the Transferee Company).
- 3.1.2 All the employees of the Transferor Company in service on the Effective Date, shall become employees of the Transferee Company on and from such date without any break or interruption in their service and upon terms and conditions not less favorable than those applicable to them in the Transferor Company on the Effective Date.
- 3.1.3 The Transferee Company-Mirza International Ltd will issue 22 (twenty-two) Equity Shares of ₹2 each, credited as fully paid up, to the Shareholders of the Transferor Company for every 10 (ten) Equity Shares of ₹10 each held in the Transferor Company-RTS Fashions Pvt Ltd.

3.2 Salient Features of Demerger:

- 3.2.1 All assets and liabilities including Income Tax and all other statutory liabilities, if any, of Branded Business/REDTAPE Business (the Demerged Business) of Mirza International Ltd (the Transferee Company) will be transferred to and vest in Redtape Ltd (the Resulting Company) on going-concern basis.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

3.2.2 All the employees of the Transferee Company employed in the activities relating to the Demerged Business, in service on the Effective Date, if any, shall become the employees of the Resulting Company on and from such date without any break or interruption in service and upon terms and conditions not less favorable than those applicable to them in the Demerged Business of the Transferee Company, on the Effective Date.

3.2.3 The Resulting Company-Redtape Ltd will issue 1 (one) Equity Share of ₹2 each, credited as fully paid-up, to the Shareholders of the Transferee Company for every 1 (one) Equity Share of ₹2 each held in the Transferee Company-Mirza International Ltd.

3.2.4 Upon the Scheme becoming effective, the pre-Scheme issued and paid-up share capital of the Resulting Company which consists of 50,000 Equity Shares of ₹2 each aggregating ₹1,00,000, will be cancelled. 50,000 9% Compulsorily Redeemable Preference Shares of ₹2 each, credited as fully paid-up, aggregating ₹1,00,000, will be issued in place of such cancelled equity share capital.

3.3 Appointed Date for the Scheme will be 1st January, 2022, or such other date as the Hon'ble National Company Law Tribunal or any other competent authority may approve.

3.4 BSE Ltd will act as the Designated Stock Exchange for the purposes of the Scheme of Arrangement.

3.5 Post-Scheme, Redtape Ltd will be listed on BSE and NSE.

4. The Hon'ble National Company Law Tribunal, Allahabad Bench, Prayagraj (the Tribunal) vide its Order dated 21st February, 2023 (date of pronouncement of Order) approved the Composite Scheme of Arrangement. The Scheme has become operative with effect from the Effective Date-25th February, 2023, on filing of the NCLT Order with the Registrar of Companies, Uttar Pradesh, Kanpur. The Scheme is effective from 1st January, 2022, being the Appointed Date of the Scheme.

5. In terms of the Scheme, RTS Fashions Pvt Ltd has been merged into Mirza International Ltd along with all the assets and liabilities; and entire REDTAPE Business of Mirza International Limited has been demerged into Redtape Limited, with effect from 1st January, 2022.

6. The present Financial Statements of the Company have been prepared after giving effect of the Amalgamation and Demerger in terms of the Scheme. Further, figures of the previous Financial Year ended 31st March, 2022, have also been restated to give effect to the Scheme with effect from 1st January, 2022.

Accordingly, the present audited Financial Statements are consisting of financial figures of the Transferee Company as well as financial figures of the Transferor Company.

7. Prior to the Scheme, the Transferee Company-Mirza International Limited was engaged in design, development, manufacturing, marketing, trading, export and retailing of leather footwear, sports shoes, garments & apparels, leather goods and accessories, and other related activities. The Company also owns and operates a leather tannery for captive consumption. Mirza International Ltd has the following business verticals:

- a. Private Label/White Label Business: The Company is engaged in design, development, manufacturing, export and sale of leather footwear to various Private Labels in United Kingdom, United States of America (USA), European and Non-European Countries. Private Label Business is pre-dominantly export wholesale made-to-order (MTO) business.
- b. Branded Business/Redtape Business: The Company is engaged in design, development, trading, marketing and retailing of leather shoes, sports shoes, garments & apparels and other accessories under 'REDTAPE' and other Brands owned by the Company. 'REDTAPE' is a well-known brand in leather and sports footwear, garments & apparels. Branded Business is pre-dominantly domestic retail business.
- c. Leather Tannery Business: The Company owns and operate of one of the most modern tanneries in India which is engaged in procuring and processing of leather. Tannery is backward integration for captive consumption and acts as the backbone for the Private Label Business.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

8. Whereas, prior to the Scheme of Amalgamation, the Transferor Company-RTS Fashions Pvt Ltd was engaged in purchase, sale and trading of soles and packing material and other related activities. The Transferor Company, through its step down wholly owned subsidiary-Mirza UK Ltd, was engaged in design, development, marketing and distribution of leather footwear, leather goods and accessories in UK, USA and other European Markets. Mirza UK Ltd is a London based company formed under the laws of United Kingdom. Mirza UK Ltd (Mirza UK) was a step down wholly owned subsidiary of RTS Fashions Pvt Ltd, India. Mirza UK is engaged in marketing and distribution of leather footwear, leather goods and accessories including the products of Mirza International Ltd, in UK, USA and other European Markets. Mirza UK has an experienced and dedicated team engaged in design and development of leather footwear, leather goods and accessories for UK and other Overseas Markets. Mirza UK does design and development of shoes which are finally manufactured in India in the factories of Mirza International Ltd and sold to various overseas customers under various brands. Thus, Mirza UK is one of the main driving forces of the Private Label Business of Mirza International Ltd.
9. The Resulting Company-Redtape Ltd was newly incorporated on 8th December, 2021, to carry on the Demerged Business-REDTAPE Business after the Demerger in terms of the Scheme.

10. Accounting Treatment for Amalgamation

The following accounting treatment has been given to some of the issues pertaining to the Amalgamation:

- 10.1 Amalgamation of Transferor Company with the Transferee Company has been accounted for under the Pooling of Interests Method as per Appendix C of Indian Accounting Standard (Ind AS) 103-Business Combinations as prescribed under Section 133 of the Companies Act, 2013, and Generally Accepted Accounting Principles. Accordingly, all the assets, liabilities and reserves of the Transferor Company have been recorded in the Company's books at their existing carrying amounts and in the same form. Inter-company balances stand cancelled.
- 10.2 In terms of the Scheme, the Transferee Company has issued 1,78,95,900 Equity Shares of ₹2 each, credited as fully paid up, to the members of the Transferor Company in exchange of 100% share capital of the Transferor Company.
- 10.3 Surplus of ₹4,55,53,200 arising out of amalgamation being difference between pre-merger paid-up Share Capital of the Transferor Company and paid-up value of new Equity Shares issued by the Transferee Company on amalgamation, has been credited to a separate Capital Reserve in the books of the Transferee Company.

11. Accounting Treatment for Amalgamation

The following accounting treatment has been given to some of the issues pertaining to the Demerger:

- 11.1 All the assets and liabilities pertaining to the Demerged Business, which cease to be the assets and liabilities of the Transferee Company, has been reduced from the books of accounts of the Transferee Company at their respective carrying values as on the Appointed Date.
- 11.2 In terms of the Scheme, the Resulting Company has issued 13,82,01,900 Equity Shares of ₹2 each, credited as fully paid up, to the members of the Transferee Company in exchange of 100% post-amalgamation share capital of the Transferee Company.
- 11.3 Deficit of ₹ 30146 Lakhs arising on Demerger being difference between the value of the assets and the liabilities pertaining to the Demerged Business has been adjusted against the Capital Reserves, Securities Premium Account, and other Reserves & Surplus, in that order, in books of the Transferee Company.

Since the Composite Scheme of Arrangement has been given effect to in the current year Financial Statements as well as restatement made in the previous year Financial Statements, as explained elsewhere, the current year figures are not comparable with the previous year figures.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 35 RELATIONSHIP WITH STRUCK OFF COMPANY

Name of Struck off Company	Name of transactions with struck-off Company	Balance outstanding	Relationship with the Struck off company , if any, to be disclosed
Nil	Investments in securities	Nil	Nil
	Receivables		
	Payables		
	Shares held by stuck off company		
	Other Outstanding balance (to be specified)		

NOTE 36 FOLLOWING RATIOS TO BE DISCLOSED:

