

MIRZA INTERNATIONAL LIMITED

CIN-L19129UP1979PLC004821



October 1, 2016

To,
Bombay Stock Exchange Ltd.
Floor 25, P.J. Towers
Dalal Street
MUMBAI-400001

To,
National Stock Exchange Ltd.
Exchange Plaza, Bandra-Kurla Complex
Bandra(East)
MUMBAI-400051

Sirs,

Sub : Annual Report for the Year 2015-16

In terms of Regulation 34 of SEBI (LODR) Regulations, 2015, we are enclosing herewith copy of Annual Report 2015-16 approved and adopted by members as per provisions of Companies Act, 2013, at 37th Annual General Meeting of the Company held on Thursday, September 29, 2016 at Auditorium of Council for Leather Exports, HBTI Campus, Nawabganj, Kanpur.

Kindly take it on your records.

With regards,

Yours faithfully,

For MIRZA INTERNATIONAL LTD.

(Ankit Mishra)
Company Secretary



Encl : As above



**MARCHING AHEAD
WITH CONFIDENCE**

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Annual report site

Visit our online annual report at www.mirza.co.in
Each section of the annual report can be downloaded in pdf format.

**GETTING TO THE TOP IS
HARD WORK.**

**STAYING THERE TAKES
EVEN HARDER WORK.**



WE

HAVE PUT IN THAT EFFORT, AND CONTINUE TO DO SO NOT JUST EVERY DAY, BUT EVERY MOMENT. OUR REWARD IS THE NO. 1 SPOT AMONG LEATHER FOOTWEAR EXPORTERS AND MANUFACTURERS IN INDIA.

REDTAPE

The stylish brands we have created hold their own among the best of the best. Some of the most lucrative markets in several continents have grown to recognize, respect and eagerly embrace our products.

It is a matter of great pride – and also of great thankfulness – that our flagship brand REDTAPE has stormed overseas markets like the United Kingdom and United States, and it is now capturing the market closest to our heart, that is India.

With state-of-the-art design and manufacturing facilities, and impeccable environmental credentials, Mirza International Ltd. has redefined the Indian leather industry.

We believe in winning by delivering the best. And we are marching ahead with confidence - at home and across the world.



REDTAPE



MIRZA INTERNATIONAL OVERVIEW

OWN BRANDS



EXPORT PRODUCTS



Tanned leather



White label footwear



Branded footwear



DESIGN & MANUFACTURING

2 in-house design studios

6 integrated manufacturing facilities (from leather to footwear)

1 tannery fully equipped with state-of-the-art effluent treatment plant

PRESENCE IN INDIA



We have

120

brand shops in

69

cities in India, alongside

185+

shop-in-shop

PRESENCE ONLINE



We have

WWW.REDTAPE.COM



PRESENCE OVERSEAS

We sell in

25

countries

We sell

REDTAPE brand in

1200+

multi-brand outlets
in the UK and

500+

multi-brand outlets
in the US





HIGHLIGHTS FOR THE YEAR 2015-16

**MIRZA INTERNATIONAL'S
OVERALL SALES TOUCHED
₹ 928.72 CRORE**

**WORLDWIDE SALES OF THE
FLAGSHIP BRAND REDTAPE
WENT UP BY 31.85% TO
REACH ₹ 253.49 CRORE**

**ANNUAL FOOTWEAR
PRODUCTION
CAPACITY WENT
UP TO 6.4 MILLION
PAIRS OF SHOES IN
6 INTEGRATED IN-HOUSE
FACILITIES**




REDTAPE



**TOTAL REVENUE FROM
FOOTWEAR SALES IN THE
OVERSEAS MARKET STOOD
AT ₹ 636.14 CRORE**

**TOTAL REVENUE
FROM REDTAPE SALES
(FOOTWEAR, GARMENTS
& ACCESSORIES) IN THE
DOMESTIC MARKET WENT
UP BY 26.6% TO REACH
₹ 175.32 CRORE**



**A STATE-OF-THE-ART
70,000 SQ. FT. WAREHOUSE
WAS SET UP IN NOIDA, UP
TO SERVE E-COMMERCE
CHANNELS**



**20 YEARS OF
REDTAPE**



REDTAPE

**EVERY MAJOR
CONSUMER PRODUCT
COMPANY HAS ONE
BRAND THAT TAKES
CENTER STAGE IN
THE LIFE OF ITS
BUSINESS. FOR US,
IT IS REDTAPE.**

First launched in 1996, REDTAPE was a unique product from the very beginning – it put world-class lean in men’s footwear at a time when international brands were yet to make a beeline for the Indian consumer. Bridging the gap between formal and casual, REDTAPE was for the emerging new generation of world citizens. Like its wearers, REDTAPE design and quality would be at home at any part of the globe.

Over these years, REDTAPE has had exceptional success. It is the only brand by a footwear company headquartered in India to be sold with its own name in the United Kingdom and the United States. These are mature and extremely competitive markets, where buyers have choice of best quality available anywhere. It is quite a feat for Mirza International Ltd. to have had 36 percent of its total sales of REDTAPE footwear in FY 2015-16 coming from these two markets.

In the UK, REDTAPE is sold through the top chain stores and multi-brand outlets. We also maintain a significant online presence, as that is the future.

Apart from this, Mirza International Ltd. is pushing REDTAPE deeper into the high-traction markets of the US and Europe.

The US as a territory we entered three years ago, and the returns from that investment have been high. Now we have tied-up with five major chains of American retailers, each with high number of stores, which means that REDTAPE will be available in many more stores in the US. A big feat by any measure.

During the year under review, the most remarkable aspect of REDTAPE sales was how fast it was growing in India. We have reinforced our marketing initiatives in India and made REDTAPE shoes available on all major online platforms. Our branded REDTAPE footwear sales in India grew by 30 percent during the year under review, an endorsement of the confidence, style and comfort our brand offers in every stride.

**As long as value and quality
are in demand among
consumers, our edge will
remain sharp.**



26.6%
RISE IN REDTAPE BRAND
SALES IN INDIA IN FY16
(FOOTWEAR, GARMENTS
AND ACCESSORIES)

HIGH RETAIL PRESENCE IN
THE UNITED STATES,
A KEY MARKET FOR MIRZA
INTERNATIONAL LTD.,
WHERE REDTAPE WILL BE
AVAILABLE



30%
RISE IN REDTAPE
FOOTWEAR
SALES IN INDIA



50
MORE REDTAPE RETAIL
OUTLETS ACROSS INDIA
PLANNED IN THE NEXT
TWO YEARS- GOING
FROM 120 TO 170

3
HIGH-TRACTION MARKETS -
US, INDIA AND UK - ARE IN
FOCUS FOR ACCELERATING
GROWTH FOR THE REDTAPE
BRAND



**STRIDING TOWARDS
SUCCESS**



RED TAPE

**BRAND STRATEGY
BEHIND THE
SUCCESS OF MIRZA
INTERNATIONAL
LTD. IS A BOLDNESS
SELDOM DISPLAYED
BY A CONSUMER
GOODS COMPANY.**

Manufacturers everywhere usually try to capture the local market first and then venture overseas. But we first made a name in the biggest fashion markets in the West, especially the UK, and have now begun accelerating growth in the fastest expanding emerging economy, which is India.

Present-day Indian consumers are unique – they demand world-class quality, they are extremely brand-conscious, and they are also great value-seekers. A brand has to hit all the right notes in order to resonate with this consumer. That has long been – and remains – our forte.

The shoes under our own brands, REDTAPE and Oaktrak, are designed by two in-house studios that are completely attuned to global trends. They create stylish footwear that are then turned into finished products at one of the world's best equipped units, ensuring outstanding build quality.

Our pricing targets both the upscale mass market, through the REDTAPE brand, and the niche customer base of discerning senior executives, through the

Oaktrak brand. The mid-market pricing for REDTAPE has helped us capture a large share in some of the world's top consumer markets.

Promotions for both the brands place them in an international urban settings, exuding energy and glamour. Through a mix of in-store publicity, print ads and in-flight magazine ads, the brands are promoted as objects of desire created for customers who seek optimal quality, value and style, all in one package.

The positioning of these brands being the choice of global citizens is reinforced by their presence in the UK and US, alongside the aspirational markets of India. The message of exceptional flair is delivered by taglines like "fashion for your feet".

The fifth factor that drives our growth is passion. The pioneering spirit, the professional transformation of the family-run company, the effort we put into making our brands look fresh every day, and the laser focus on the most promising markets – all that has been sustained by an endless reserve of this fifth element.





Design advantage

With a team of more than 40 highly skilled designers, we release 1,000 new designs every year. Of this, 300 new designs are for shoes, 600 for garments and 100 for belts and other leather accessories. The number of new designs keeps us fresh in the mind of consumers. To optimize all resources and minimize the gap between design and manufacturing, our design center and manufacturing units are connected by CAD/CAM.

Manufacturing edge

Mirza International Ltd. has been the top Indian supplier of leather footwear to global brands for many years. The Company has six fully integrated in-house shoe production facilities and an in-house tannery. This ensures that there is never a shortage of the best quality raw material for our leather goods. The manufacturing plants can produce 6.40 million pairs of shoes every year.

Environmental stewardship

The MIL's tannery is not only the largest in India, but is one of the most environment-friendly tanneries in the world – the high-quality tanning drums use 10 times less

water and one-fourth the energy of conventional drums; the exhaust chrome liquor is processed, the sludge recovered and sold to authorized vendors of chemicals, thus preventing groundwater contamination.

Synergic operations

The products for our in-house brands are developed by the team in India in close collaboration with global sales teams. We have key specialist teams for specific areas of product development and this process is aided by regular analysis of trends and market dynamics. Besides conventional promotions, brand visibility is raised through fashion shows and exhibitions.

Supply chain agility

A huge network of own brand sales and white label exports requires an extremely efficient supply chain, to prevent inventory build-up and very fast design-to-market transition – in our case, it takes only 25 days. As fashion changes frequently, it is a race against time for any manufacturer to keep up with consumer demands. Mirza International's agility in this respect is proved by our global success.



CHAIRMAN'S ADDRESS

DEAR SHAREHOLDERS,

This has been a very gratifying year for the operations of Mirza International Ltd. and I am proud to tell you that the Company has surged ahead in one of the most important emerging markets of the world: our very own India.

We are delighted to celebrate 20 years of our iconic brand REDTAPE – it has been going strong overseas, and is poised to capture new territory in the most influential markets of the United States and Europe, while already being a market leader in the United Kingdom. The best news is that Mirza International's overall sales of REDTAPE brand (Footwear, Garments and Accessories)

in India rose 26.6 percent in the year under review, mainly spurred by a rising demand from the new generation of consumers for the quality and value that come with the REDTAPE name.

We have worked hard to reach this place. Thirty-five years of learning, striving, and aggressively going where no one has gone before has put us at the top - as the top exporter of leather footwear from India; the top Indian supplier to global footwear brands; the top Company in integrated manufacturing operations; and the most environmentally responsible Company in the leather industry.



“THIRTY-FIVE YEARS OF LEARNING, STRIVING, AND AGGRESSIVELY GOING WHERE NO ONE HAS GONE BEFORE HAS PUT US AT THE TOP - AS THE TOP EXPORTER OF LEATHER FOOTWEAR FROM INDIA; THE TOP INDIAN SUPPLIER TO GLOBAL FOOTWEAR BRANDS; THE TOP COMPANY IN INTEGRATED MANUFACTURING OPERATIONS; AND THE MOST ENVIRONMENTALLY RESPONSIBLE COMPANY IN THE LEATHER INDUSTRY”

The Mirza philosophy is in sync with the idea behind ‘Make in India’ – we are an Indian company and we can conquer the world. Also, we are winning at home as much as we are winning abroad. While 75 percent of our total sales come from overseas markets, we have maintained an impressive compound annual growth rate of 19.82 percent in the domestic market over the past five years.

There is no reason why we should not capitalize on our national advantages. India is the world’s second largest producer of leather and leather footwear, behind China. As the Chinese economy cools and the Indian economy clocks the fastest growth globally this year and possibly the next year too – a GDP growth rate of 7.5 percent in FY16 and FY17, as per IMF estimates – the market for consumer goods, especially stylish and great-value footwear, should see a corresponding growth.

Our inherent strengths have stood us in good stead despite some market turbulence. While our exports dipped slightly – by around 2.21 percent – in the year under review, it was a far stronger performance than the leather industry’s overall significantly high double-digit export drop. Moreover, the way the Indian consumer has taken to REDTAPE helped push our net profit up by 52.64 percent – from ₹ 51.16 crore in FY15 to ₹ 78.09 crore in FY16.

In order to retain the leadership position we have in overseas markets, and to grow further in India, MIL made some

significant moves in the past year. The three markets in focus for us in the near and mid-term future are the US, UK and India. REDTAPE will be made available in more retail stores through our tie-up with five US retail giants. And in India, we plan to have 170 REDTAPE stores in the next two years.