								₹ in Lakh
Sl. No.	Ratio Type	Numerator	Denominator	Unit	2022-23	2021-22	Variation (In %)	Explanation for Changes of 25% or More General Remark :-
1	Current Ratio	Current Assets	Current Liabilities	Times	2.044	1.838	11.21%	Pursuant to order of Hon'ble National Company Law Tribunal , Allahabad bench, Prayagraj dated February 21, 2023 ,the Demerged Business/ Redtape Business of Mirza International Limited have been vested into Redtape Limited w.e.f the Appointed date i.e January 1 st 2022, Accordingly, the present financial statement have been prepared after giving effect of Scheme. Figure & of previous financial year ended March 31 st , 2022 have been also restated to give effect to the scheme. Hence, the ratios are not comparable.
2	Debt-equity ratio	Total Debt [^]	"Equity	Times	0.049	0.097	49.19%	
3	Debt service coverage ratio	Earnings available for debt service*	Debt Service**	Times	2.705	3.916	-30.93%	
4	Return on equity ratio	Net Profit after taxes	Equity Shareholder funds	%	4.954	17.009	-70.87%	
5	Inventory turnover ratio	Sales	Average Inventory	Times	2.503	4.899	-48.90%	
6	Trade receivables turnover ratio	Sales	Average Accounts Receivables	Times	8.98	14.05	-36.08%	
7	Trade payables turnover ratio	Purchase	Average Accounts Payables	Times	1.087	5.479	-80.16%	
8	Net capital turnover ratio	Sales	Working Capital	Times	4.000	8.673	-53.88%	
9	Net profit ratio	Net Profit after taxes	Sales	%	4.047	6.179	-34.50%	
10	Return on capital employed	Earning before interest and taxes	Capital Employed***	%	7.981	25.209	-68.34%	
11	Return on investment	Return/ Profit/ Earnings	Investment	%	4.954	17.009	-70.87%	



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 37 CORPORATE SOCIAL RESPONSIBILITY

Where the company covered under section 135 of the Company Act, the following shall be disclosed with regard to CSR activities:-

S.I	Particulars	Amount in Lakh	Remarks
(i)	amount required to be spend by the company during the year,	150	
	Transfer from Redtape	16.53	
(ii)	amount of expenditure incurred,	110.7	
(iii)	shortfall at the end of years,	23.52	
(iv)	total of previous year shortfall,	NA	
(v)	reason for shortfall,		The amount of ₹ 23.52 Lakh Of unexpned CSR amount transfer to unexpned CSR A/c for the utilisation towards ongoing projects.
(vi)	nature of CSR activities,		1) Eradicating Hunger, Poverty , Promotiong healthcare including preventive health care 2) Promoting Education 3) Ensuring Environmental sustainability, Agriculture, Animal Welfare
(vii)	Details of related party transaction, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard,	110.7	Mirza Foundation
		0	Mirza Charitable Hospital Limited
		0	Maharani Bagh Resident Welfare Associations
(viii)	where a provision is made with respect to a liability incurred by entering into a contracual obligation, the movement in the provision during the year shall be shown separately.	NA	

NOTICE TO THE MEMBERS

Notice is hereby given that the 44th Annual General Meeting (AGM) of the Members of **Mirza International Limited** will be held on Saturday, September 23, 2023 at 11:30 A.M. at the Auditorium of Directorate of Extension, Chandra Shekhar Azad (CSA) University of Agriculture and Technology, Nawabganj, Kanpur-208 002, Uttar Pradesh to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Auditors and the Board of Directors thereon.
2. To appoint a Director in place of Mr. Shahid Ahmad Mirza (DIN: 00048990), Whole-time Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Ratification of the remuneration payable to Cost Auditors

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 148 of the Companies Act, 2013 (“Act”) read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and any other applicable provisions of the Act, the remuneration, as approved by the Board of Directors and set out in the Statement annexed to the Notice, to be paid to Mr. Arun Kumar Srivastava, Cost Accountant, Cost Auditors appointed by the Board of Directors, to conduct the audit of cost records of the Company for the financial year ending March 31, 2024, be and is hereby ratified.

Resolved further that the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary or expedient to give effect to this Resolution.”

4. Re-appointment of Mr. Tauseef Ahmad Mirza as Managing Director of the Company

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

“**Resolved that** pursuant to the provisions of Sections 196, 197, 198, 203 of the Companies Act, 2013 and the rules made thereunder read with Schedule V of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the members be and is hereby accorded for re-appointment of Mr. Tauseef Ahmad Mirza, (DIN: 00049037) as Managing Director of the Company, for a period of 3 years with effect from October 1, 2023 to September 30, 2026 (both days inclusive) on the terms and conditions as detailed below:

Terms and Conditions:

Remuneration: Gross monthly remuneration not exceeding ₹ 31,50,000/- (Rupees Thirty One Lakhs Fifty Thousand only) whether paid as salary, allowance(s), perquisites or a combination thereof (with a liberty to the Board to review and set the level from time to time subject to maximum of ₹ 31,50,000 per month) w.e.f. October 1, 2023.

Medical Allowance: ₹ 20,00,000 per annum for self and family, in addition to the aforesaid remuneration.

Security: The Company shall provide for round the clock security at the Director’s residence.

Provided that the following perquisites will not be included in the aforesaid remuneration:

- i. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- ii. Gratuity payable at a rate not exceeding 15 day’s salary for each completed year of service subject to maximum of ₹ 20 Lakhs as per Payment of Gratuity Act, 1972; and
- iii. Encashment of leave at the end of tenure.

Resolved further that payment/re-imbursment of telephone and/or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in course of the official duties will not be included in the aforesaid remuneration.



Resolved further that Mr. Tauseef Ahmad Mirza shall not be paid any sitting fee for attending the meetings of the Board of Directors or Committees thereof.

Resolved further that in the event of loss or inadequacy of profits, the above remuneration by way of salary, commission, perquisites and other allowances payable to the above said Managing Director, being within the limits prescribed in Section II of Part II of Schedule V to the Act, shall be payable as minimum remuneration.

Resolved further that the Board of Directors be and is hereby authorised to alter and vary the abovementioned terms and conditions of the re-appointment and remuneration as may be agreed to by the Board of Directors and Mr. Tauseef Ahmad Mirza, subject to the condition that the overall remuneration will not exceed the abovementioned and the limits specified in Schedule V to the Companies Act, 2013.”

5. Re-appointment of Mr. Tasneef Ahmad Mirza as Whole-time Director of the Company

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

“**Resolved that** pursuant to the provisions of Sections 196, 197, 198, 203 of the Companies Act, 2013 and the rules made thereunder read with Schedule V of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any, and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, consent of the members be and is hereby accorded for re-appointment of Mr. Tasneef Ahmad Mirza, (DIN: 00049066) as Whole-time Director of the Company for a period of 3 years with effect from October 1, 2023 to September 30, 2026 (both days inclusive) on the terms and conditions as detailed below:

Terms and Conditions:

Remuneration: Gross monthly remuneration not exceeding ₹ 23,00,000/- (Rupees Twenty Three Lakhs only) whether paid as salary, allowance(s), perquisites or a combination thereof (with a liberty to the Board to review and set the level from time to time subject to maximum of ₹ 23,00,000 per month) w.e.f. October 1, 2023.

Medical Allowance: ₹ 20,00,000 per annum for self and family, in addition to the aforesaid remuneration.

Security: The Company shall provide for round the clock security at the Director’s residence.

Provided that the following perquisites will not be included in the aforesaid remuneration:

- i. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- ii. Gratuity payable at a rate not exceeding 15 day’s salary for each completed year of service subject to maximum of ₹ 20 Lakhs as per Payment of Gratuity Act, 1972; and
- iii. Encashment of leave at the end of tenure.

Resolved further that payment/re-imbusement of telephone and/or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in course of the official duties will not be included in the aforesaid remuneration.

Resolved further that Mr. Tasneef Ahmad Mirza shall not be paid any sitting fee for attending the meetings of the Board of Directors or Committees thereof.

Resolved further that in the event of loss or inadequacy of profits, the above remuneration by way of salary, commission, perquisites and other allowances payable to the above said Whole-time Director, being within the limits prescribed in Section II of Part II of Schedule V to the Act, shall be payable as minimum remuneration.

Resolved further that the Board of Directors be and is hereby authorised to alter and vary the abovementioned terms and conditions of the re-appointment and remuneration as may be agreed to by the Board of Directors and Mr. Tasneef Ahmad Mirza, subject to the condition that the overall remuneration will not exceed the abovementioned and the limits specified in Schedule V to the Companies Act, 2013.”

6. Re-appointment of Mr. Shahid Ahmad Mirza as Whole-time Director of the Company

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

“**Resolved that** pursuant to the provisions of Sections 196, 197, 198, 203 of the Companies Act, 2013 and the rules made thereunder read with Schedule V of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any, and pursuant to the

recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, consent of the members be and is hereby accorded for re-appointment of Mr. Shahid Ahmad Mirza, (DIN: 00048990) as Whole-time Director of the Company for a period of 3 years with effect from October 1, 2023 to September 30, 2026 (both days inclusive) on the terms and conditions as detailed below:

Terms and Conditions:

Remuneration: Gross monthly remuneration not exceeding ₹ 10,00,000/- (Rupees Ten Lakhs only) whether paid as salary, allowance(s), perquisites or a combination thereof (with a liberty to the Board to review and set the level from time to time subject to maximum of ₹10,00,000 per month) w.e.f. October 1, 2023.

Medical Allowance: ₹ 20,00,000 per annum for self and family, in addition to the aforesaid remuneration.

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

Provided that the following perquisites will not be included in the aforesaid remuneration:

- i. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- ii. Gratuity payable at a rate not exceeding 15 day's salary for each completed year of service subject to maximum of ₹ 20 Lakhs as per Payment of Gratuity Act, 1972; and
- iii. Encashment of leave at the end of tenure.

Resolved further that payment/re-imbursalment of telephone and/or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in course of the official duties will not be included in the aforesaid remuneration.

Resolved further that Mr. Shahid Ahmad Mirza shall not be paid any sitting fee for attending the meetings of the Board of Directors or Committees thereof.

Resolved further that in the event of loss or inadequacy of profits, the above remuneration by way of salary, commission, perquisites and other allowances payable to the above said Whole-time Director, being within the limits prescribed in Section II of Part II of Schedule V to the Act, shall be payable as minimum remuneration.

Resolved further that the Board of Directors be and is hereby authorised to alter and vary the abovementioned terms and conditions of the re-appointment and

remuneration as may be agreed to by the Board of Directors and Mr. Shahid Ahmad Mirza, subject to the condition that the overall remuneration will not exceed the abovementioned and the limits specified in Schedule V to the Companies Act, 2013."

7. Appointment of Mr. Nirmal Sahijwani as Whole-time Director of the Company

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

"Resolved that pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Schedules and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Nirmal Sahijwani (DIN: 10056433), who was appointed by the Board of Directors as an Additional Director with effect from July 27, 2023, pursuant to the provisions of Section 161 and all other applicable provisions of the Act and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as a Director designated as Whole-time Director of the Company, liable to retire by rotation.

Resolved further that pursuant to the provisions of Sections 196, 197, 198, 203 of the Companies Act, 2013 and the rules made thereunder read with Schedule V of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or reenactment thereof for the time being in force) and other applicable provisions, if any, and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, consent of the members be and is hereby accorded for appointment of Mr. Nirmal Sahijwani, (DIN: 10056433), as Whole-time Director of the Company for a period of 3 years from July 27, 2023 to July 26, 2026 (both days inclusive) on the terms and conditions as detailed below:

Terms and Conditions:

Remuneration: Gross monthly remuneration not exceeding ₹ 2,67,000/- (Rupees Two Lakhs Sixty Seven Thousand only) whether paid as salary, allowance(s), perquisites or a combination thereof (with a liberty to the Board to review and set the level from time to time subject to maximum of ₹ 2,67,000 per month) w.e.f. July 27, 2023.

**Provided that the following perquisites will not be included in the aforesaid remuneration:**

- i. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- ii. Gratuity payable at a rate not exceeding 15 day's salary for each completed year of service subject to maximum of ₹ 20 Lakhs as per Payment of Gratuity Act, 1972; and
- iii. Encashment of leave at the end of tenure.

Resolved further that payment/re-imbursment of telephone and/or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in course of the official duties will not be included in the aforesaid remuneration.

Resolved further that Mr. Nirmal Sahijwani shall not be paid any sitting fee for attending the meetings of the Board of Directors or Committees thereof.

Resolved further that in the event of loss or inadequacy of profits, the above remuneration by way of salary, commission, perquisites and other allowances payable to the above said Whole-time Director, being within the limits prescribed in Section II of Part II of Schedule V to the Act, shall be payable as minimum remuneration.

Resolved further that the Board of Directors be and is hereby authorised to alter and vary the abovementioned terms and conditions of the appointment and remuneration as may be agreed to by the Board of Directors and Mr. Nirmal Sahijwani, subject to the condition that the overall remuneration will not exceed the abovementioned and the limits specified in Schedule V to the Companies Act, 2013."

8. Appointment of Mr. Faraz Mirza as Whole-time Director of the Company

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

"Resolved that pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Schedules and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Faraz Mirza, (DIN: 02536109), who was appointed by the Board of Directors as an Additional Director with effect from August 12, 2023, pursuant to the provisions of Section 161 and all other applicable provisions of the Act and who holds office upto the date of this Annual General Meeting

("Meeting") and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as a Director designated as Whole-time Director of the Company, liable to retire by rotation.

Resolved further that pursuant to the provisions of Sections 196, 197, 198, 203 of the Companies Act, 2013 and the rules made thereunder read with Schedule V of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or reenactment thereof for the time being in force) and other applicable provisions, if any, and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, consent of the members be and is hereby accorded for appointment of Mr. Faraz Mirza, (DIN: 02536109), as Whole-time Director of the Company for a period of 3 years from August 12, 2023 to August 11, 2026 (both days inclusive) on the terms and conditions as detailed below:

Terms and Conditions:

Remuneration: Gross monthly remuneration not exceeding ₹ 17,00,000/- (Rupees Seventeen Lakhs only) whether paid as salary, allowance(s), perquisites or a combination thereof (with a liberty to the Board to review and set the level from time to time subject to maximum of ₹ 17,00,000 per month) w.e.f. August 12, 2023.

Medical Allowance: ₹ 20,00,000 per annum for self and family, in addition to the aforesaid remuneration.

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

Provided that the following perquisites will not be included in the aforesaid remuneration:

- i. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- ii. Gratuity payable at a rate not exceeding 15 day's salary for each completed year of service subject to maximum of ₹ 20 Lakhs as per Payment of Gratuity Act, 1972; and
- iii. Encashment of leave at the end of tenure.

Resolved further that payment/re-imbursment of telephone and/or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in course of the official duties will not be included in the aforesaid remuneration.

Resolved further that Mr. Faraz Mirza shall not be paid any sitting fee for attending the meetings of the Board of Directors or Committees thereof.

Resolved further that in the event of loss or inadequacy of profits, the above remuneration by way of salary, commission, perquisites and other allowances payable to the above said Whole-time Director, being within the limits prescribed in Section II of Part II of Schedule V to the Act, shall be payable as minimum remuneration.

Resolved further that the Board of Directors be and is hereby authorised to alter and vary the abovementioned terms and conditions of the appointment and remuneration as may be agreed to by the Board of Directors and Mr. Faraz Mirza, subject to the condition that the overall remuneration will not exceed the abovementioned and the limits specified in Schedule V to the Companies Act, 2013.”

9. Approval to enter into agreement with REDTAPE Limited

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

“**Resolved that** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), and approval of Audit Committee and Board of Directors of the Company, approval of members be and is hereby accorded to the Board of Directors of the Company to enter into material contract(s)/ arrangement(s)/ transaction(s) with REDTAPE Limited, a related party as defined under the provisions of the Act and Listing Regulations, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of ₹ 12,000 Lakhs plus applicable Goods and Service Tax per financial year, for a period of 5 (five) financial years from FY 2023-24 to FY 2027-28, for the purposes as set out in the explanatory statement annexed hereto, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be in the ordinary course of business of the Company and at arm’s length basis.

Resolved further that the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do

all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

10. Approval to enter into agreement with Olive Shoes Private Limited

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

“**Resolved that** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), and approval of Audit Committee and Board of Directors of the Company, approval of members be and is hereby accorded to the Board of Directors of the Company to enter into material contract(s)/ arrangement(s)/ transaction(s) with Olive Shoes Private Limited, a related party as defined under the provisions of the Act, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of ₹ 12,000 Lakhs plus applicable Goods and Service Tax per financial year, for a period of 5 (five) financial years from FY 2023-24 to FY 2027-28, for the purposes as set out in the explanatory statement annexed hereto, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be in the ordinary course of business of the Company and at arm’s length basis.

Resolved further that the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be



required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

11. Approval to enter into agreement with Mirza (U.K.) Limited

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

“**Resolved that** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), and approval of Audit Committee and Board of Directors of the Company, approval of members be and is hereby accorded to the Board of Directors of the Company to enter into material contract(s)/ arrangement(s)/ transaction(s) with Mirza (U.K.) Limited, a related party as defined under the provisions of the Act, on such terms and

conditions as the Board of Directors may deem fit, up to a maximum aggregate value of ₹ 15,000 Lakhs plus applicable Goods and Service Tax per financial year, for a period of 5 (five) financial years from FY 2023-24 to FY 2027-28, for the purposes as set out in the explanatory statement annexed hereto, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be in the ordinary course of business of the Company and at arm’s length basis.

Resolved further that the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board of Directors
For **Mirza International Limited**

Harshita Nagar

Company Secretary and Compliance Officer

Place: New Delhi
Date: August 12, 2023

CIN: L19129UP1979PLC004821

Registered Office:

14/6, Civil Lines, Kanpur 208 001
Uttar Pradesh

Telephone No.: 0512 2530775

Website: <https://www.mirza.co.in/>

Email ID: compliance@mirzaindia.com

NOTES:

1. The Explanatory Statement setting out the material facts concerning each item of Special Businesses to be transacted at the 44th Annual General Meeting pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS/ HER BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A proxy shall be sent in the form enclosed and in order to be effective must reach the registered office of the Company at least FORTY-EIGHT HOURS before the scheduled time of the meeting. Proxies submitted on behalf of the companies, societies, etc., must be supported by appropriate resolution/ authority as applicable.
3. A person can act as proxy on behalf of members not exceeding Fifty in number and holding in aggregate not more than 10% of total share capital of the Company carrying voting rights. However, a member holding more than 10% of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. A copy of the Standalone and Consolidated financial statements of the Company for the financial year ended March 31, 2023 together with the Auditors' and Directors' Reports thereon are enclosed.
5. Members are requested to write to the Company their query(ies), if any, on the accounts and operations of the Company at least 7 days before the meeting to keep the information ready at the meeting.
6. The Board of Directors has not recommended any Final Dividend for the Financial Year ended on March 31, 2023.
7. Securities and Exchange Board of India ("SEBI") has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS) / National Electronic Clearing Service (NECS) /Real Time Gross Settlement (RTGS)/ Direct Credit, etc.