REDTAPE is now a full-fledged lifestyle brand, with garments and accessories under its umbrella. MIL’s in-house design and integrated manufacturing facilities give us full control over intellectual property and supply chain efficiencies. With these market-leading advantages, we have very ambitious plans to take our name to still greater heights.

On behalf of the entire MIL family, I take this opportunity to thank all our associates – Board of Directors, shareholders, bankers, all the Company staff at every level, and, of course, the consumers who have shown their appreciation for our ceaseless efforts to deliver world-class quality. With your support, this Company will go from strength to strength.

Thanking you,

Yours truly,

Irshad Mirza
Chairman



Q&A WITH MANAGING DIRECTOR

Q 1 | What is your analysis of FY 2015-16?

We had a strong showing during the year, and proved our resilience and ability to be at the right place at the right time. A slight drop in exports was offset by how well REDTAPE did in India, and the opportunities that opened up in new overseas markets.

Mirza International has two main divisions – footwear and tannery. In FY 2015-16, the footwear division earnings grew to ₹ 818.86 crore from ₹ 796.47 crore the year before; the tannery division saw a dip in revenue, down to ₹ 240.88 crore from ₹ 261.75 crore in the previous year.

Because of the 2.21 percent export dip, our overseas revenue of footwear and finished leather – was ₹ 691.71 crore in FY16 compared to ₹ 707.32 crore in the year before.

Total revenue for FY16 stood at ₹ 928.72 crore, a small increase over the FY15 total revenue of ₹ 918.99 crore. However, our increased internal efficiencies and amalgamation of Genesisfootwear Enterprises Private Limited with Mirza International Limited allowed us to

post a net profit much higher than the previous year. The domestic sales of REDTAPE brand (Footwear, Garments and Accessories) increased 26.62 percent, from ₹ 138.48 crore in FY15 to ₹ 175.32 crore in FY16.

Q 2 | Please tell us more about the spurt in REDTAPE'S domestic sales, considering that its main markets have been overseas until now.

We have a brand that has already proved its mettle internationally - our sustained success shows that we are in it for the long haul. And the Indian consumer of today looks at the 'Made in India' label with pride, as long as the product comes with absolute quality assurance; ours definitely does.

So, to grow in this dynamic market – highly challenging and highly rewarding at the same time – we capitalized on the increasing brand-consciousness of the consumer, fine-tuning an already successful product for a still more demanding market.



“ONE MAJOR DOMESTIC DISTRIBUTION INVESTMENT WAS IN A NEW 70,000 SQ. FT. STATE-OF-THE-ART WAREHOUSE IN NOIDA (NCR)”

Q 3 | What exactly did you do? Whom did you target?

Our target group is increasingly affluent young (and youthful) people in metros, Tier II and even Tier III cities. ‘Aspirational’ is the word that sums them up. For them, we improved our footwear collection, making it more fashionable and appealing to the younger generation, while keeping the prices at an affordable level. Backing up this great combination of design and price was a unique marketing strategy; besides the usual print campaigns, we strongly focused on advertising in leading in-flight magazines, and also digital and social media advertising. This really gave an impetus to domestic sales of REDTAPE.

Q 4 | Did you augment your manufacturing and distribution facilities during this year?

Yes, indeed. We now have six fully integrated units, two more than earlier. And we can make a million more pairs of shoes annually now.

In the US, an important market, our distribution network for REDTAPE has increased vastly. In India, we now have 120 brand shops, and we shall take this number to 170 soon, coupled with 185+ shop-in-shop presence across 69 cities.

Q 5 | What is your strategy for online sales?

One major domestic distribution investment was in a new 70,000 sq. ft. state-of-the-art warehouse in Noida (NCR)

to address the growing opportunity of e-commerce. I think that the modern Indian consumer has taken to online shopping with incredible speed. We would naturally want to be at the forefront of this phenomenon. Which is why, we have tied up with all major e-commerce portals.

Q 6 | And what is the size of the online market? What are your opportunities?

It has been reported that major Indian e-retailers’ combined GMV (gross merchandise value) was estimated at \$12 billion by December 2015, compared to \$4.5 billion the year before. That is a 169 percent jump, showing where this trend is headed. It has also been predicted that India would surpass the US this year in the number of Internet users – by the end of FY15, there were about 402 million users, a growth of 49 percent over the year before; and by June 2016, it was to be 462 million. Tens of millions of these people are shopping online. So, imagine the opportunities for a brand that ticks all the boxes on the Indian consumers’ checklist.

Q 7 | To take advantage of this e-market, the Indian leather industry and leather goods makers would need more support, in order to compete with global brands?

At MIL, we have done our bit to make Indian manufacturing world-class. Now, the leather industry as a whole has support from the government. India already has an abundance of raw leather. What we need now is skill-building in the leather finishing and leather goods production sectors.



Q 8 | How do you see the skill situation?

We feel encouraged by the Centre's skill upgradation schemes, such as the National Skill Certification and Monetary Reward Scheme of the National Skill Development Corporation. Under these, existing and new workers in the leather industry will get financial aid for training and certification. Skilled manpower is expected to come through other channels as well. Leather being one of the major export revenue earners for the country, it has huge prospects of employment, triggering a cycle of income and consumption.

Q 9 | And what about Indian leather goods, specifically your own products, taking a greater share of markets overseas?

As you know, Mirza International Ltd. already has a very well-established presence in some 25 countries, many of them high-spending major fashion markets. We're very well-positioned to benefit from Government of India schemes for boosting general exports. This improves the industry in every way. And we, Mirza International Ltd., stand to gain even more than other players, because of our existing sales and marketing network. We see the Indian leather industry growing, and our own growth accelerating faster than the overall industry.

Q 10 | What do you foresee in the near future? Which factors are helpful?

The sustained low price of oil and other commodities helps our bottom line, definitely. Then there is the sheer amount of attention drawn to Indian manufacturing by the 'Make in India' drive. If inflation stays under control, or comes down, there may be banking rate cuts, helping businesses and thus generating employment and consumption. Any number of things could work in favor of manufacturing as a whole, and for consumer goods, specifically.

Q 11 | What would you like to tell shareholders?

That a product combination of quality, value, and agility will always win the day. The fact that our exports took only a very small hit compared to the industry shows that even in tough times, we can sail through, and that this success is a result of astuteness and sheer hard work.

There will be some ups and downs, no doubt, but by and large, India is set on a course of growth for years to come, and Indian brands have the confidence to make their mark anywhere in the world. If we maintain our business fitness and target the right buyers with innovative branding, nothing can hold us back.

Rashid Ahmed Mirza
Managing Director & CEO

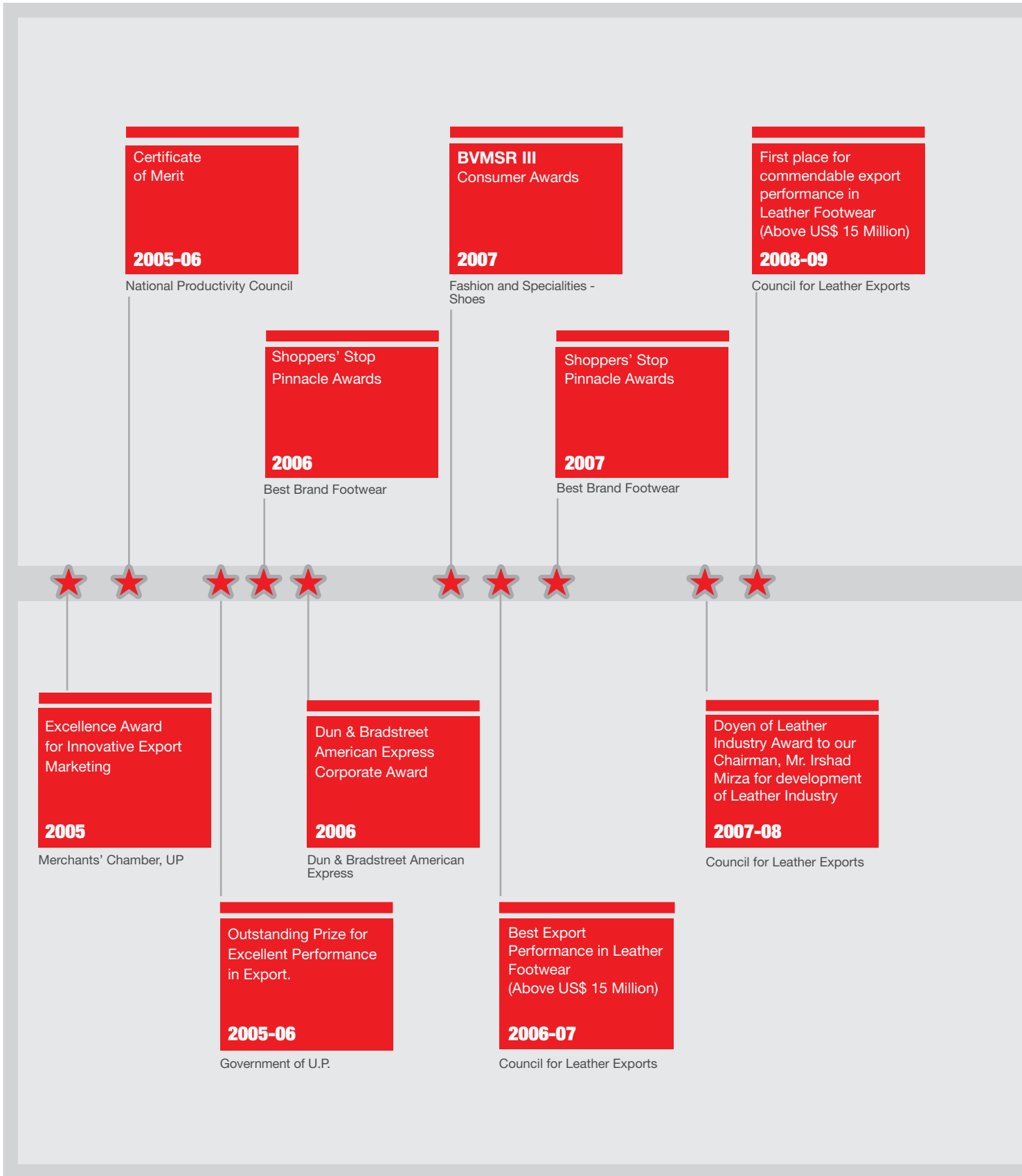
“ THAT A PRODUCT COMBINATION OF QUALITY, VALUE, AND AGILITY WILL ALWAYS WIN THE DAY ”



RED TAPE



AWARDS





First Place for Excellent Export Performance in Leather Footwear (Above ₹ 100 Crores)

2009-10

Council for Leather Exports

First Place for Excellent Export Performance in Leather Footwear (Above ₹ 100 Crores)

2010-11

Council for Leather Exports

First Place for Excellent Export Performance in Leather Footwear (Above ₹ 300 Crores)

2012-13

Council for Leather Exports

First Place for Excellent Export Performance in Leather Footwear (Above ₹ 300 Crores)

2014-15

Council for Leather Exports

Second Place in Overall Exports

2010-11

Council for Leather Exports

First Place for Excellent Export Performance in Leather Footwear (Above ₹ 300 Crores)

2013-14

Council for Leather Exports

First Place for Excellent Export Performance in Leather Footwear (Above ₹ 300 Crores)

2011-12

Council for Leather Exports





CORPORATE SOCIAL RESPONSIBILITY



WE HELP FELLOW INDIANS MARCH AHEAD, TOO.

As a good corporate citizen, Mirza International readily carries out its responsibility towards those who need to be helped along on the road to progress.

Education and health care are the focus areas of our CSR policy, which is designed to improve the quality of life of underserved people in the present and near future, and to empower them to take charge of their own lives later.

The cornerstone of our CSR policy is respect – for the environment; for all stakeholders, especially the vulnerable and marginalised; and for human rights, including the right to development.

Education

We have strengthened the infrastructure of the Qumi Ekta Inter College, situated in village Maswasi, Magarwara, Unnao district of Uttar Pradesh, by providing a good building, class rooms, drinking water facilities, and separate toilets for male and female students. School uniforms were distributed to students and other educational support was provided to the institution during the year.



Health care

We support a charitable hospital being run by the Azad Multi-Speciality Hospital and Research Centre. Through restructuring and putting an able medical professional and administrator at the helm, the research centre has been turned into an institution that delivers quality health services to people who earlier had little or no access to that level of health care.

There is a proposal to equip the charitable hospital with experienced doctors from multiple disciplines. As the hospital is located next to a highway, it would have a full-fledged Emergency department to attend to any accident cases from the highway and also from the factories nearby.

Services will be offered at a nominal cost to people from the surrounding villages. The hospital's well-equipped Mobile Medicare Unit goes into relatively hard to reach areas, bringing health care to the doorstep of the poor. The mobile unit offers: consultation; free medicines; Basic diagnostics; home care for bedridden / immobile elders; sensitisation and training; and referral services for specialised treatment.

In the days to come, we shall reinforce our endeavour in these CSR focus areas, giving back to the community in which we have our roots.





CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Irshad Mirza,
Executive Chairman

Mr. Rashid Ahmed Mirza,
Managing Director & Chief Executive Officer

Mr. Shahid Ahmad Mirza,
Whole-time Director

Mr. Tauseef Ahmad Mirza,
Whole-time Director

Mr. Tasneef Ahmad Mirza,
Whole-time Director

Mr. N.P. Upadhyay,
Whole-time Director

Dr. Yashvir Singh,
Independent Director

Mr. Pashupati Nath Kapoor,
Independent Director

Mr. Qazi Noorus Salam,
Independent Director

Mr. Sudhindra Kumar Jain,
Independent Director

Mr. Subhash Sapra,
Independent Director

Mr. Islamul Haq,
Independent Director

Mrs. Vinita Kejriwal,
Independent Director

CHIEF FINANCIAL OFFICER

Mr. V.T. Cherian

COMPANY SECRETARY

Mr. Ankit Mishra

AUDITORS

M/s. Khamesra Bhatia & Mehrotra
Chartered Accountants

BANKERS

Punjab National Bank, Mall Road,
Kanpur-208001

CORPORATE & MARKETING OFFICE

A-7, Mohan Co-operative Industrial Estate,
Mathura Road, New Delhi-110044

WORKS

- Kanpur-Unnao Link Road,
Magarwara, Unnao-209801
- Kanpur-Unnao Link Road,
Sahjani, Unnao-209801
- C-4,5, 36, & 37, Sector-59,
Noida-201303
- UPSIDC Industrial Area, Site II,
Unnao-209801
- 1A, Sector Ecotech-I,
Extension-I,
Greater Noida-201308
- Plot no. 18-19,
Nand Nagar Industrial Estate,
Phase-1, Mahua Khera Ganj,
Kashipur, Udham Singh Nagar,
Uttarakhand-244713

REGISTRAR & TRANSFER AGENTS

KARVY COMPUTERESHARE PVT. LTD.
Karvy Selenium Tower B, 6th Floor,
Plot No. 31-32 Gachibowli Financial District,
Nanakaramguda, Hyderabad-500032
Tel. : +91-40-67161563, Fax : +91-40-23114087





**MANAGEMENT
DISCUSSION AND
ANALYSIS REPORT**



THE LEATHER INDUSTRY OCCUPIES A PLACE OF PROMINENCE IN THE INDIAN ECONOMY DUE TO SUBSTANTIAL EXPORT EARNINGS AND GROWTH.



ECONOMIC OVERVIEW

The improvement in India's economic fundamentals accelerated in FY2015-16 with the combined impact of sustained government reforms and strong inflation focus by the Reserve Bank of India (RBI) supported by benign global commodity prices. These concerted steps and an enabling environment have shown positive results as India's Gross Domestic Product (GDP) at factor cost at constant prices in FY2015-16 stood at Rs 113.5 trillion (US\$ 1.668 trillion), as against Rs 105.5 trillion (US\$ 1.55 trillion) in FY2014-15, registering a growth rate of 7.6%. In fact, in FY2015-16, India emerged as the fastest growing major economy in the world as per the Central Statistical Organization (CSO) and the International Monetary Fund (IMF)

The Indian growth story continues to be led by strong domestic consumption. India was ranked the highest globally in terms of consumer confidence during the October-December quarter of 2015, continuing its earlier trend of being ranked the highest during the first three quarters of 2015, as per the global consumer confidence index created by Nielsen.

Further, supported by greater demand from both domestic and external markets, the Indian manufacturing sector is

showing signs of revival. The Nikkei/Markit Manufacturing Purchasing Managers' Index (PMI) - a composite indicator of manufacturing performance - was reported at 51.1 in February 2016, indicating expansion in Indian manufacturing activity for a second month in a row, as both domestic and foreign demand increased due to lower prices.

Future Growth Prospects

According to the IMF World Economic Outlook Update (January 2016), the Indian economy is expected to grow at 7-7.75 per cent during FY2016-17, despite the uncertainties in the global market. The Economic Survey 2015-16 has forecasted that the Indian economy will grow by more than seven per cent for the third successive year in FY2016-17 and can start growing at eight per cent or more in the next two years.

According to a Goldman Sachs report released in September 2015, India's economic growth could rise to 8 per cent on average over the period FY 2016-20, powered by greater access to banking, technology adoption, urbanization and other structural reforms.



INDUSTRY STRUCTURE AND DEVELOPMENTS

The Leather industry occupies a place of prominence in the Indian economy due to substantial export earnings and growth. India is the fifth-largest exporter of leather goods and accessories in the world. Leather is one of the most widely traded commodities globally. The growth in demand for leather is driven by the fashion industry, especially footwear. Besides the fact that it employs 2.5 million people, the Indian leather industry has one of the youngest and most productive workforce with 55% of the workforce below the age of 35.

The total production of the Indian leather stands at over USD 12 Billion with great potential for exports and a huge domestic market. India is endowed with 21% of the world's

cattle and buffalo and 11% of the world's goat and sheep population. This abundant raw material availability enables it to produce 2 billion sq. ft. of leather, accounting for 10% of the world leather requirements. India is the second largest producer of footwear and leather garments in the world.

LEATHER EXPORTS

India is one of the largest footwear manufacturers, exporting around 10-15 per cent of the output. Currently around USD12 billion in size, the leather industry has been identified as a focus sector under the Make In India scheme of the Government of India. Around 50% of the leather business is export oriented, while the rest is focused at the domestic market.

Product-wise Percentage shares in Total Exports

EXPORT TREND-APRIL-JANUARY 2016



GROWTH DRIVERS

The growing demand for organic leather products is expected to contribute to the market growth in the coming years. High growth potential in exports, the ready availability of leather, the abundance of essential raw materials and rapid strides in the areas of capacity modernization and expansion, skill development and environment management, coupled with a favourable investment climate has made the Indian leather industry a favourable investment destination. Further, the Indian government has put in place an array of measures for skill development and skill upgradation of the workforce.

Under the National Skill Certification and Monetary Reward Scheme of the National Skill Development Corporation, financial assistance is given for the training and certification of both the existing workforce and new workers in the leather industry. The Human Resources Development sub-scheme under the Indian Leather Development Programme (ILDLP) implemented by the Department of Industrial Policy and Promotion, aims to provide skill development training to the unemployed for placement in the leather industry while upgrading skills of the existing workforce at the shop floor level and imparting training to trainers. The Footwear Design and Development Institute (FDDI) has established itself as the premier training institute for the provision of skilled manpower in the leather industry.

FOOTWEAR INDUSTRY

Footwear and Leather products sector is one of the fastest growing sectors in the Indian economy and is emerging as a huge employment provider. There is a huge demand for skilled and trained workforce in footwear manufacturing, design and marketing and in the footwear retail sector.

India is the second largest footwear producer after China with annual production of 2200 million pairs. Footwear export accounts for 45% share in India's total leather and leather products export. On the home front, 1950 million pairs are sold in the domestic market. The Footwear product mix constitutes: Gents 55%, Ladies 35% and Children 10%.

OPPORTUNITIES AND THREATS

Indian footwear industry holds a crucial place in the Indian economy for its potential for employment, especially for weaker sections, and for supporting economy through its foreign exchange earnings. . The strength of India in the

FOOTWEAR AND LEATHER PRODUCTS SECTOR IS ONE OF THE FASTEST GROWING SECTORS IN THE INDIAN ECONOMY

leather footwear sector originates from its large reserves of bovine population, strong network of tanneries, skilled and low cost manpower, and a well-established presence in export markets. However, India has been unable to optimally utilize its resources evident from the low recovery rate of the livestock, use of outdated technology by most tanneries and footwear manufacturers, weak footwear components industry and limited presence of large scale manufacturing units. These factors along with steep transaction cost of doing business in India and high inflationary trends since the past few years have reduced India's cost competitive advantage against the other low cost footwear producing countries like China, Vietnam, Myanmar, Indonesia etc.





RED TAPE

SEGMENT-WISE PERFORMANCE

The business segments of Mirza International Limited (MIL) are primarily Shoe Division and Tannery Division. During FY 2015-16, revenue from the Shoe Division increased to ₹ 818.86 Crores as against ₹ 796.47 Crores in the previous year. Revenue from the Tannery Division was ₹ 240.88 Crores for the year as against ₹ 261.75 Crores in the previous year.

OVERSEAS REVENUE

Revenue from overseas sales for the year under review stood at ₹ 691.71 Crores as against ₹ 707.32 Crores in the previous year. While revenue from UK operations increased from ₹ 423.24 Crores to ₹ 464.26 Crores in FY16, showing a growth of 10%, USA operations have also increased reflected in the revenue going up from ₹ 83.49 Crores in the previous year to ₹ 89.52 Crores in the year under review, showing a growth of 7%.

DOMESTIC SALES

MIL is today a respected quality statement in its sphere of operations. The Company's flagship brand 'REDTAPE' enjoys customers' admiration and confidence and is one of the highest selling brands in Men's footwear market.

Keeping in view the lifestyle changes (rising middle class population, increasing investment in supermarkets, hypermarkets and organized retail sector, resulting in greater demand for sophisticated and attractive quality products), your Company is also marketing the apparels and leather accessories under the Brand 'REDTAPE' through its exclusive business outlets, modern retail and MBO's. MIL has more than 120 retail outlets of 'REDTAPE' across the country which is scheduled to increase to 170 over a period of 2 years.

OUTLOOK

The Company is working in India with the same passion that drives us in global markets. This passion leads us to deliver world-class products which can be worn with pride, making REDTAPE the aspirational fashion brand of young India. Today, REDTAPE footwear is a growing footwear brand in the country because of its superior value proposition of international style and comfort at affordable prices. REDTAPE shoes are marketed in India through a network of 120 exclusive Brand shops across 69 cities along with a presence in 185+ shop-in-shops. MIL has 10 distribution branches in India. The efforts on the ground are augmented with a vibrant presence in the online media through a dedicated online website to accentuate sales. Extending brand offerings beyond footwear to allied areas of garments

**REVENUE FROM
OVERSEAS SALES
FOR THE YEAR UNDER
REVIEW STOOD AT
₹ 691.71 CRORE AS
AGAINST ₹ 707.32
CRORE IN THE
PREVIOUS YEAR.**



and accessories, REDTAPE has emerged as a premium life-style brand for the young and trendy. Aspirational class seek aspirational products. The empowered youth and the growing middle class segment with higher disposable income provide a big opportunity matrix for increasing REDTAPE sales in India.

Embracing the latest trends in international fashion while providing unparalleled comfort, REDTAPE footwear has emerged a frontrunner in international markets. In fact, REDTAPE is the only Indian footwear brand to sell globally and earn significant overseas revenue. In the UK, where it is targeted at the men's mid-segment category, it is amongst the leading brands in fashion footwear.



RISK AND CONCERNS

The Company believes that risks that are well managed can create opportunities, whereas risks that are incorrectly managed could lead to financial and reputation loss. Appropriate steps are taken in consultations with all concerned to mitigate such risks.

Shortage of Skilled Labour

Shortage of skilled labour and the urgent need to train them is a matter of concern for the industry and India. It is estimated that 90% of the total work force (directly or indirectly) is either semi-skilled or unskilled. Extensive training of workers in areas from tanning to stitching is required. Onus of training is not only on the government; companies should also take the initiative and should seize this opportunity. Hon'ble Prime Minister has placed due importance in this regard. As a result of this, the Leather Sector Skill Council has been established under the National Skill Development Corporation (NSDC) to ensure training of manpower, both in hard and soft skills.

Raw Material Base

Currently, there are limitations in enhancing domestic availability of leather. With the Indian leather industry aiming to achieve the export target of USD 18.5 billion by 2020 and the domestic market for leather, leather products and footwear projected to double from the present value of USD

5 billion, leather requirement will considerably enhance in the coming years. Thus we need to be prepared to meet the challenge of shortage of raw materials faced globally. For this, we have to identify new leather sources in overseas countries. To augment domestic availability of leather, the proposed Mega Leather Cluster projects will play a major role in enhancing internal raw material base.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company's internal control systems are commensurate with the nature of its business and the size and complexities of its operations. These systems are designed to ensure that all assets of the Company are safeguarded and protected against any loss and that all transactions are properly authorized, recorded and reported.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

HUMAN RESOURCES

It is your Company's belief that people are at the heart of corporate purpose and constitute the primary source of sustainable competitive advantage. To reinforce our leadership position in the footwear market, your Company gives significant importance to its human capital and is dedicated for continuous enhancement of their skills and knowledge by way of training and supervision. Your Company's belief in trust, transparency and teamwork improved employee productivity at all levels. As of March 31, 2016, the total number of employees in the Company stood at 3214.

CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis Report describing the Company's objectives, projects, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results may vary significantly from the forward-looking statements contained in this document due to various risks and uncertainties. Several factors could make a significant difference to the Company's operations. These include economic conditions, Government regulations and tax laws, political situation, natural calamities etc. over which the Company does not have any direct control.



 RED TAPE



Director's Report

To,
The Members of
MIRZA INTERNATIONAL LIMITED

Your Directors have pleasure in presenting their Thirty-Seventh Annual Report on the business and operations of the Company and the Audited Financial Statements for the financial year ended March 31, 2016.

1. FINANCIAL SUMMARY OR HIGHLIGHTS/ PERFORMANCE OF THE COMPANY

Particulars	₹ in Crore)	
	2015-2016	2014-2015
Total Revenue	928.72	918.99
Earning before Finance Costs, Depreciation and amortization Expenses and Taxes	173.52	142.63
Less: Finance Charges	31.87	39.29
Depreciation & Amortization Expenses	25.83	24.62
Profit Before Tax	115.82	78.72
Less: Provision for Taxes	37.73	27.56
Profit After Taxes	78.09	51.16
Add: Balance of profit brought forward	199.49	182.64
	277.58	233.80
Less: Appropriations		
Transfer to General Reserve	8.00	5.50
Dividend on Equity Shares	6.02	4.64
Tax on Proposed Dividend	1.22	0.94
Income Tax Adjustment (Net)	0.09	2.55
Adjustment on account of Depreciation, net of Deferred Tax Liability [Refer Note 36 (c) (a)]	-	20.68
Add: Pursuant to Scheme of Amalgamation [Refer Note 33]	58.15	-
Balance at end of the Year	320.40	199.49

2. MAJOR HIGHLIGHTS OF FINANCIAL PERFORMANCE

The financial year 2015-16 has been yet another successful year for your Company. The major highlights are given below:

- The Revenue from operations, despite industry wide recession, marginally increased to ₹ 925.75 Crore from ₹ 918.34 Crore in the previous year.
- The Profit Before Tax has however gone upto ₹ 115.82 Crore as compared to ₹ 78.72 Crore for the previous year, thereby showing the remarkable increase of about 47%.
- The EBITDA increased to ₹ 173.52 Crore from ₹ 142.63 Crore in the previous year, thus showing an increase of about 22%.

- Export (including incentives) was ₹ 691.71 Crore as against ₹ 707.32 Crore in the previous year.
- Cash Profit increased to ₹ 103.92 Crore from ₹ 75.78 Crore in the previous year, showing an increase of about 37%.
- The Earning Per Share has also shot up to ₹ 7.21 as against ₹ 5.52 in the Previous Year.

3. GROWTH STRATEGY

This year Company successfully implemented the Scheme of Amalgamation of Genesisfootwear Enterprises Private Limited with your Company. Both the Amalgamating and Amalgamated Companies are engaged in the same line of business, thus your Company got benefit of backward integration after this Amalgamation.

4. SUBSIDIARY / ASSOCIATE COMPANY

Company does not have any Subsidiary / Associate Company as at the end of financial year 2015-16. During the financial year 2015-16, Company has disinvested its 25% stake in Azad Multispeciality Hospitals & Research Centre Ltd. resulted into bringing down its holding from 41.67% to 16.67% as at the end of financial year 2015-16

5. DIVIDEND

After considering the Company's financial performance, profitability and future growth plans, the Board of Directors of the Company are pleased to recommend a Final Dividend of ₹0.50 per shares i.e 25% on 12,03,06,000 Equity Shares of face value ₹ 2/- each of the Company. The total outflow on account of Dividend, if approved by Members, will be ₹ 7.24 Crores (inclusive of Dividend Distribution Tax of ₹ 1.22 Crores) and such Dividend to be distributed to those Equity Shareholders whose name would appear on the Register of Members as on date of book closing on 22nd September, 2016, in proportion to paid-up value of Equity Shares. The Company paid the same rate of dividend for the year ended 31st March 2015, also.

6. RESERVES

The Board proposes to transfer ₹ 8.00 Crore to General Reserve, as compared to ₹ 5.50 Crore transferred in the previous year.

7. AMALGAMATION

A scheme of amalgamation of Genesisfootwear Enterprises Private Limited (Transferor Company) with your Company was sanctioned by the Hon'ble High Court of Allahabad on December 15, 2015. The Order of the Hon'ble High Court was filed with the Registrar of Companies, Uttar Pradesh and Uttarakhand on February 04, 2016. As a result of the said amalgamation, your Company has achieved synergy in its operations coupled with more financial leverage.

In terms of Scheme of Amalgamation, 1,56,00,000 Equity shares of face value of ₹ 2/- each and 1,20,00,000, 0% Compulsory Convertible Preference Shares ("CCPS") of ₹ 2/- each, fully paid up shares (totalling to 2,76,00,000 shares) would be allotted to the shareholders of transferor Company. Pursuant to the scheme, your Company's Authorised Capital increased from ₹ 45,00,00,000/- (Rupees Forty Five Crore Only) to ₹ 51,00,00,000/- (Rupees Fifty One Crore Only). The CCPS are converted into equity shares on 01.04.2016 pursuant to the terms of above mentioned Scheme.

These issued and converted shares shall rank pari passu with the existing equity shares of the Company.

8. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Irshad Mirza, Chairman and CFO, Mr. Rashid Ahmed Mirza- CEO and Managing Director, Mr. Shahid Ahmad Mirza, Mr. Tauseef Ahmad Mirza, Mr. Tasneef Ahmad Mirza and Mr. N.P. Upadhyay- Whole-Time Directors, and Mr. Ankit Mishra- Company Secretary and Compliance Officer of the Company are the Key Managerial Personnel as per the provisions of Companies Act, 2013, as on 31st March, 2016.

Appointment

Mr. D.C. Pandey has resigned from the office of Company Secretary and Compliance Officer of the Company and succeeded by Mr. Ankit Mishra w.e.f. 15th March, 2016.

Retirement by Rotation

In accordance with the provisions of Section 152 of the Companies Act, 2013 read with Rules made thereunder, Mr. Tasneef Ahmad Mirza (DIN No : 00049066) and Mr. N.P. Upadhyay (DIN No: 00049196), Whole Time Directors of the Company, are liable to retire by rotation at ensuing Annual General Meeting and being eligible have offered themselves for re-appointment. The Board recommends their re-appointment.

Independent Directors declaration

All the Independent Directors of your Company viz. Mr. Sudhindra Kumar Jain, Mr. P. N. Kapoor, Mr. Q. N. Salam, Dr. Yashvir Singh, Mr. Subhash Sapra, Mr. Islamul Haq, Mrs. Vinita Kejriwal have individually and severally given a declaration pursuant to Provisions of Section 149(7) of the Companies Act, 2013 affirming compliance to the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (LODR) Regulations, 2015. Based on the declaration(s) of Independent Directors, the Board of Directors recorded their opinion that all the Independent Directors are independent of the management and have fulfilled the conditions as specified in the Companies Act, 2013 and Rules made there under as well as concerning provisions of SEBI (LODR) Regulations, 2015.

9. EVALUATION OF BOARD'S PERFORMANCE

Pursuant to the Provisions of Section 134 (3) (p), 149 (8) and Schedule IV of the Companies Act, 2013 and Regulation 17 (10) of SEBI (LODR) Regulations, 2015, the Board of Directors has carried out an annual evaluation of its own performance and that of its Committees and individual Directors.

The performance of the Board and Individual Directors was evaluated by the Board seeking inputs from all the Directors. The performance of the Committees was evaluated by the Board seeking inputs from the Committee Members. The Nomination and Remuneration Committee reviewed the performance of Individual Directors. A separate meeting of Independent Directors was also held to review the performance of Non Independent Directors and Board as a whole and performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non Executive Directors, assess the quality, quantity and timeliness of flow of information between the Company's Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

This was followed by a Board Meeting that discussed the performance of the Board, its Committee and individual Directors. The criteria for performance evaluation of the Board included the aspects like Board Composition and Structure; effectiveness of Board Process, information and functioning etc. The criteria for performance evaluation of Committees of the Board included aspects like composition of Committees, effectiveness of committee meetings etc. The criteria for performance evaluation of individual Directors included aspects on contribution to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs etc. In addition, the Chairperson was also evaluated on the key aspects of his role.

10. FAMILIARISATION PROGRAMMES FOR INDEPENDENT DIRECTORS

The details of the programme for familiarisation of the Independent Directors with the Company in respect of their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company (URL <http://mirza.co.in/download.html>)

11. REMUNERATION POLICY

The company follows a policy on remuneration of Directors and Senior Management Employees. The policy is approved by the Nomination and Remuneration Committee and the Board and is given as **Annexure I** to this Board's Report.



12. RISK MANAGEMENT POLICY

The Company has constituted a Risk Management Committee (RMC) which has been entrusted with responsibility to assist the Board in (a) Overseeing the Company's Risk Management process and controls, risk tolerance and Capital Liquidity and funding (b) Setting Strategic plans and objectives for Risk Management and review of Risk Assessment of the Company (c) Review of the Company's risk appetite and strategy relating to key risks, including credit risk, liquidity and funding risk, product risk and reputational risk as well as the guide lines and processes for monitoring and mitigating such risks.

The Committee has approved and adopted a Risk Management Policy in accordance with the provisions of Companies Act, 2013 (hereinafter referred to as the Act) and SEBI (LODR) Regulations, 2015.

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.

13. WHISTLE BLOWER POLICY & VIGIL MECHANISM

The Company has adopted a Whistle Blower Policy establishing Vigil Mechanism, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. This Policy provides adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee. The Policy of Vigil Mechanism is available on the Company's Website (<http://mirza.co.in/policy.html>)

14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company has not given any Loans or guarantees covered under the provisions of Section 186 of the Companies Act, 2013 and Rules made there under. The details of the investment made by the Company are given in the notes to financial statements.

15. INTERNAL CONTROL SYSTEM

The Company has adequate internal control systems and procedures designed to effectively control the operations at its Head Office, Corporate Office and its Units. The internal control systems are designed to ensure that the financial and other records are reliable for the preparation of financial statements and for maintaining assets. The Company has well designed Standard Operating Procedures. Internal Auditors conduct audit covering a wide range of operational matters and ensure compliance with specified

standards. Planned periodic reviews are carried out by Internal Audit. The findings of Internal Audit are reviewed by the top management and by the Audit Committee of the Board of Directors.

Based on the deliberations with Statutory Auditors to ascertain their views on the financial statements including the Financial Reporting System and Compliance to Accounting Policies and Procedures, the Audit Committee was satisfied with the adequacy and effectiveness of the Internal Controls and Systems followed by the company.

16. TRANSFER OF UNPAID AND UNCLAIMED AMOUNTS TO IEPF

Dividend which was declared by the company for the year ended March 31, 2009 at the Annual General Meeting held on September 26, 2009 and remained unclaimed will be transferred to the Investor Education and Protection Fund of the Central Government on October 24, 2016 pursuant to the provisions of Companies Act, 2013. Thereafter no claim shall lie on dividend for the year ended March 31, 2009 from the shareholders. Notice for unpaid dividend is attached with the Notice convening 37th Annual General Meeting.

17. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report for the year under review, as stipulated under SEBI (LODR) Regulations, 2015, is given separately and forms part of Annual Report

18. HUMAN RESOURCES

Pursuant to the Scheme of Amalgamation of Genesisfootwear Enterprises Private Limited (GEPL) with your Company all the Employees of GEPL become the Employees of the Company.

The Company believes that quality of its employees is the key to success in long run. The Company continues to have cordial relations with its employees. There were 3214 regular employees as at March 31, 2016.

19. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The brief outline of the Corporate Social Responsibility (CSR) policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in **Annexure II** of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. The policy is available on the website of the Company (URL: <http://www.mirza.co.in/policy.html>)

20. PARTICULARS OF EMPLOYEES AND OTHER ADDITIONAL INFORMATION

Disclosure with respect to the remuneration of Directors and employees as required under Section 197 of Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial

Personnel) Rules, 2014 has been appended as **Annexure-III** to this Report.

The information as required under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 will be provided upon request by any member of the Company. In terms of Section 136(1) of the Companies Act, 2013, the Report and the Accounts are being sent to the members excluding the said Annexure. Any member interested in obtaining copy of the same may write to the Company Secretary at the Registered Office of the Company.

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

A ENERGY CONSERVATION

MIL has always been a frontrunner in continually improving its operational performance in all areas, like productivity, yield, utilization and a host of other operating metrics, while reducing the consumption of fuel, power, stores and others. This is done by adopting an approach of continual improvement of process metrics across all energy consuming facilities.

The key energy conservation initiatives taken by the Company were:

- Use of Compact Fluorescent Lamps (CFL) in place of the conventional lighting to reduce power consumption;
- The options for installing solar lights and solar panels for plant lighting are evaluated for using renewable energy;
- Installation of new types of Tanning Drums and Paddles for the process of Wet Blue and Dying, to reduce power and water consumption;
- Company has upgraded the power generation and distribution system for long-term energy saving. Old Generators were replaced by better fuel efficient Generators.