Members holding shares in electronic mode are therefore requested to furnish their Bank particulars in which they wish to receive dividend, through their Depository Participants (DPs). Members holding

shares in physical form, if any, and desirous of availing the NECS / ECS facility, are requested to update their Bank particulars by sending it to the Company's Registrar and Share Transfer Agent, KFin Technologies Limited ("RTA"), directly for instant credit of dividend and other cash entitlements.

The Company or RTA cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Further instructions, if any, already given by them in respect of shares held in physical form, if any, will not be automatically applicable to shares held in the electronic mode.

8. SEBI vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all Members holding shares in physical form. Therefore, the Members are requested to submit their PAN and Bank Account details to the 'Secretarial and Compliance Department' of the Company at the Corporate Office or to RTA of the Company. In this regard, the Members are requested to submit a duly signed letter along with self-attested copy of PAN Card(s) of all the registered Members (including joint holders). Members are also requested to submit original cancelled cheque bearing the name of the sole / first holder. In case of inability to provide the original cancelled cheque, a copy of Bank Passbook / Statement of the sole / first holder duly attested by the Bank, not being a date earlier than one month may be provided. Members holding shares in demat form are requested to submit the aforesaid documents to their respective Depository Participant(s).
9. Shareholders of the Company are informed that pursuant to the provisions of Section 124(5) of the Companies Act, 2013, the amount of dividend which remains unpaid/ unclaimed for a period of 7 consecutive years is required to be transferred to the 'Investor Education & Protection Fund' (IEPF) constituted by the Central Government. Accordingly, unpaid/unclaimed dividend upto the year 2014-15 has been transferred to IEPF.

Shareholders who have not encashed their dividend warrant(s) for the year from 2015-2016 to 2020-2021 are requested to make claim with the Company immediately. Dividend declared by the Company for the financial year 2015-16, remain unpaid/unclaimed is due for transfer on or after October 28, 2023 to IEPF. A statement containing names, last known addresses and unpaid dividend of such shareholders is available on the website of the Company i.e. www.mirza.co.in.

Shareholders whose amount has been transferred to IEPF as above may claim refund from IEPF in



accordance with provisions of Companies Act, 2013 and rules made thereunder. Further, pursuant to the provisions of Section 124 of the Companies Act, 2013, and of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, all shares in respect of which dividend has not been paid or claimed by the Shareholders for seven consecutive years, the Company is required to transfer such Equity Shares of the members to the Demat Account of the IEPF. Accordingly, the Company has transferred 24,228 equity shares to IEPF whose dividend was not encashed for consecutive seven years from 2014-2015, data of which are available on website of the Company. The Company sent a communication to all shareholders concerned and had also published a Notice in the leading Newspaper, viz, Business Standard (both in English and Vernacular paper), with respect to the formalities and process of such transfers. Similarly, the Company will transfer such shares to Demat account of IEPF Authority on which dividend for 2015-2016 will remain un-encashed for seven consecutive years, as per the guidelines issued by the concerned authority(ies) from time to time.

10. Members are informed that once the unclaimed / unpaid dividend is transferred to the designated account of IEPF and shares are transferred to the Demat Account of the IEPF Authority, no claim shall lie against the Company in respect of such dividend / shares. The eligible Members are entitled to claim such unclaimed / unpaid dividend and shares including benefits, if any, accruing on such shares from the IEPF Authority by making an application in prescribed Form IEPF-5 online and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents at the Registered Office of the Company for verification of their claim. Relevant details and the specified procedure to claim refund of dividend amount / shares along with an access link to the refund webpage of IEPF Authority's website for claiming the dividend amount / shares has been provided on the Company's website, i.e., www.mirza.co.in under the "Investor Relations" category.
11. All members who have either not received or have not yet encashed their dividend warrant(s) for the financial year ended March 31, 2016 till the financial year ended March 31, 2023 are requested to write to the Company's Registrar and Share Transfer Agent i.e. KFin Technologies Limited, at Selenium Tower B, 6th Floor, Plot No. 31-32 Gachibowli Financial District, Nanakramguda, Hyderabad- 500 032 for obtaining unpaid dividends.
12. During the financial year ended March 31, 2023, the Company has deposited a sum of ₹ 5,29,209 (Five Lakhs Twenty Nine Thousand Two Hundred and Nine Rupees only) into the specified bank account of the IEPF, Government of India, towards unclaimed / unpaid dividend for the financial year 2014-15. The due dates for transfer of the unclaimed / unpaid dividend relating to subsequent years to IEPF are as follows:

Final/Interim Dividend for the financial year ended	Due date for transfer to IEPF
March 31, 2016 (Final)	28.10.2023
March 31, 2017 (Final)	27.10.2024
March 31, 2018 (Final)	25.10.2025
March 31, 2019 (Final)	18.10.2026
February 12, 2020 (Interim)	09.03.2027
13. Members holding shares in physical form, if any, and desirous of making a nomination or cancellation/variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit the prescribed Form No. SH.13 to the Registrar and Transfer Agent of the Company for nomination and Form No. SH.14 for cancellation/variation as the case may be. Shareholders holding shares in demat form are also advised to avail nomination facility by submitting the prescribed form to their respective Depository Participants (DPs).
14. In compliance with the MCA Circulars and SEBI Circular dated January 5, 2023, Notice of the AGM along with the Annual Report for the financial year 2022-23 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that the Notice and Annual Report for the financial year 2022-23 will also be available on the Company's website at www.mirza.co.in, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of Company's Registrar and Transfer Agent, KFin Technologies Limited ("KFinTech") at <https://evoting.kfintech.com>.
15. As mandated by the Securities and Exchange Board of India ("SEBI"), securities of the Company can be transferred / traded only in dematerialized form. Members holding shares in physical form are advised to avail the facility of dematerialization.
16. Members are requested to support Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of shares held in dematerialised form) or with Registrar and Transfer Agent or the Company (in case of shares held in physical form, for receiving all communication including annual report, notices from the Company electronically).

17. SEBI has vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 (“SEBI Circulars”) mandated furnishing of Permanent Account Number (‘PAN’), KYC details viz. Contact Details (Postal Address, Mobile Number and E-mail), Bank Details, Nomination etc. by holders of physical securities. The Company had sent letters for furnishing the required details. Any service request shall be entertained by KFinTech only upon registration of the PAN, KYC details and the nomination. Further, in absence of the above information on or after October 1, 2023, the folio(s) shall be frozen by KFinTech in compliance with the aforesaid SEBI Circulars. If the folio(s) continue to remain frozen as on December 31, 2025, the frozen folios shall be referred by KFinTech/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.
18. As required under Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the relevant information in respect of Directors seeking appointment/re-appointment at the Annual General Meeting is provided herein below and forms a part of this Notice.
19. As required under SS-2 issued by ICSI, a route map, including a prominent landmark, showing directions to reach the AGM venue is annexed and forms part of this Notice.
20. The Company has designated an exclusive e-mail ID “compliance@mirzaindia.com” for redressal of shareholders’ complaints / grievances.
21. All the documents as required under the Act and referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be available for inspection by the Members of the Company without payment of fees at the corporate office of the Company at A-7, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi 110 044 on any working day between 10.00 A.M. to 05.00 P.M. till the date of the AGM and shall also be available at the venue of the AGM.
22. Voting through Electronic Means:
- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech , on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
 - ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
 - iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
 - iv. The remote e-voting period commences from Wednesday, September 20, 2023 at 09:00 A.M. IST ending on Friday, September 22, 2023 at 05:00 P.M. IST.
 - v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
 - vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
 - vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”



viii. The details of the process and manner for remote e-Voting and AGM are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1

Type of shareholders	Login Method
	<p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e-Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

- II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.
 - (A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
 - 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 (E-Voting Event Number) xxxx, 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 e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach 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 your contact details like mobile number, email ID etc. on first login. You may also enter a 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 "EVEN" i.e., "MIRZA INTERNATIONAL LIMITED- AGM" and click on "Submit"



- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/ AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/ AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id goelmallika9@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name_Even No.”
- iii. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Ms. Shobha Anand, at evoting@kfintech.com or call KFintech’s toll free No. 1-800-309-4001 for any further clarifications.
 - iv. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, September 15, 2023, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
 - v. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 - 1. Example for NSDL:
 - 2. MYEPWD <SPACE> IN12345612345678
 - 3. Example for CDSL:
 - 4. MYEPWD <SPACE> 1402345612345678
 - 5. Example for Physical:
 - 6. MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
 - vi. The results of the remote e-voting and voting at AGM shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer’s Report, shall also be placed on the website of the Company.

General

- i. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through voting system available during the AGM.
- ii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

STATEMENT / EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

ITEM NO. 3

Ratification of Remuneration payable to Cost Auditors

The Board of Directors has, on the recommendation of the Audit Committee, approved the appointment and remuneration of Mr. Arun Kumar Srivastava, Cost Auditor to conduct the audit of cost records of the Company for the financial year ending March 31, 2024.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014 and Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 40,000 per annum plus applicable tax and out of pocket expenses incurred in carrying out the said audit payable to the Cost Auditor, as recommended by the Audit Committee and approved by the Board of Directors of the Company, has to be ratified by the Members of the Company. Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditor for the financial year ending March 31, 2024 by passing an Ordinary Resolution as set out at Item No. 3 of the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Resolution set out at item No. 3 of the Notice for ratification by the Members by way of an Ordinary Resolution.

ITEM NO. 4

Re-appointment of Tauseef Ahmad Mirza as Managing Director of the Company

The Board of Directors of the Company in their meeting held on August 12, 2023 has subject to the approval of Members, re-appointed Mr. Tauseef Ahmad Mirza (DIN: 00049037) as Managing Director, for a period of 3 (three) years from the expiry of his present term i.e., w.e.f. October 1, 2023, on the terms and conditions as recommended by Nomination and Remuneration Committee of the Board.

The re-appointment of Mr. Tauseef Ahmad Mirza and his remuneration is subject to approval by the Company's shareholders, as per the relevant provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations.

The specific areas of expertise of Mr. Tauseef Ahmad Mirza are provided in the Annexure to this Notice.

The office of Mr. Tauseef Ahmad Mirza shall be liable to retire by rotation. Mr. Tauseef Ahmad Mirza is not debarred from holding the office of Director pursuant to any SEBI order or any other such authority as per the circular of the BSE Limited and the National Stock Exchange of India Limited.

A statement as per the provisions of section II of Part II of Schedule V of the Companies Act, 2013, a statement containing the information required under the said clause is enclosed herewith and be read as part of this explanatory statement.

Additional information in respect of Mr. Tauseef Ahmad Mirza, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at Annexure A to this Notice.

None of the Directors, Manager, Key Managerial Personnel and their relatives except Mr. Tauseef Ahmad Mirza, Mr. Tasneef Ahmad Mirza, Mr. Shahid Ahmad Mirza and Mr. Faraz Mirza and their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

ITEM NO. 5 AND 6

Re-appointment of Mr. Tasneef Ahmad Mirza and Mr. Shahid Ahmad Mirza as Whole-time Director of the Company

Mr. Tasneef Ahmad Mirza and Mr. Shahid Ahmad Mirza were re-appointed as Whole-time director of the Company for a period of 3 (three) years w.e.f. October 1, 2020. Their term as Whole-time director of the Company will conclude on September 30, 2023.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on August 12, 2023 re-appointed Mr. Tasneef Ahmad Mirza and Mr. Shahid Ahmad Mirza as Whole-time Director subject to the approval of members for a period of 3 years w.e.f. October 1, 2023 on the terms and conditions as mentioned in the resolutions set out at item no. 5 and 6.

The re-appointment of Mr. Tasneef Ahmad Mirza and Mr. Shahid Ahmad Mirza and their remuneration is subject to approval by the Company's shareholders, as per the relevant provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations.



The specific areas of expertise of Mr. Tasneef Ahmad Mirza and Mr. Shahid Ahmad Mirza are provided in the Annexure to this Notice.

The office of Mr. Tasneef Ahmad Mirza and Mr. Shahid Ahmad Mirza shall be liable to retire by rotation. Mr. Tasneef Ahmad Mirza and Mr. Shahid Ahmad Mirza are not debarred from holding the office of Director pursuant to any SEBI order or any other such authority as per the circular of the BSE Limited and the National Stock Exchange of India Limited.

A statement as per the provisions of section II of Part II of Schedule V of the Companies Act, 2013, a statement containing the information required under the said clause is enclosed herewith and be read as part of this explanatory statement.

Additional information in respect of Mr. Tasneef Ahmad Mirza and Mr. Shahid Ahmad Mirza, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at Annexure A to this Notice.

None of the Directors, Manager, Key Managerial Personnel and their relatives except Mr. Tauseef Ahmad Mirza, Mr. Tasneef Ahmad Mirza, Mr. Shahid Ahmad Mirza and Mr. Faraz Mirza and their relatives are concerned or interested, financially or otherwise, in the proposed resolutions.

The Board recommends the Special Resolutions set out at Item No. 5 and 6 of the Notice for approval by the Members.

ITEM NO. 7

Appointment of Mr. Nirmal Sahijwani as Whole-time Director of the Company

The Board of Directors of the Company in their meeting held on July 27, 2023 has subject to the approval of Members, appointed Mr. Nirmal Sahijwani (DIN: 10056433) as an Additional Director designated as Whole-time Director, for a period of 3 (three) years w.e.f. July 27, 2023, on the terms and conditions as recommended by Nomination and Remuneration Committee of the Board.

The appointment of Mr. Nirmal Sahijwani and his remuneration is subject to approval by the Company's shareholders, as per the relevant provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations.

The specific areas of expertise of Mr. Nirmal Sahijwani are provided in the Annexure to this Notice.

The office of Mr. Nirmal Sahijwani shall be liable to retire by rotation. Mr. Nirmal Sahijwani is not debarred from holding the office of Director pursuant to any SEBI order or any other such authority as per the circular of the BSE Limited and the National Stock Exchange of India Limited.

A statement as per the provisions of section II of Part II of Schedule V of the Companies Act, 2013, a statement containing the information required under the said clause is enclosed herewith and be read as part of this explanatory statement.

Additional information in respect of Mr. Nirmal Sahijwani, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at Annexure A to this Notice.

None of the Directors, Manager, Key Managerial Personnel and their relatives except Mr. Nirmal Sahijwani and his relatives are concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

ITEM NO. 8

Appointment of Mr. Faraz Mirza as Whole-time Director of the Company

The Board of Directors of the Company in their meeting held on August 12, 2023 has subject to the approval of Members, appointed Mr. Faraz Mirza (DIN: 02536109) as an Additional Director designated as Whole-time Director, for a period of 3 (three) years w.e.f. August 12, 2023, on the terms and conditions as recommended by Nomination and Remuneration Committee of the Board.

The appointment of Mr. Faraz Mirza and his remuneration is subject to approval by the Company's shareholders, as per the relevant provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations.

The specific areas of expertise of Mr. Faraz Mirza are provided in the Annexure to this Notice.

The office of Mr. Faraz Mirza shall be liable to retire by rotation. Mr. Faraz Mirza is not debarred from holding the office of Director pursuant to any SEBI order or any other such authority as per the circular of the BSE Limited and the National Stock Exchange of India Limited.

A statement as per the provisions of section II of Part II of Schedule V of the Companies Act, 2013, a statement containing the information required under the said clause is enclosed herewith and be read as part of this explanatory statement.

Additional information in respect of Mr. Faraz Mirza, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at Annexure A to this Notice.

None of the Directors, Manager, Key Managerial Personnel and their relatives except Mr. Faraz Mirza and his relatives are concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the Members.

ITEM NO. 9 TO 11

Approval to enter into an agreement with REDTAPE Limited, Olive Shoes Private Limited and Mirza (U.K.) Limited

REDTAPE Limited, Olive Shoes Private Limited and Mirza (U.K.) Limited are related parties of your Company as defined under the Companies Act, 2013 ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Hence, the contracts, agreements, arrangements, and transactions with REDTAPE Limited, Olive Shoes Private Limited and Mirza (U.K.) Limited falls under the category of Related Party Transactions ("RPT") in terms of the Regulation 23 of SEBI Listing Regulations, 2015 and provisions of Section 188 of the Act and rules framed thereunder.

To ensure stability of supplies in terms of quality and furtherance of its business activities, the Company proposes to enter into transaction(s) with REDTAPE Limited, Olive Shoes Private Limited and Mirza (U.K.) Limited for the period of 5 (five) financial years FY 2023-24 to FY 2027-28. Such transaction(s) shall be in the ordinary course of business of the Company and on an arm's length basis.

Pursuant to the provisions of Regulation 23 of the Listing Regulations, all material related party transactions shall require approval of shareholders through ordinary resolution, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover as per the last audited financial statements of the Company, whichever is lower.

During the prescribed period, the total value of the proposed transaction(s) with REDTAPE Limited, Olive Shoes Private Limited and Mirza (U.K.) Limited may exceed the said threshold limit of 10% of the annual consolidated turnover of the Company as per its latest Audited Financial Statements. Accordingly, transaction(s) entered into with REDTAPE Limited, Olive Shoes Private Limited and Mirza (U.K.) Limited come within the meaning of material related party transaction(s) in terms of provisions of the Listing Regulations and the Act and rules made thereunder. The Audit Committee and Board of Directors in their respective meetings held on May 27, 2023 approved proposed related party transactions with REDTAPE Limited, Olive Shoes Private Limited and Mirza (U.K.) Limited in accordance with the Company's policy on Related Party Transactions. Now, the Company proposes to enter into specific contracts / agreements for related party transactions with REDTAPE Limited, Olive Shoes Private Limited and Mirza (U.K.) Limited for a term of 5 (five) years from the financial years FY 2023-24 to FY 2027-28.