B RESEARCH AND DEVELOPMENT (R & D)

Research, Technology and innovation continue to be one of the key focus area to drive growth. In addition to developing new design, pattern and styles of Company's product, it also works on building new capabilities. To support this, Company avails services of qualified and experienced professionals / consultants.

C TECHNOLOGY ABSORPTION

The Company develops in-house Technology and is not dependent on any outside Technology/ Source.

D FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year, the foreign exchange earned was ₹ 620.51 Crore as compared to ₹ 585.32 Crore during the previous year. The foreign exchange outgo was ₹ 129.00 Crore as against ₹ 128.75 Crore in the previous year.

22. CORPORATE GOVERNANCE

As required by Schedule V (C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a detailed report on Corporate Governance is given as **Annexure IV** of this Report. The Company is in full compliance with the requirements and disclosures that have to be made in this regard. The Certificate of Practicing Company Secretary confirming compliance with Corporate Governance requirements by the Company is attached to the Report on Corporate Governance.

23. AUDITORS

a) STATUTORY AUDITOR

The auditors, M/s. Khamesra Bhatia & Mehrotra, (ICAI Registration No. 001410C), Chartered Accountants, hold office until the conclusion of the ensuing annual general meeting and have expressed their willingness to get re-appointed as the Statutory Auditors of the Company and a certificate of their eligibility and consent under Section 141 of the Companies Act, 2013, and the rules framed there under from the auditors has been received to the effect that their re-appointment, if made, would be in accordance with Section 139 (1) of the Companies Act, 2013. The auditors' report to the shareholders for the year under review does not contain any qualification.

b) SECRETARIAL AUDITOR

The Board of Directors has appointed as per provisions of Section 204 of the Companies Act, 2013 and read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr. K.N. Shridhar Practicing Company Secretary Proprietor of K.N. SHRIDHAR & ASSOCIATES, Membership No. 3882 and C.P. No. 2612 to undertake the Secretarial Audit of the Company for the year ended 31st March, 2016. There are no adverse remarks or observations made in Secretarial Audit Report. The Report of Secretarial Auditors is given in **Annexure V** to this Report, which is attached herewith and forms part of Director's Report.

c) COST AUDITOR

As per Section 148 of the Companies Act, 2013 the Company is required to have the audit of its cost records conducted by a Cost Accountant in Practice. The Board of Directors of the Company has, upon recommendation of Audit Committee,



approved the appointment of Mr. A.K. Srivastava, Cost Accountant, for conducting the Cost Audit pertaining to relevant products prescribed under the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time for the year ending March 31, 2017.

24. EXTRACT OF ANNUAL RETURN:

As required under section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of Annual Return in **MGT 9** forms a part of this Annual Report as **ANNEXURE VI**.

25. BOARD MEETINGS

During the Year 2015-16, Board met 6 times on 29th May, 2015, 12th June 2015, 30th July 2015, 6th November 2015, 27th January 2016 & 18th February 2016, the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

26. BOARD COMMITTEES

The Board of Directors of your Company had already constituted various Committees and approved the terms of reference / role in compliance with the provisions of the Companies Act, 2013 and Listing Agreement applicable upto November 30, 2015 / SEBI Listing Regulations (applicable from December 1, 2015) viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and CSR Committee.

During the year under review, in accordance with the provisions of the erstwhile Clause 49 of the Listing Agreement, the Board had voluntarily constituted the Risk Management Committee.

All decisions pertaining to the constitution of Committees, appointment of members and fixing of terms of reference / role of the Committees are taken by the Board of Directors.

Details of the role and composition of these Committees, including the number of meetings held during the financial year and attendance at meetings, are provided in the Report of Corporate Governance in the Annual Report.

27. RELATED PARTIES TRANSACTIONS

During the year under review, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material as per listing agreement with stock exchanges. Further, there are no materially significant related party transactions during the year made by the Company with promoters, directors, key managerial personnel or other designated persons.

The Policy on dealing with Related Party Transactions as approved by the Board is uploaded on the Company's website <http://mirza.co.in/policy.html>. The Policy intends to insure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties. This Policy specifically deals with the review and approval of Related Party Transactions keeping in mind the potential conflict of interest that may arise because of entering into these transactions are placed before the Audit Committee for review and approval.

During the financial year 2015-16 contract or arrangement entered with Related Parties as per Form AOC-2 is enclosed herewith as **Annexure VII**.

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

The Company has in place an Anti- Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at work place (Prevention, Prohibition and Redressal) Act, 2013. A Complaint Redressal Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this Policy. No complaints pertaining to Sexual Harassment were received during the Financial Year 2015-16.

29. CREDIT RATING

CRISIL has Reaffirmed its rating to the Company as 'CRISIL A/Stable/CRISIL A1. The rating reflects your Company's strength supported by the cost optimization initiative and expansion in the higher margin domestic retail business. CRISIL believes that MIL will continue to benefit from its integrated operation and promoters' extensive industry experience.

ICRA Limited has also Reaffirmed the Long Term Rating at [ICRA] A and has assigned a 'Stable' outlook on the Long Term Rating.

30. 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. No significant or material orders were passed by the Regulators or Courts or tribunals which impact the going concern status and Company's operation in future.

31. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134 (5) of the Companies Act, 2013;

- (a) That in the preparation of the annual accounts, the applicable accounting standards read with requirements set out under Schedule III to the Companies Act, 2013 have been followed along with proper explanation relating to material departures;
- (b) That such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied them consistently and made judgments 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 31st March, 2016 and of the profit of the Company for the year ended on that date ;
- (c) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

- (d) That the annual financial statements have been prepared on a going concern basis;
- (e) That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- (f) That systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

32. ACKNOWLEDGEMENTS

Your Directors wish to place on record their appreciation of the contribution made by the employees at all level, towards the continued growth and prosperity of your company.

Your Directors also wish to place on record their sincere thanks to the Banks and various Government Authorities for the support and co-operation extended to the Company.

Your Directors are especially grateful to the shareholders for reposing their trust and confidence in the Company.

For and on behalf of the Board of Directors

Place : Kanpur
 Date : 30.07.2016

Irshad Mirza
 (Chairman)



Annexure I

REMUNERATION POLICY OF MIRZA INTERNATIONAL LIMITED

OBJECTIVE

This Policy shall be formulated in compliance of Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Part D of Schedule II of SEBI (LODR) Regulations, 2015. The Key Objectives of the Policy would be:

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.
- Relationship of remuneration to performance is clear and means appropriate performance benchmark
- Remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

DEFINITIONS

- Act means the Companies Act, 2013 and Rules framed there under, as amended from time to time.
- **Board** means Board of Directors of the Company.
- **Directors** mean Directors of the Company.
- **Key Managerial Personnel** means
 - Chief Executive Officer or the Managing Director or the Manager;
 - Whole-time director;
 - Chief Financial Officer;
 - Company Secretary; and such other officer as may be prescribed.
- **Senior Management** means Senior Managerial personnel of the Company who are members of its core management team excluding the Board of Directors including Functional Heads.

NOMINATION AND REMUNERATION COMMITTEE

The committee constituted by the Board of Directors consists of four independent non-executive Directors namely:

Mr. P.N. Kapoor	Chairman
Mr. Sudhindra Kumar Jain	Member
Mr. Q.N Salam	Member
Dr. Yashvir Singh	Member

ROLE OF COMMITTEE

The Role and Powers of the Committee shall be as under:

- To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who qualify to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this Policy.
- To carry out evaluation of every Director's performance.
- To recommend to the Board the appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To ensure that level and composition of remuneration is reasonable and sufficient, Relationship of remuneration to performance is clear and meet appropriate performance benchmarks.
- To carry out any other function as is mandated by the Board from time to time and /or enforced by the statutory notification, amendment or modification, as may be applicable.
- To devise a policy on Board Diversity.
- To formulate the Nomination and Remuneration Policy of the Company and propose any amendments.
- To assist the Board in ensuring that plans are in place for orderly succession for appointments to the Board, Key Managerial Personnel and to Senior Management.

The Chairperson of the Nomination and Remuneration Committee or, in his absence, any other member of the Committee authorized by him, shall be present at the General meetings of the Company, to answer the shareholders queries, if any.

The Nomination and Remuneration Committee shall set up a mechanism to carry out its functions and is further authorized to delegate any / all of its powers to any of the Directors and /or Officers of the Company, as deemed necessary for proper and expeditious execution.

APPOINTMENT AND REMOVAL OF DIRECTORS, KMP AND SENIOR MANAGEMENT

Appointment criteria and qualifications are mentioned below:

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior

Management level and recommend to the Board his / her appointment.

- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

Term / Tenure

- a) Managing Director/Whole-time Director: The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- b) Independent Director: - An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on October 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only. At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

Removal: Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

REMUNERATION OF DIRECTORS, KMP AND SENIOR MANAGEMENT

- a) The Remuneration / Compensation / Profit linked Incentive etc. to Managerial Personnel, KMP and Senior Management will be determined by the Committee and recommended to the Board for approval. The Remuneration / Compensation / Profit Linked Incentive etc. to be paid for Managerial Personnel shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b) The remuneration and commission to be paid to Managerial Personnel shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.
- c) Managerial Personnel, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.
- d) If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Personnel in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.
- e) If any Managerial Personnel draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company.
- f) Increments if declared to the existing remuneration / compensation structure shall be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managerial Personnel.

**REMUNERATION TO NON- EXECUTIVE / INDEPENDENT DIRECTOR:**

- a) **Remuneration / Profit Linked Commission:** The remuneration / profit linked commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force.
- b) **Sitting Fees:** The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.
- c) **Limit of Remuneration /Profit Linked Commission:** Remuneration /profit linked Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% / 3% of the net profits of the Company respectively.

MONITORING, EVALUATION AND REMOVAL:

- a) **Evaluation:** The Committee shall carry out evaluation of performance of every Managerial Personnel, Director, KMP and Senior Management on yearly basis.

- b) **Removal:** The Committee may recommend, to the Board with reasons recorded in writing, removal of a Managerial Personnel, Director, KMP or Senior Management subject to the provisions of Companies Act, 2013, and all other applicable Acts, Rules and Regulations, if any.
- c) **Minutes of Committee Meeting:** Proceedings of all meetings must be minuted and signed by the Chairperson of the said meeting or the Chairperson of the next succeeding meeting. Minutes of the Committee meeting will be circulated at the subsequent Board meeting for noting.

AMENDMENT TO THE POLICY:

The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), Clarification, circular(s) etc.

Annexure II

1. A brief outline of the Company's CSR Policy, including overview of projects or programmes proposed to be undertaken and a reference to the web link to the CSR Policy and projects or programmes.

The Company has framed a Policy in compliance with the provisions of Companies Act, 2013 and the same is placed on Company's website and web link for the same is <http://mirza.co.in/policy.html>

2. Composition of the CSR Committee

Mr. Irshad Mirza	Chairman
Mr. Tasneef Ahmad Mirza	Whole-Time Director
Mr. Sudhindra Kumar Jain	Independent Director

3. Average net profit of the Company for last three financial years

Average Net Profit ₹ 7236 Lakh

4. Prescribed CSR Expenditure (two percent of amount as in item 3 above)

The Company is required to spend ₹ 144.72 Lakh

5. Details of CSR spent for the financial year :

- Total amount spent for the financial year : ₹ 76.94 Lakh
- Amount unspent, if any : ₹ 67.78 Lakh

DETAILS OF AMOUNT SPENT ON CSR ACTIVITIES DURING THE FINANCIAL YEAR 2015-16

(₹ in Lakh)				
S. No.	Particulars	(A)	(B)	Total
(1)	CSR Project or activity identified	Scholarships for the Students, Donation to School	Eye Camp, Mobile Ambulance, HIV seminar and medical camp	
(2)	Sector in which the Project is covered	Education	Healthcare	
(3)	Projects or programme			
	(i) Local area or other	Unnao, Kanpur, Delhi	Unnao, Kanpur	
	(ii) Specify the State and other district where projects or programme was undertaken	Uttar Pradesh, Delhi	Uttar Pradesh	
(4)	Amount outlay (budget) project or programme wise	37.72	107.00	144.72
(5)	Amount spent on the project or Programme Sub Heads;	20.05	56.89	76.94
	(i) Direct expenditure on projects or Programmes			
	(ii) Overheads			
(6)	Cumulative expenditure up to the reporting period	20.05	56.89	76.94
(7)	Amount spent: direct or through implementing agency	<ul style="list-style-type: none"> • Amount Directly spent by the Company: 0.30 • Through implementing Agencies* : 19.75 	Through implementing Agency* : 56.89	76.94

Implementing Agencies:

- Quami Ekta Inter College, Maswasi, Unnao;
- Jyoti Vikas Sansthan, Bithoor, Kanpur;



- Kilkari Charitable Trust, Delhi;
- Spastic Centre, Kanpur;
- Nida-e-Aman Foundation, Delhi;
- Hazrat Ameer Khusru Educational Society, Delhi;
- Azad Multispeciality Hospital & Research Centre Ltd., Kanpur;
- Physiotherapy Centre, PAC Battalion, Kanpur;
- Indian Blind and Para Judo Association, Kanpur

Several activities were taken up and implemented during the year, particulars of which are given in this report. However, some of the projects envisaged could not take off during the year. Further, the Company has been working on identifying some more Projects for carrying out CSR activities, which has taken more time than estimated resulting in amount spent slightly lower than the amount to be spent.