The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/ CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 ("SEBI Master Circular") are set forth below:

Sr. No.	Particulars	Details for Item No. 9	Details for Item No. 10	Details for Item No. 11
1.	Name of the Related Party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of Related Party - REDTAPE Limited Relationship - Directors are Shareholders in the REDTAPE Limited.	Name of Related Party - Olive Shoes Private Limited Relationship - Mr. Tauseef Ahmad Mirza, Mr. Tasneef Ahmad Mirza and Mr. Faraz Mirza are directors in Olive Shoes Private Limited.	Name of Related Party - Mirza (U.K.) Limited Relationship - Mr. Tauseef Ahmad Mirza, is director in Mirza (U.K.) Limited.
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Tauseef Ahmad Mirza, Mr. Tasneef Ahmad Mirza and Mr. Shahid Ahmad Mirza	Mr. Tauseef Ahmad Mirza, Mr. Tasneef Ahmad Mirza and Mr. Faraz Mirza	Mr. Tauseef Ahmad Mirza
3.	Type, material terms and particulars of the proposed transaction	<ul style="list-style-type: none"> • Sale and Purchase of raw materials and finished goods • Rent • Commission 	<ul style="list-style-type: none"> • Sale and Purchase of raw materials and finished goods • Job Work • Sale of Leather 	<ul style="list-style-type: none"> • Sale and Purchase of shoes • Payment of Commission
4.	Tenure of the proposed transaction	Approval of Shareholders is being sought for transactions during 5 financial years from FY 2023-24 to FY 2027-28		
5.	Value of the proposed transaction	The Company estimates that monetary value of all transactions with REDTAPE Limited shall not exceed ₹ 12,000 Lakhs per annum.	The Company estimates that monetary value of all transactions with Olive Shoes Private Limited shall not exceed ₹ 12,000 Lakhs per annum.	The Company estimates that monetary value of all transactions with Mirza (U.K.) Limited shall not exceed ₹ 15,000 Lakhs per annum.
6.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	19.14%	19.14%	23.92%
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:			
	(i) details of the source of funds in connection with the proposed transaction			
	(ii) where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments,			
	<ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; 	Not Applicable		
	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and			
	(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.			

Sr. No.	Particulars	Details for Item No. 9	Details for Item No. 10	Details for Item No. 11
8.	Justification as to why the RPT is in the interest of the Company	<p>The Company and REDTAPE Limited have legacy transactions and inter dependencies as the demerged business of the Company was transferred to REDTAPE Limited.</p> <p>The Company and REDTAPE Limited has to sale and purchase a lot of raw materials and finished goods for their footwear manufacture and trading.</p> <p>Therefore, the said related party transactions are in the interest of the Company.</p>	<p>Until last year, Mirza International Limited and Euro Footwear Private Limited were having material related party transactions. During the previous year, part business of Euro Footwear Private Limited was transferred to Olive Shoes Private Limited.</p> <p>Now, the Company will be doing similar kind of transaction with Olive Shoes Private Limited. For smooth process of those transactions, it is important to have approval of this material related party transaction.</p> <p>Therefore, the said related party transactions are in the interest of the Company.</p>	<p>Mirza (U.K.) Limited is step down subsidiary of the Company and providing support in UK market.</p> <p>The Company is having continuing business with Mirza (U.K.) Limited.</p> <p>Therefore, the said related party transactions are in the interest of the Company.</p>
9.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable		
10	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013		

None of the Directors / Key Managerial Personnel of the Company / their relatives, except Mr. Tauseef Ahmad Mirza, Mr. Tasneef Ahmad Mirza and Mr. Shahid Ahmad Mirza are concerned or interested, financially or otherwise, in the resolution as set out at item no. 9 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives, except Mr. Tauseef Ahmad Mirza, Mr. Tasneef Ahmad Mirza and Mr. Faraz Mirza are concerned or interested, financially or otherwise, in the resolution as set out at item no. 10 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives, except Mr. Tauseef Ahmad Mirza, is concerned or interested, financially or otherwise, in the resolution as set out at item no. 11 of the Notice.

The Board of Directors recommends passing of the resolution as set out at item nos. 9 to 11 of this Notice as an Ordinary Resolution.



THE STATEMENT CONTAINING THE BELOW INFORMATION AS PER SCHEDULE V, PART II OF THE COMPANIES ACT, 2013 ARE HEREUNDER:

1. General Information

- Nature of Industry: Leather and Leather Product Industry
- Date or expected date of commencement of commercial production: N.A.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.
- Financial performance based on given indicators:

(₹ in Lakhs)

Particulars	2022-23	2021-22
Turnover	62,706.00	140,283.73
Profit Before Tax	3,410.75	11,384.07
Profit After Tax	2,618.30	8,559.52

- Foreign investments or collaborations, if any: Foreign Investments – RTS Fashion Limited is the wholly owned subsidiary of the Company. Further Mirza (U.K.) limited is the step down wholly owned subsidiary of the Company. Foreign Collaborations – N.A.

2. Information about the appointee

Particulars	Name of Director				
	Tauseef Ahmad Mirza	Tasneef Ahmad Mirza	Shahid Ahmad Mirza	Nirmal Sahijwani	Faraz Mirza
Background details	Mr. Tauseef Ahmad Mirza, holder of a Bachelors degree in Commerce (Honours) from Sri Ram College of Commerce and a Diploma in Shoe Technology from the UK, brings over three decades of experience in the leather industry to his current role as Managing Director. After successfully heading the ladies product line from start to finish for many years, Mr. Mirza is now focused on expanding the business into new markets by forming partnerships with big brands and exploring opportunities for international expansion. His wealth of knowledge and expertise in the field ensures the success and continued growth of the company in these endeavours.	Mr. Tasneef Ahmad Mirza holds a Degree in Leather Technology from the renowned Leicester University of UK. A Leather Technologist having an experience of over two decades, he looks after the core operations of the company and is the overall in-charge of the Tannery Division of the company.	Mr. Shahid Ahmad Mirza holds a Diploma in Leather Goods Technology from UK. With an experience of about four decades in the field of leather goods, he has a vast expertise in Leather Technology. He is the overall in-charge of the Shoe Division of the company and the procuring of local raw materials and equipment.	Mr. Nirmal Sahijwani holds postgraduate diploma in Business Administration and has completed his executive education from IIM Bangalore on Strategic Sourcing and Supply Chain Management. Mr. Nirmal Sahijwani is spearheading the ladies footwear division focusing on fueling the annual incremental revenue growth and expanding a diverse portfolio of customers.	Mr. Faraz Mirza oversees the overseas marketing operations of the Company. He also supervises the production function and day to day operations of the Company. He is associated with the Company for last 15 years. He held last the position of President (Production) in the Company.

Particulars	Name of Director				
	Tauseef Ahmad Mirza	Tasneef Ahmad Mirza	Shahid Ahmad Mirza	Nirmal Sahijwani	Faraz Mirza
Past Remuneration	₹ 4.38 Crores	₹ 3.36 Crores	₹ 1.68 Crores	₹ 23.28 Lakhs	₹ 2.52 Crores
Recognition or awards	N.A.				
Job profile and his sustainability	He is associated with the Company for more than three decades and leading the Company to the great height.	He has experience of over two decades and looking into the operations of the Company.	He is associated with the Company for more than four decades and overall in-charge of the Shoe Division of the Company.	He is spearheading the ladies footwear division focusing on fueling the annual incremental revenue growth and expanding a diverse portfolio of customers.	He oversees the overseas marketing operations of the Company. He also supervises the production function and day to day operations of the Company.
Remuneration proposed	Same as set out in special resolution Item No. 4	Same as set out in special resolution Item No. 5	Same as set out in special resolution Item No. 6	Same as set out in special resolution Item No. 7	Same as set out in special resolution Item No. 8
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the responsibilities performed by them of the enhanced business of the Company, the proposed remuneration is commensurate with the industry standards.				
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:	Mr. Tauseef Ahmad Mirza Mr. Tasneef Ahmad Mirza and Mr. Shahid Ahmad Mirza are brothers.			N.A.	Mr. Faraz Mirza is son of Mr. Shahid Ahmad Mirza.

3. Other information:

- Reasons of loss or inadequate profits: The Company has been in profits. However, since the proposed remuneration is proposed for any eventuality of inadequate profit in future; it is proposed to obtain approval through special resolution.
- Steps taken or proposed to be taken for improvement: Your Directors are doing their best efforts for the growth of the business and improving its top line and bottom line.
- Expected increase in productivity and profits in measurable terms: The Company is expected to have improved sales and profitability figures in the next financial years.

4. Disclosures

- The shareholders of the Company shall be informed of the remuneration package of the Managing Director and Whole-time Directors are as the same shall be disclosed under corporate governance report of the Board's Report of the Company.
- Details of fixed component and performance linked incentives along with the performance criteria: Same as set out in special resolution Item Nos. 4 to 8. There is no performance linked incentive proposed to be paid.
- Service contracts, notice period, severance fees: Subject to the terms and conditions of appointment as per the special resolution and this explanatory statement; other terms shall be as per the Company's policy.
- Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable: N.A.