We hereby confirms that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company.

Sd/-

Tasneef Ahmad Mirza
Director

Sd/-

Irshad Mirza
Chairman

Annexure III

- a) Information as per Section 197(12) read with Rules 5 (1) of Chapter XII, Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

(i) The ratio remuneration of each Director to the median remuneration of the employees of the Company for the financial year	Name of Director	Ratio of remuneration to Median remuneration of employees
	Irshad Mirza	1.64
	Rashid Ahmed Mirza	116.85
	Shahid Ahmad Mirza	98.00
	Tauseef Ahmad Mirza	111.26
	Tasneef Ahmad Mirza	97.94
	N.P. Upadhyay	21.31
ii) the percentage increase in remuneration of each Director, Chief Financial officer, Company Secretary(CS) or Manager, if any, in the Financial year	Name of Director	% Increase in remuneration
	Executive Director	
	Irshad Mirza	7.20
	Rashid Ahmed Mirza	18.43
	Shahid Ahmad Mirza	20.96
	Tauseef Ahmad Mirza	18.11
	Tasneef Ahmad Mirza	25.27
	N.P. Upadhyay	18.09
	D.C. Pandey	6.58
Ankit Mishra*	NA	
(iii) the percentage increase in the median remuneration of employees in the financial year	13%	
(iv) the number of permanent employees in the rolls of the Company	3214	
(v) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	The average percentile increase in remuneration of employee was 07.40% as compared to 75.59% of managerial remuneration. The increases of managerial remuneration is based on growth criteria and are in terms of Special Resolution passed by shareholders of the Company at the 35th Annual General Meeting of the Company held on 20th September, 2014.	
(vi) affirmation that the remuneration is as per the Remuneration Policy of the company.	YES: The remuneration is as per the Remuneration Policy of the Company.	

* Mr. Ankit Mishra joined the Company as Company Secretary and Compliance Officer w.e.f. 15.03.2016.

Annexure IV

Report on Corporate Governance

Pursuant to Regulation 34 read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a Report on Corporate Governance is as follows:

1. COMPANY PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is a necessary tool for achieving all round business excellence reflected in enhanced shareholder value without compromising with the need and interest of other stakeholders.

MIL has been practicing the principles of good Corporate Governance over the years with a focus on transparency, professionalism, fairness, trusteeship and accountability.

Corporate Governance is not a destination but a continuous journey with an upward moving target. The Company will continue its efforts towards raising its standard in Corporate Governance and will also review its system and procedures constantly in order to keep pace with the changing economic environment.

2. BOARD OF DIRECTORS

The Company has a balanced mix of Executive and Non Executive Independent Directors. As on 31.03.2016, Board of Directors comprises of 13 Directors out of which 6 are Executive Directors and 7 are Non Executive Independent Directors including 1 Woman Director. The Chairman is Executive Director and Promoter of the Company. The number of Independent Director is 7 which are in compliance with the stipulated one half of the total number of Directors. All Independent Directors are persons of eminence and bring a wide range of expertise and experience to the Board thereby ensuring the best interest of stakeholders and the Company. All Independent Directors meet the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 25 of SEBI (LODR) Regulations, 2015.

Mr. Irshad Mirza, Chairman is father of Mr. Rashid Ahmed Mirza, Managing Director, Mr. Shahid Ahmad Mirza, Mr. Tauseef Ahmad Mirza & Mr. Tasneef Ahmad Mirza, Whole Time Directors of the Company. None of the Directors on the Board is a member in more than 10 Committees or act as a Chairman of more than 5 Committees (as specified in Regulation 26 of SEBI (LODR) Regulations, 2015), across all the Companies in which they are Director. The necessary disclosures regarding Committee Memberships/ Chairmanships have been made by the Directors. Further none of the Independent Directors serve as such in more than seven (7) Listed Companies.

During the Financial year ended as on 31st March, 2016, Six (6) Board Meetings were held on 29th May, 2015, 12th June, 2015, 30th July, 2015, 6th November, 2015, 27th January, 2016 and 18th February, 2016. The maximum time gap between any two meetings was not more than one hundred and twenty days.

The following table gives the composition and category of the Directors on the Board, their attendance at the Board Meetings during the year and the last Annual General Meeting, as also the number of Directorships and Committee Memberships / Chairmanships held by them in other Companies:

Name of Directors	Category	Attendance Particulars		Number of Directorships and Committee Memberships / Chairmanships		
		Board Meeting	Last AGM	Other Directorships	Committee Memberships	Committee Chairmanships
Mr. Irshad Mirza	Chairman (Executive), Promoter	6	Yes	3	-	-
Mr. Rashid Ahmed Mirza	Managing Director, Promoter	3	Yes	-	-	-
Mr. Shahid Ahmad Mirza	Executive Director, Promoter	5	Yes	-	-	-
Mr. Tauseef Ahmad Mirza	Executive Director, Promoter	5	No	-	-	-
Mr. Tasneef Ahmad Mirza	Executive Director, Promoter	6	Yes	2	-	-
Mr. N.P. Upadhyay	Executive Director	3	Yes	-	-	-

Name of Directors	Category	Attendance Particulars		Number of Directorships and Committee Memberships /Chairmanships		
		Board Meeting	Last AGM	Other Directorships	Committee Memberships	Committee Chairmanships
Mr. Sudhindra Kumar Jain	Non Executive, Independent Director	6	Yes	-	-	-
Mr. Islam Ul Haq	Non Executive, Independent Director	4	Yes	-	-	-
Mr. Q.N. Salam	Non Executive, Independent Director	4	Yes	-	-	-
Mr. P.N. Kapoor	Non Executive, Independent Director	6	Yes	-	-	-
Dr. Yashvir Singh	Non Executive, Independent Director	6	No	-	-	-
Mr. Subhash Sapra	Non Executive, Independent Director	4	Yes	-	-	-
Mrs. Vinita Kejriwal	Non Executive, Independent Director	4	No	-	-	-

Notes:

- No. of equity shares held by Non Executive Directors as on 31st March, 2016 are : Mr. Subhash Sapra - 1000; Mr. P.N. Kapoor – Nil; Mr. Islam ul Haq – Nil; Mr. Sudhindra Kumar Jain – Nil; Mr. Q. N. Salam – Nil; Dr. Yashvir Singh – Nil, Mrs. Vinita Kejriwal - Nil
- For the purpose of the above, Directorship in other Public Limited Companies is only considered.
- In accordance with Regulation 26 of the SEBI (LODR) Regulations, Membership(s)/ Chairmanship(s) of only Audit Committee and Stakeholder Relationship Committees in all Public Limited Companies (excluding Mirza International Limited) have been considered.

FAMILIARISATION PROGRAMME OF INDEPENDENT DIRECTORS

Independent Directors of the Company are eminent personalities having wide experience in the fields of Finance, Education, Industry, Commerce and Administration. Their presence on the Board has been advantageous and fruitful in taking business decisions.

The Board Members are provided with necessary documents, reports and internal Policies to enable them to familiarise with the Company's procedures and practices.

Periodic presentations are made at the Board & Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risk involved. Detailed presentations on the Company's business segments were made at the separate meeting of the Independent Directors held during the year.

Quarterly updates on relevant statutory changes and landmark judicial pronouncements encompassing important laws are regularly circulated to the Directors. The details of such familiarization programme for Independent Directors are posted on the website of the Company and can be accessed at <http://mirza.co.in/download.html>

3. COMMITTEES OF THE BOARD:

(a) AUDIT COMMITTEE

Audit Committee has been constituted as per Sec 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (LODR) Regulations, 2015.

Audit Committee of the Company comprises the majority of Independent Directors. During the Financial Year' 5 (Five) Audit Committee Meetings held on 29th May, 2015, 12th June, 2015, 30th July, 2015, 6th November, 2015 and 27th January, 2016 and the Committee reviewed the Related Party Transactions, Internal Audit Report, Quarterly and Half Yearly and Annual Financial Statements before submission to the Board. The composition of Audit Committee



as on March 31st, 2016 and the details of Members attendance at the meetings of the Committee are as Under :

Name of Member	Category	Meetings Attended
Mr. Sudhindra Kumar Jain	(Chairman) Non Executive, Independent Director	5
Mr. P.N. Kapoor	(Member) Non Executive, Independent Director	5
Mr. Subhash Sapra	(Member) Non Executive, Independent Director	3
Mr. Irshad Mirza	(Member) Executive, Promoter	5
Mr. Q.N Salam	(Member) Non Executive, Independent Director	3

All the members of Audit Committee have the requisite qualification for appointment in the Committee and possess sound knowledge of finance, accounting practices and internal controls. The Chairman of the Audit Committee attended the Annual General Meeting of the Company and Company Secretary is acting as the Secretary of the Audit Committee. The terms of reference of Audit Committee are comprises as the followings:

- 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:
 - 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;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any Related Party Transactions;
 - Qualifications in 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, 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 Internal Auditors of any significant findings and follow up there on;
- 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;

- 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;
- To look 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;
- To review 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;
- The Audit Committee shall mandatorily review the following information:
 - management discussion and analysis of financial condition and results of operations;
 - statement of significant Related Party Transactions (as defined by the Audit Committee), submitted by management;
 - management letters / letters of internal control weaknesses issued by the Statutory Auditors;
 - Internal Audit Reports relating to internal control weaknesses; and
 - the appointment, removal and terms of remuneration of the Internal Auditor shall be subject to review by the Audit Committee.
 - statement of deviations:
 - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to Stock Exchange(s) in terms of Regulation 32(1).
 - annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7).

(b) NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee acts in accordance with the prescribed provisions of Section 178 of the Companies Act, 2013 read with Regulation 19 of SEBI (LODR) Regulations, 2015. The terms of reference of the Committee inter alia, include the following:

- Formulating a 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.

During the Financial Year Nomination and Remuneration Committee Meeting held on 30/07/2015. The composition of the Nomination and Remuneration Committee as on March 31st, 2016, the details of Members attendance at the meeting of the Committee are as Under :

Name of Member	Category	Meetings Attended
Mr. P.N. Kapoor	(Chairman) Non Executive, Independent Director	1
Mr. Q.N. Salam	(Member) Non Executive, Independent Director	0
Dr. Yashvir Singh	(Member) Non Executive, Independent Director	1
Mr. Sudhindra Kumar Jain	(Member) Non Executive, Independent Director	1

**Performance evaluation criteria for Independent Directors-**

The Nomination and Remuneration Committee has laid down the Criteria for performance evaluation of Independent Directors which are as under-

Areas of Evaluation

- Attendance & participation
- Code of Conduct
- Interpersonal Skills
- Updation & Awareness
- Understanding & Contribution
- Vigil-Mechanism
- Opinions & Suggestions
- Leadership Skills
- Team Work
- Compliances

(c) SHARE TRANSFER AND INVESTORS GRIEVANCE COMMITTEE :

The Share Transfer and Investors' Grievance Committee acts in accordance with the prescribed provisions of Section 178 of the Companies Act, 2013 read with Regulation 20 of SEBI (LODR) Regulations, 2015.

The Committee shall consider and resolve the grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of Annual Report and non-receipt of declared Dividends.

During the Financial year ended as on 31st March, 2016, Four (4) Share Transfer and Investors' Grievance Committee Meetings were held on 29th May, 2015, 30th July, 2015 & 6th November, 2015 & 27th January, 2016. The composition of the Share Transfer and Investors Grievance Committee as on March 31st, 2016 and the details of Members attendance at the meetings of the Committee are as Under :

Name of Member	Category	Meetings Attended
Mr. P. N. Kapoor	(Chairman) Non Executive, Independent Director	4
Mr. Q. N. Salam	(Member) Non Executive, Independent Director	4
Mr. Tasneef Ahmad Mirza	(Member) Executive Director, Promoter	4
Mr. Sudhindra Kumar Jain	(Member) Non Executive, Independent Director	4

During the year under review, Company received 99 complaints all of which were resolved to the satisfaction of the shareholders.

The Company Secretary of the Company acts as Compliance Officer of the Committee.

4. REMUNERATION OF DIRECTORS

The remuneration paid to the Executive Directors of the Company is decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee subject to the approval of Shareholders / Central Government, wherever required. The existing Remuneration Policy of the Company is directed towards rewarding performance, based on review of achievements on a periodical basis. The Remuneration Policy is in consonance with the existing industry practice:

A. NON EXECUTIVE DIRECTORS

Non Executive Directors/ Independent Directors are paid sitting fees for attending the meetings of Board of Directors within the prescribed limits. The Sitting Fees paid to them for the year ended 31st March, 2016 is ₹ 4,00,000* detailed as : 1) Mr. Q.N. Salam – ₹ 50,000 /-; 2) Mr. P.N. Kapoor - ₹ 70,000/-; 3) Dr. Yashvir Singh - ₹ 70,000 /-; 4) Mr. Subhash Sapra - ₹ 40,000 /-; 5) Mr. Islam ul Haq - ₹ 50,000 /-; 6) Mr. Sudhindra Kumar Jain - ₹ 70,000 /-; 7) Mrs. Vinita Kejriwal – ₹ 50,000 /-.

*Sitting Fees also paid to Independent Directors for attending a separate meeting of Independent Directors.

B. EXECUTIVE 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 / Central Government, to the Board for their approval.

As per terms of appointment, remuneration paid to the Directors during the year and approved by the Nomination and Remuneration Committee is as under:

Name of the Directors	Designation	Perquisites (₹)	Salary (₹)	ARREAR (Oct 2014 to March 2015)	Total Remuneration (₹)
Mr. Irshad Mirza	Chairman (Executive)	304761	NIL	NIL	304761
Mr. Rashid Ahmed Mirza	Managing Director	NIL	21600000	3600000	25200000
Mr. Shahid Ahmad Mirza	Whole Time Director	116512	18000000	3150000	21266512
Mr. Tauseef Ahmad Mirza	Whole Time Director	166298	20400000	3450000	24016298
Mr. Tasneef Ahmad Mirza	Whole Time Director	103787	18000000	3600000	21703787
Mr. N.P Upadhyay	Whole Time Director	39130	3900000	NIL	3939130
TOTAL		730488	81900000	13800000	96430488

5. GENERAL BODY MEETINGS

The last three Annual General Meetings were held as under:

Year	Date	Type of meeting	Venue	Time
2012-13	28.09.2013	Annual General Meeting	Auditorium of council for Leather Exports, Nawabganj, HBTI Campus, Kanpur.	01:00 P.M.
2013-14	20.09.2014	Annual General Meeting	Auditorium of council for Leather Exports, Nawabganj, HBTI Campus, Kanpur.	12:00 Noon
2014-15	29.09.2015	Annual General Meeting	Auditorium of council for Leather Exports, Nawabganj, HBTI Campus, Kanpur.	01:00 P.M

Details of Special Resolutions passed in the last three Annual General Meetings is given hereunder:

Date of Annual General Meeting	Particulars of Special Resolutions passed in the last three Annual General Meetings
20th September, 2014	Re-appointment of Mr. Irshad Mirza as Executive Chairman of the Company for the period of 3 years w.e.f. 01.10.2014.
	Re-appointment of Mr. Rashid Ahmed Mirza as Managing Director of the Company on increased remuneration for a period of 3 years w.e.f. 01.10.2014.
	Re-appointment of Mr. Shahid Ahmad Mirza, Mr. Tauseef Ahmad Mirza, Mr. Tasneef Ahmad Mirza, Mr. N.P. Upadhyay as Whole Time Directors of the Company on increased remuneration for the period of 3 years w.e.f. 01.10.2014.
	Re-appointment of Mr. Shuja Mirza as President (Marketing) of the Company for a period of 3 years w.e.f. 01.10.2014.
	Re-appointment of Mr. Faraz Mirza as President (Production) of the Company for a period of 3 years w.e.f. 01.10.2014.
	Increase in Borrowing powers and Creation of Charge on Company's Properties.
	Adoption of New Articles of Association of the Company.
	Keeping of Register of Members together with Index of Members at the office of Registrar and Share Transfer Agents of the Company.
	Entering into Related Party Transactions

**DETAILS OF RESOLUTIONS PASSED THROUGH POSTAL BALLOT PROCESS:**

During the year 2015-16, the Company passed the following resolutions through Postal Ballot pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 for the purposes as stated herein:

Special Resolutions	Votes cast in favour		Votes cast against	
	No. of Votes	%	No. of Votes	%
Approval of Scheme of Amalgamation of Genesisfootwear Enterprises Private Limited with Mirza International Limited	5785644	100	NIL	NIL
Amendment in Capital Clause of the Memorandum of Association	5785644	100	NIL	NIL

The above Special Resolutions were passed with the requisite majority. The procedure prescribed under Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 was duly followed for the Postal Ballot conducted for Special Resolutions mentioned above, Mr. Sanjay Kumar Gupta, Practicing Company Secretary (C.P. No. : 3324) was appointed as Scrutinizer for conducting the Postal Ballot exercise for aforesaid matters.

6. MEANS OF COMMUNICATION:

The Quarterly, Half Yearly and Annual Results are regularly submitted to the Stock Exchange(s) in accordance with the SEBI (LODR) Regulations, 2015 are generally published in The Financial Express (English) and Dainik Aaj (in Hindi). The information regarding the performance of the Company is shared with shareholders vide Annual Report. The Press Releases, Quarterly and Annual Results are also posted on the Company's website www.mirza.co.in.

7. GENERAL SHAREHOLDER INFORMATION:

➤ Annual General Meeting

- Date : 29th September, 2016
- Time : 01:00 P.M.
- Venue : Auditorium of Council for Leather Exports, HBTI, Nawabganj, Kanpur

➤ Financial Calendar (2016-17) (tentative)

Quarter	Date of Board Meeting
1st Quarter	Fourth week of July, 2016
2nd Quarter	Fourth week of October, 2016
3rd Quarter	Fourth week of January, 2017
4th Quarter	Fourth week of May, 2017

Book Closure Date: From 23rd September, 2016 to 29th September, 2016 (Both days inclusive)

Dividend Payment Date: 3rd October, 2016

LISTING ON STOCK EXCHANGES

The Company's shares are listed on the following Stock Exchanges and the Listing Fees have been paid to the Exchanges:

Name & Address of The Stock Exchanges	Stock Code/Script Code	ISIN Number for NSDL/CDSL
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	526642	INE771A01026
The National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051	MIRZAIN	INE771A01026

MARKET PRICE DATA:

The details of monthly High Low Price (s) of Shares of the Company on National Stock Exchange & monthly High Low Index of NIFTY are as given below:

Month	National Stock Exchange		NIFTY INDEX	
	High	Low	High	Low
April' 15	106.00	75.45	8844.80	8144.75
May' 15	90.90	76.00	8489.55	7997.15
June' 15	88.50	65.00	8467.15	7940.30
July' 15	135.80	75.00	8654.75	8321.75
August' 15	141.40	95.00	8621.55	7667.25
September' 15	113.90	85.05	8021.60	7539.50
October' 15	144.50	109.15	8336.30	7930.65
November' 15	145.00	112.15	8116.10	7714.15
December' 15	143.50	121.20	7979.30	7551.05
January' 16	138.40	99.75	7972.55	7241.50
February' 16	105.50	87.60	7600.45	6825.80
March' 16	104.65	87.95	7777.60	7035.10

The details of monthly High Low Price (s) of Shares of the Company on Bombay Stock Exchange & monthly High Low BSE Sensex are as given below:

Month	Bombay Stock Exchange		BSE Sensex	
	High	Low	High	Low
April' 15	106.00	75.75	29,094.61	26,897.54
May' 15	90.95	75.95	28,071.16	26,423.99
June' 15	88.40	61.20	27,968.75	26,307.07
July' 15	135.80	78.65	28,578.33	27,416.39
August' 15	141.50	95.10	28,417.59	25,298.42
September' 15	114.30	85.10	26,471.82	24,833.54
October' 15	144.50	109.30	27,618.14	26,168.71
November' 15	144.90	113.10	26,824.30	25,451.42
December' 15	143.50	121.50	26,256.42	24,867.73
January' 16	138.00	100.00	26,197.27	23,839.76
February' 16	105.60	87.50	25,002.32	22,494.61
March' 16	104.80	88.00	25,479.62	23,133.18

➤ REGISTRAR AND SHARE TRANSFER AGENT

KARVY COMPUTERSHARE PVT. LTD.
Karvy Selenium Tower B, Plot no. 31-32
Gachibowli Financial District,
Nanakaramguda , Hyderabad-500 032
Tel: +91-40-67161700
Fax: +91-40-67161680

➤ SHARE TRANSFER SYSTEM :

The Company is providing facilities of common agency for all the work related to share registry in terms of both physical and electronic at a single point by our Registrar & Share Transfer Agent i.e. Karvy Computershare Pvt. Ltd., Hyderabad. The Company submit a Compliance Certificate to the exchange duly signed by both the Compliance Officer of the Company and authorised representative of Registrar and Share Transfer Agent. Presently, the share transfers which are received in physical form are processed and the share certificates returned within a period of 15 days from the date of receipt, subject to the documents being valid and complete in all respects.

The Company obtains from a Company Secretary in Practice a half yearly Compliance Certificate of compliance with the share transfer formalities as required under 40(9) of SEBI (LODR) Regulations, 2015 and file a copy of the certificate with the Stock Exchanges.

**DISTRIBUTION SCHEDULE AS ON 31ST MARCH 2016:**

No. of equity shares	No of shareholders	% of shareholders	Amount	% Amount
up to 1 - 5000	25512	95.60	18524040.00	8.55
5001 - 10000	605	2.27	4556498.00	2.10
10001 - 20000	273	1.02	4155376.00	1.92
20001 - 30000	86	0.32	2183570.00	1.01
30001 - 40000	46	0.17	1644580.00	0.76
40001 - 50000	19	0.07	847658.00	0.39
50001 - 100000	59	0.22	4322234.00	2.00
100001 & above	84	0.31	180378044.00	83.27
Total	26684	100.00	216612000.00	100.00

SHAREHOLDING PATTERN AS ON 31ST MARCH 2016:

Category	Cases	Shares	% of holding
Banks	3	92485	0.09
Clearing Members	116	160505	0.15
Foreign Institutional Investor	4	317224	0.29
Foreign Portfolio Investors	7	352729	0.33
H U F	529	679658	0.63
Indian Financial Institutions	1	72813	0.07
Indian Mutual Funds	1	1000	0
Bodies Corporate	567	9891715	9.13
Mutual Funds	3	1246823	1.15
NBFC	4	17500	0.02
Non Resident Indians	355	724041	0.67
Company Promoters	21	76755981	70.87
Resident individuals	25072	17991026	16.61
Trusts	1	2500	0
	26684	108306000	100

DEMATERIALIZATION OF SHARES AND LIQUIDITY:

The break-up of 10,83,06,000 equity shares held in Physical and Dematerialised form as on March 31, 2016, is given below:

Particulars	No. of shares	Percentage
Physical Segment	922872	0.86
Demat Segment		
NSDL	98498003	90.94
CDSL	8885125	8.2
Total	108306000	100

OUTSTANDING GDRS /ADRS / WARRANTS OR ANY CONVERTIBLE INSTRUMENTS CONVERSION DATE AND LIKELY IMPACT ON EQUITY: Not applicable.**COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES**

Company use Forward Contracts for hedging the risk .

WORKS LOCATIONS OF THE COMPANY:

- Kanpur- Unnao Link Road, Magarwara, Unnao- 209 801 (Unit-1 & Tannery Division)
- Kanpur- Unnao Link Road, Sahjani, Unnao- 209 801 (Unit-2)
- Plot No. C-4, 5, 36 & 37, Sector-59, Noida-201 303 (Unit-3)
- UPSIDC Industrial Area , Site II, Unnao- 209 801 (Unit-5)
- Plot No. 1A, Ecotech-1, Extn. 1, Greater Noida – 201 303 (Unit-6)
- Plot No. 18-19, Nand Nagar Industrial Estate Phase-1 Mahuakhera Ganj, Kashipur (Uttarakhand) (Unit-8, 9)

ADDRESS FOR CORRESPONDENCE:

Shareholders correspondence should be addressed to our Registrar & Share Transfer Agents at the address mentioned above. Contact Persons: **Ms. Sravanthi Kodali** Ph. No. +91 040 6716 1653, Email id.: sravanthi.kodali@karvy.com Shareholders may also contact **Mr. Ankit Mishra, Company Secretary** at the Registered Office of the Company for any assistance Ph. No. 0512-2530775 Email id: ankit.mishra@redtapeindia.com. Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participant.