ANNEXURE A

Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 of ICSI regarding Directors seeking appointment / re-appointment

Name of the Director	Mr. Tauseef Ahmad Mirza	Mr. Tasneef Ahmad Mirza	Mr. Shahid Ahmad Mirza	Mr. Nirmal Sahijwani	Mr. Faraz Mirza
DIN	00049037	00049066	00048990	10056433	02536109
Age	54 years	51 years	65 years	55 Years	38 Years
Date of appointment of Board	September 6, 1989	January 1, 1997	September 6, 1979	July 27, 2023	August 12, 2023
Qualification / Brief Resume	Mr. Tauseef Ahmad Mirza, holder of a Bachelors degree in Commerce (Honours) from Sri Ram College of Commerce and a Diploma in Shoe Technology from the UK.	Mr. Tasneef Ahmad Mirza holds a Degree in Leather Technology from the renowned Leicester University of UK.	Mr. Shahid Ahmad Mirza holds a Diploma in Leather Goods Technology from UK.	Mr. Nirmal Sahijwani holds a postgraduate diploma in Business Administration and has completed his executive education from IIM Bangalore on Strategic Sourcing and Supply Chain Management.	Mr. Faraz Mirza holds his educational degree from USA.
Nature of expertise in specific functional areas	Mr. Tauseef Ahmad Mirza brings over three decades of experience in the leather industry to his current role as Managing Director. After successfully heading the ladies product line from start to finish for many years, Mr. Mirza is now focused on expanding the business into new markets by forming partnerships with big brands and exploring opportunities for international expansion. His wealth of knowledge and expertise in the field ensures the success and continued growth of the company in these endeavours.	Mr. Tasneef Ahmad Mirza is a Leather Technologist having an experience of over two decades, he looks after the core operations of the company and is the overall in-charge of the Tannery Division of the company.	With an experience of about four decades in the field of leather goods, he has a vast expertise in Leather Technology. He is the overall in-charge of the Shoe Division of the company and the procuring of local raw materials and equipment.	Mr. Nirmal Sahijwani is spearheading the ladies footwear division focusing on fueling the annual incremental revenue growth and expanding a diverse portfolio of customers.	Mr. Faraz Mirza oversees the overseas marketing operations of the Company. He also supervises the production function and day to day operations of the Company.
Terms and condition of appointment	Please refer Item No. 4	Please refer Item no. 5	Please refer Item No. 6	Refer Item No. 7	Refer Item No. 8

Name of the Director	Mr. Tauseef Ahmad Mirza	Mr. Tasneef Ahmad Mirza	Mr. Shahid Ahmad Mirza	Mr. Nirmal Sahijwani	Mr. Faraz Mirza
Names of other Companies in which appointee holds Directorships	i. Mirza Charitable Hospital Limited ii. Shoemac Leathertech Engineers Limited iii. Emgee Projects Private Limited iv. T N S Hotels And Resorts Private Limited v. Genesisriverview Resorts Private Limited vi. Mirza Investment Private Limited vii. Olive Shoes Private Limited viii. Shoemac Engineering Private Limited	i. Shoemac Engineering Private Limited ii. Shoemac Leathertech Engineers Limited iii. Olive Shoes Private Limited iv. Emgee Projects Private Limited v. Industrial Infrastructure Services (India) T N S Hotels And Resorts Private Limited	i. Emgee Projects Private Limited	Nil	i. Shoemac Leathertech Engineers Limited ii. Olive Shoes Private Limited iii. T N S Hotels And Resorts Private Limited
Companies in which the appointee is a Managing Director, Chief Executive Officer, Whole-time Director, Secretary, Chief Financial Officer, Manager	Not Applicable				
Chairman / Member of the Committee(s) of the Board of Directors of the Company	Corporate Social Responsibility – Chairman Risk Management Committee – Chairman	Stakeholders Relationship Committee – Member Corporate Social Responsibility – Member	Not Applicable	Corporate Social Responsibility – Member	Not Applicable
Relationship with other Directors / Manager / Key Managerial Personnel	Mr. Tauseef Ahmad Mirza, Mr. Tasneef Ahmad Mirza and Mr. Shahid Ahmad Mirza are brothers.			Not related to any Director/ Key Managerial Personnel of the Company.	Son of Mr. Shahid Ahmad Mirza.
Number of shares held in the Company either by the appointee or as a beneficial owner	2,22,36,413	1,95,03,504	2,20,85,875	Nil	Nil
No. of board meetings attended during the Financial Year ended March 31, 2023	As mentioned in Corporate Governance Report	As mentioned in Corporate Governance Report	As mentioned in Corporate Governance Report	Not Applicable	Not Applicable
Name of the listed entities from which the appointee has resigned in the past three years	Nil	Nil	Nil	Not Applicable	Not Applicable
Remuneration last withdrawn	₹ 4.38 Crores (for remuneration details, please refer the Corporate Governance Report)	₹ 3.36 Crores (for remuneration details, please refer the Corporate Governance Report)	₹ 1.68 Crores (for remuneration details, please refer the Corporate Governance Report)	₹ 23.28 Lakhs	₹ 2.52 Crores

By Order of the Board of Directors
For **Mirza International Limited**

Place: New Delhi
Date: August 12, 2023

Harshita Nagar
Company Secretary and Compliance Officer

CIN: L19129UP1979PLC004821
Registered Office:
14/6, Civil Lines, Kanpur 208 001
Uttar Pradesh
Telephone No.: 0512 2530775
Website: <https://www.mirza.co.in/>
Email ID: compliance@mirzaindia.com

**MIRZA INTERNATIONAL LIMITED**

CIN: L19129UP1979PLC004821

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

Website: www.mirza.co.in; E-mail: compliance@mirzaindia.com

Tel: +91 512 253 0775

PAPER – MGT -12**BALLOT PAPER/POLLING PAPER**

Name(s) of Member(s) : (IN BLOCK/CAPITAL LETTERS)	
Registered Address :	
DP ID / Client ID* or Registered Folio No:	
No. of equity shares held :	

*Applicable in case of Share held in electronic form

I/We hereby exercise my/our vote in respect of the following Resolution(s) as set out in the Notice of 44th Annual General Meeting of Company scheduled to be held on Saturday, September 23, 2023 at 11:30 A.M. at Auditorium of Directorate of Extension, Chandra Shekhar Azad (CSA) University of Agriculture and Technology, Nawabganj, Kanpur 208 002, by conveying my/our assent and/or dissent to the said Resolution(s) in the relevant box as stated hereinbelow:

Resolution No.	Description of Resolution	No. of Equity Share(s) held	I/We assent to the resolution (For)*	I/We dissent to the resolution (Against)*
1.	Adoption of Audited Standalone and Consolidated Financial Statements of the Company for financial year ended March 31, 2023 together with the Reports of the Auditors and the Board of Directors thereon.			
2.	Re-appointment of Mr. Shahid Ahmad Mirza (DIN: 00048990) Whole-time Director, who retires by rotation and being eligible, offers himself for re-appointment.			
3.	Ratification of the remuneration payable to Cost Auditor.			
4.	Re-appointment of Mr. Tauseef Ahmad Mirza as Managing Director of the Company.			
5.	Re-appointment of Mr. Tasneef Ahmad Mirza as Whole-time Director of the Company.			
6.	Re-appointment of Mr. Shahid Ahmad Mirza as Whole-time Director of the Company.			
7.	Appointment of Mr. Nirmal Sahijwani as Whole-time Director of the Company.			
8.	Appointment of Mr. Faraz Mirza as Whole-time Director of the Company.			
9.	Approval to enter into agreement with REDTAPE Limited.			
10.	Approval to enter into agreement with Olive Shoes Private Limited.			
11.	Approval to enter into agreement with Mirza (U.K.) Limited.			

*Please put a tick mark (ü) in appropriate column against the resolution(s) indicated above. In case of member/proxy wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns 'For' and/or 'Against'.

Place:

Date:

Signature of Member

INSTRUCTIONS

1. This Ballot Paper is provided, pursuant to Regulation 4(2) (a) (iii) read with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 to enable the shareholder(s) or their proxy(ies) for voting by way of Ballot Paper(s), who does not have access to e-voting facility and /or who have not voted through e-voting, so that they can also participate in voting through this physical Ballot Paper.
2. A Member can opt for only one mode of voting i.e. either through e-voting or by ballot paper if a Member casts votes by both modes, then voting done through remote e-voting shall prevail and voting by ballot paper shall be treated as invalid.
3. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through physical ballot paper from member(s) at the venue of AGM for declaring the final result for each of the resolutions forming part of Notice of 44th AGM of the Company.
3. In case the shares are held by companies, trusts, societies, etc. the duly completed ballot paper should be accompanied by a certified true copy of the relevant Board Resolution/Authorization document(s) consisting therein the attested signature(s) of authorized person(s).
4. Votes should be cast in case of each resolution either in favour or against by putting the tick () mark in the respective column(s) provided in the Ballot Paper.
5. The voting rights of shareholders shall be in proportion of the shares held by them in the Paid-up Equity Share Capital of the Company as on Friday, September 15, 2023 and each fully paid up equity shares carries one voting right.
6. Unsigned, incomplete, improperly or incorrectly tick marked ballot papers will be rejected. The ballot papers will also be rejected if it is received torned, defaced or mutilated to the extent which makes it difficult for the Scrutinizer to identify either the Member or when it is not ascertainable that vote(s) have been cast by member(s) in favour or against the resolution or when the signature(s) of member(s) cannot be verified with the available records of RTA of the Company.

Process and manner for Members opting to vote by using the Ballot Paper:

1. Please complete and sign this ballot paper and drop in the locked ballot box placed in the meeting hall for voting purpose with respect to 44th AGM of the Company as scheduled on September 23, 2023.
2. This ballot Paper should be signed by the Member(s) as per the specimen signature(s) registered with Registrar and Share Transfer Agent (RTA) of the Company viz. KFin Technologies Limited or by their proxy(ies) duly authorized by the member. In case of joint holding, the ballot paper should be completed and signed by the first named Member and in his/her absence, by the next joint holder or by their proxy(ies) duly authorized by any one of the joint holders. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing and duly attested copy of the POA registered with the company or enclosing therewith duly attested/notarized copy of the POA.
7. The decision of the Scrutinizer on the validity of the ballot paper(s) and any other allied matter(s) thereto shall be final and binding the on member(s) of Company.
8. The consolidated result for votings done by the members of the Company through e-voting & ballot paper for all the resolution(s) placed in the 44th AGM of the Company and as declared by Chairman/duly authorized person alongwith respective scrutinizer's report shall be uploaded on the company's website i.e. www.mirza.co.in within 2 working days from the conclusion of AGM and will simultaneously be also forwarded to the stock exchange(s) (viz. BSE & NSE) where the company's equity shares are listed, as per respective rules/regulations applicable thereto.

MIRZA INTERNATIONAL LIMITED

CIN: L19129UP1979PLC004821

Registered Office: 14/6 Civil Lines, Kanpur-208001

Phone: +91-512-2530775

E-mail: compliance@mirzaindia.com; **Website:** www.mirza.co.in

ATTENDANCE SLIP

The Folio No. and Name(s) of the Member(s) is / are to be furnished below in block letters:

Folio No

No. of Shares held

Client ID.....

DP ID

Full Name(s) of Member / Joint Members

1.....

2.....

3.....

4.....

Full Name of the Proxy if attending the meeting

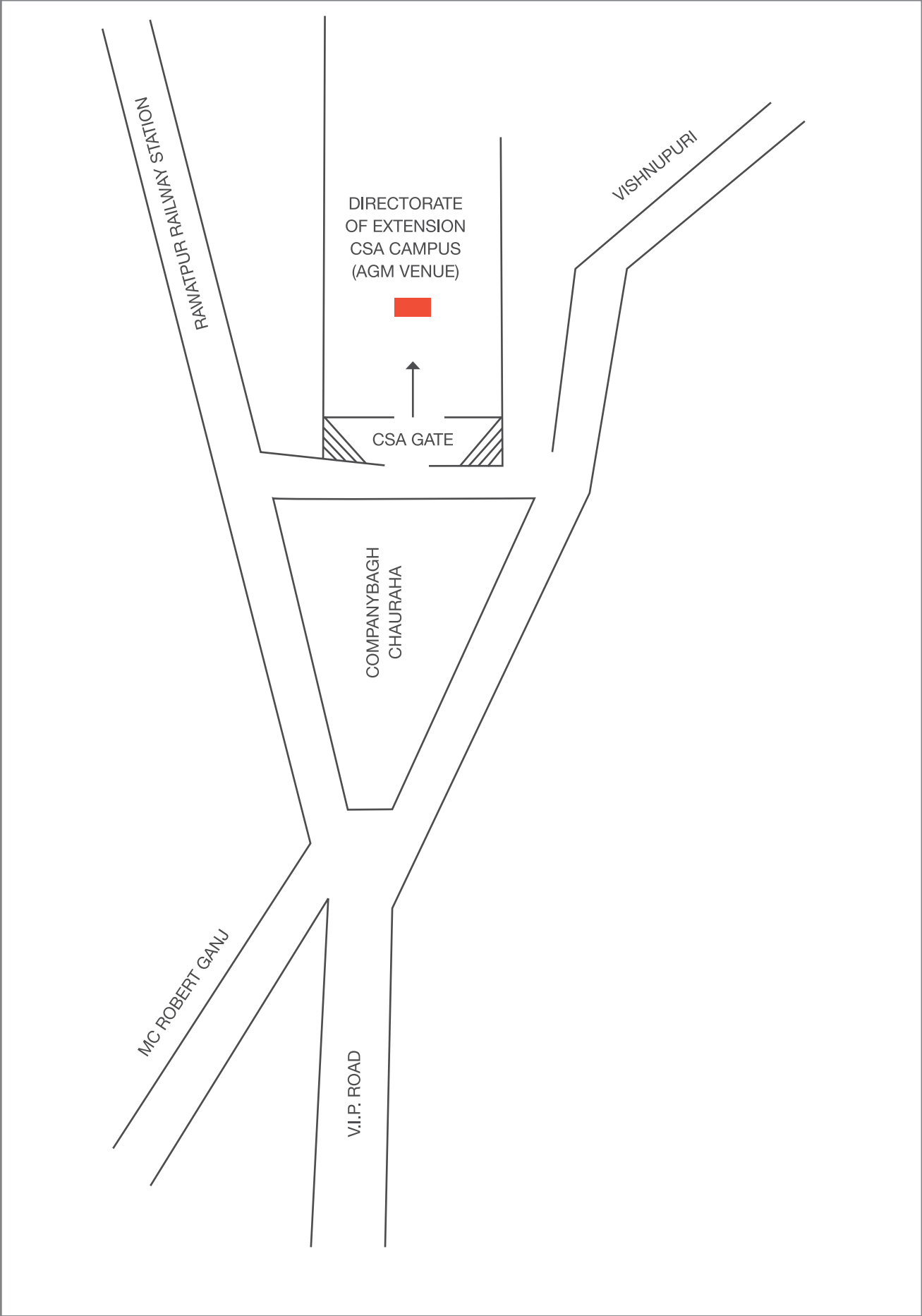
I hereby record my presence at the 44th Annual General Meeting of the Company held at the Auditorium of Directorate of Extension, Chandra Shekhar Azad (CSA) University of Agriculture and Technology, Nawabganj, Kanpur 208 002 on Saturday, September 23, 2023 at 11:30 A.M. (IST).

.....

Signature of the Member / Joint Members / Proxy attending the meeting

Please complete this attendance slip and hand it over at the entrance of the meeting hall.

ROUTE MAP OF THE AGM VENUE



MIRZA INTERNATIONAL LIMITED

CIN: L19129UP1979PLC004821

Registered Office: 14/6 Civil Lines, Kanpur-208001

Phone: +91-512-2530775

E-mail: compliance@mirzaindia.com; **Website:** www.mirza.co.in

FORM NO. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s)	
Registered Address	
E-mail ID	
Folio No./ Client ID &DP	

I/We, being the member(s) of shares of the above named Company, hereby appoint:

Name:.....Address:.....

E-mail Id:.....Signature:.....,or failing him/her

Name:.....Address:.....

E-mail Id:.....Signature:.....,or failing him/her

Name:.....Address:.....

E-mail Id:.....Signature:....., as my/our

proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 44th Annual General Meeting of the Company, to be held at the Auditorium of Directorate of Extension, Chandra Shekhar Azad (CSA) University of Agriculture and Technology, Nawabganj, Kanpur- 208001 on Saturday, September 23, 2023 at 11:30 A.M. (IST) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Number of shares	For	Against
1.	To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements for the Financial Year ended March 31, 2023 together with the Reports of the Auditors and Board of Directors thereon.			
2.	To appoint a Director in place of Mr. Shahid Ahmad Mirza (DIN: 00048990), Whole-time Director, who retires by rotation and being eligible, offers himself for re-appointment.			
3.	Ratification of the remuneration payable to Cost Auditor.			
4.	Re-appointment of Mr. Tauseef Ahmad Mirza as Managing Director of the Company.			
5.	Re-appointment of Mr. Tasneef Ahmad Mirza as Whole-time Director of the Company.			
6.	Re-appointment of Mr. Shahid Ahmad Mirza as Whole-time Director of the Company.			
7.	Appointment of Mr. Nirmal Sahijwani as Whole-time Director of the Company.			
8.	Appointment of Mr. Faraz Mirza as Whole-time Director of the Company.			
9.	Approval to enter into agreement with REDTAPE Limited.			
10.	Approval to enter into agreement with Olive Shoes Private Limited.			
11.	Approval to enter into agreement with Mirza (U.K.) Limited.			

Signed this.....day of.....2023



Signature of Shareholder:.....

Signature of Proxy holder(s):.....

Note:

1. The Proxy to be effective should be deposited at the Registered office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
5. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.



Concept, Content & Design **wp** (info@wycatt.co.in)