DISCLOSURES :

- There are no materially significant transactions made by the Company with its Promoters, Directors or Management, their subsidiaries or relatives etc. that may have a potential conflict with the interest of the Company at large. Transactions with the Related Parties are disclosed in Notes to the Accounts in the Annual Report.
- During the last three years, there were no strictures or penalties imposed by either SEBI or the Stock Exchanges or any other Statutory Authority for non-compliance of any matter related to the Capital Markets.
- The Company has adopted a Vigil Mechanism/ Whistle Blower Policy for developing a culture where it is safe for all Directors/Employees to raise concerns about any unacceptable practice and any event of misconduct. The Policy allows unrestricted access to all employees and other to approach the Audit Committee and there has been no instance during the year where any personnel has been denied access to the Audit Committee.
- The Company has complied with all mandatory requirements and adopted part of non-mandatory requirements of SEBI (LODR) Regulations, 2015.
- The Company does not have Subsidiary / Material Subsidiary. Further, a Policy on Related Party Transactions is posted on the website of the Company and is available at the web link <http://mirza.co.in/policy.html>.
- During the Financial Year ended on 31st March, 2016 the Company did not engage in commodity hedging activities.
- The Company has complied with all the requirement of Corporate Governance Report.
- The Company has presently not adopted certain non-mandatory requirements in regard to maintenance of Non Executive Chairman's Office, sending half-yearly declaration of financial performance to each household of shareholders and reporting of Internal Auditors directly to the Audit Committee. However, other non mandatory requirements viz. separate posts of the Chairman and Chief Executive Officer and regime of unqualified financial statements has generally been complied with.
- The Company has complied all the requirements of Regulation 17 to 27 and Clause (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (LODR) Regulations, 2015.

8. DETAILS OF SHAREHOLDERS SUSPENSE ACCOUNT

Aggregate Number of Shareholders in the Suspense Account lying as at 1st April, 2015	56
Aggregate Outstanding Shares in the Suspense Account lying at beginning of the year ended 1st April, 2015	112000
Number of Shareholders who approached issuer for transfer of shares from Suspense Account during the year ended 31st March, 2016	0
Number of Shareholders to whom shares were transferred from Suspense Account during the year ended 31st March, 2016	0
	56
Aggregate Number of Shareholders in the Suspense Account lying as at 31st March, 2016	56
Aggregate Outstanding Shares in the Suspense Account lying at 31st March, 2016	112000

Note: Voting Rights on these Shares shall remain frozen till the rightful owner of such shares claims the shares.



CERTIFICATE OF COMPLIANCE WITH CODE OF CONDUCT

As per SEBI (LODR) Regulations, 2015, all Board Members and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct for the Financial Year ended on 31st March, 2016.

For Mirza International Limited

Place: Kanpur
Date: 30.07.2016

Rashid Ahmed Mirza
Managing Director

CERTIFICATE ON CORPORATE GOVERNANCE

The Board of Director of
Mirza International Limited

We have examined the compliance of conditions of Corporate Governance by Mirza International Limited ("the Company") for the year ended 31st March, 2016 as stipulated in Para E of schedule V of SEBI (LODR) Regulations, 2015.

The Compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of Corporate Governance. It is neither an audit nor an expression of opinion on 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 Company has materially complied with the conditions of Corporate Governance as stipulated in the above Listing Regulation.

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

For K.N. SHRIDHAR & ASSOCIATES
Company Secretaries

(K. N. SHRIDHAR) FCS
PROPRIETOR
FCS No.: 3882
C.P.: 2612

Place: Kanpur
Date: May, 02, 2016

ANNEXURE V

Form No. MR-3 SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2016.

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

The Members,
Mirza International Limited
KANPUR

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Mirza International Limited (hereinafter called 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 information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, and our verification of books, papers, minute books, forms and returns filed and other records maintained by the company, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016, 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 :

- 1 We have examined the books, papers, minute, books, forms and returns filed and other records maintained by the company for the financial year ended on 31st March, 2016 according to the provisions of :
 - The Companies Act, 2013 (the Act) and the rules made thereunder;
 - The Securities contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
 - The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - Foreign Exchange Management Act, 1999 and the rules and regulation made thereunder to the extent of Foreign Direct Investment Overseas Direct Investment and External Commercial Borrowings;
 - The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) regulation, 2011:
 - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 :

- The securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009;
 - The Securities and Exchange Board of India (Registrars to an Issue And Share Transfer Agents) Regulation, 1993 regarding the Companies Act and dealing With client;
 - Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - The other regulations of the Securities and Exchange Board of India as may be applicable to the Company.
- 2 We have also examined compliance with the applicable clauses of the following:
 - Secretarial Standards issued by The Institute of Company Secretaries of India. The Company is maintaining Minutes Book as per the norms, as Stated in the SS-1 and SS-2;
 - The Listing Agreements entered into by the Company with BSE Limited and The National Stock Exchange of India Limited (hereinafter called as "Listing Agreement);

For the compliances of Labour Laws & other General Laws, our examination and reporting is based on the documents, records and files as produced and shown to us and the information and explanations as provided to us, by the officers and management of the company and to the best of our judgment and understanding of the applicability of the different enactments upon the Company, in our opinion there are adequate systems and processes exist in the Company to monitor and ensure compliance with applicable General laws and Labour Laws.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above, to the extent applicable.

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director. 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 notice is given to all directors to convene the Board Meeting, agenda (detailed notes on agenda were sent), and a system 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 and recorded as part of the minutes, it was found that most of the time it was unanimous but the name of proposer and seconder were given in the Minutes book.

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 to the extent applicable.

We further report that

During the audit period, the Hon'ble High Court of Allahabad has sanctioned Scheme of Amalgamation

of Genesisfootwear Enterprises Private Limited (Transferor Company) with the Company vide its order dated 15.12.2015. Pursuant to the scheme, Company has at its Board Meeting held on 18.02.2016, issued and allotted following shares to the shareholders of the transferor Company:

- 52 (fifty two) Equity Shares of ₹ 2 each, credited as fully paid, for every 100 (One hundred) Equity Shares of ₹ 2 each held in transferor company; and
- 40 (forty) 0% Compulsory Convertible Preference Shares (hereinafter referred to as "CCPS") of ₹ 2 each, credited as fully paid up, for every 100 (One hundred) Equity Shares of ₹ 2 each held in transferor company. One CCPS of ₹ 2 each shall be converted into Equity Shares of ₹ 2 each. CCPS shall be compulsory converted into equity shares on commencement of the next financial year immediately after the financial year, in which the equity shares is allotted.

For K.N. SHRIDHAR & ASSOCIATES
Company Secretaries

K.N. Shridhar
Proprietor
FCS No. 3882
C P No: 2612

Date : 30.05.2016
Place: Kanpur

ANNEXURE VI

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2016

[Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management & Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS

1	CIN	L19129UP1979PLC004821
2	Registration Date	05th September, 1979
3	Name of the Company	Mirza International Limited
4	Category/Sub-category of the Company	Public Company/ Limited by Shares
5	Address of the Registered office & contact details	14/6, Civil Lines, Kanpur-208 001 Website: www.mirza.co.in E-mail: ankit.mishra@redtapeindia.com Phone: 0512-2530775
6	Whether listed company	YES
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Karvy Computershare Private Limited Karvy Selenium Tower B Plot no. 31-32 Gachibowli Financial District, Nanakramguda, Hyderabad- 500 032 Tell: +914067162222, 33211000 Toll Free No.: 1800 425 8998 Fax: +914023420814

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacturing Finished Leather from Raw Hides, Wet Blue & Crust	151	11.51%
2	Manufacturing Finished Leather Shoes	152	88.17%

III. PARTICULARS OF HOLDING/SUBSIDIARY/ASSOCIATE COMPANY

S. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
NOT APPLICABLE					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1st April, 2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% change during the year	
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Shares		
A. Promoters										
(1) Indian										
a) Individual/ HUF	61155981	0	61155981	65.97	76755981	0	76755981	70.87	4.9	
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00	
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00	
d) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00	
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00	
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00	
Sub Total (A)(1)	61155981	0	61155981	65.97	76755981	0	76755981	70.87	4.9	
(2) Foreign										
(a) NRIs-Individual	0	0	0	0.00	0	0	0	0.00	0.00	
(b) Other-Individual	0	0	0	0.00	0	0	0	0.00	0.00	
(c) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00	
(d) Bank/FI	0	0	0	0.00	0	0	0	0.00	0.00	
(e) Any Other	0	0	0	0.00	0	0	0	0.00	0.00	
Total shareholding of Promoter (A)(1)+(A)(2)	61155981	0	61155981	65.97	76755981	0	76755981	70.87	4.9	



Category of Shareholders	No. of Shares held at the beginning of the year [As on 1st April, 2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% change during the year	
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Shares		
B. Public Shareholding										
1. Institutions										
a) Mutual Funds	4500	1000	5500	0.01	1246823	1000	1247823	1.15	1.14	
b) Banks / FI	132222	0	132222	0.14	165298	0	165298	0.15	0.01	
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00	
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00	
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00	
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00	
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00	
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00	
i) Foreign Portfolio Investor	0	0	0	0.00	669953	0	669953	0.62	0.62	
j) Others (specify)	0	0	0	0.00	0	0	0	0	0.00	
Sub-total (B)(1):-	136722	1000	137722	0.15	2082074	1000	2083074	1.92	1.77	
2. Non-Institutions										
a) Bodies Corp.	9649918	8500	9658418	10.42	9883215	8500	9891715	9.13	(1.29)	
b) Individuals										
i) Individual shareholders holding nominal share capital up to ₹ 2 lakh	16408365	933867	17342232	18.71	15052787	913372	15966159	14.74	(3.97)	
ii) Individual shareholders holding nominal share capital in excess of ₹2 lakh	2695775	0	2695775	2.91	2704525	0	2704525	2.50	(0.41)	
NBFC Regd with RBI	0	0	0	0.00	17500	0	17500	0.02	0.02	
c) Others (specify)										
Trusts	2500	0	2500	0.00	2500	0	2500	0.00	0	
Non Resident Indians	934974	0	934974	1.01	724041	0	724041	0.67	(0.34)	
Clearing Members	778398	0	778398	0.84	160505	0	160505	0.15	(0.69)	
Sub-total (B)(2)	30469930	942367	31412297	33.88	28545073	921872	29466945	27.21	(6.67)	
Total Public Shareholding (B)=(B)(1)+(B)(2)	30606652	943367	31550019	34.03	30627147	922872	31550019	29.13	(4.9)	
C. Shares held by Custodian for GDRs & ADRs										
	-	-	-	-	-	-	-	-	-	
Grand Total (A+B+C)	91762633	943367	92706000	100.00	107383128	922872	108306000	100.00	0.00	

ii) Shareholding of Promoter

S. No.	Shareholder's Name	Shareholding at the beginning of the year As on 01.04.2015			Shareholding at the end of the year As on 31.03.2016			% change in Shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Yasmin Mirza	11300850	12.19	0	11300850	10.43	0	-1.76
2	Tasneef Ahmad Mirza	7728650	8.34	0	10068650	9.30	0	0.96
3	Tauseef Ahmad Mirza	6944000	7.49	0	10844000	10.01	0	2.52
4	Irshad Mirza	7793541	8.41	0	7793541	7.20	0	-1.21
5	Rashid Ahmed Mirza	4413200	4.76	0	8313200	7.68	0	2.92
6	Shahid Ahmad Mirza	4295750	4.63	0	5855750	5.41	0	0.78
7	Faraz Mirza	3418940	3.69	0	4198940	3.88	0	0.19
8	Jamil Ara Begum	3397450	3.66	0	3397450	3.14	0	-0.52
9	Fauzia Mirza	3008450	3.25	0	3008450	2.78	0	-0.47
10	Huma Mirza	2079800	2.24	0	2859800	2.64	0	0.40
11	Mariya Tarannum Khan	1000000	1.08	0	1000000	0.92	0	-0.16
12	Wasia Urooj Khan	1000000	1.08	0	1000000	0.92	0	-0.16
13	Iram Mirza	939500	1.01	0	939500	0.87	0	-0.14
14	Hiba Mirza	750000	0.81	0	750000	0.69	0	-0.12
15	Sara Mirza	750000	0.81	0	750000	0.69	0	-0.12
16	Faiza Mirza	566850	0.61	0	566850	0.52	0	-0.09
17	Farzan Mirza	500000	0.54	0	500000	0.46	0	-0.08
18	Mustafa Mirza	500000	0.54	0	500000	0.46	0	-0.08
19	Amaan Mirza	447000	0.48	0	447000	0.41	0	-0.07
20	Yusra Mirza	322000	0.35	0	322000	0.30	0	-0.05
21	Shuja Mirza	-	-	-	2340000	2.16	0	2.16

iii) Change in Promoters' Shareholding

S. No.	Shareholders name	Shareholding at the beginning of the year as on 1st April, 2015		Date	Reason	Increase/Decrease in Shareholding No. of shares	Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the Company				No. of shares	% total shares of the Company
1	Rashid Ahmed Mirza	4413200	4.76	18/02/2016	Allotment pursuant to Scheme of Amalgamation	3900000	8313200	7.68
2	Shahid Ahmad Mirza	4295750	4.63	18/02/2016	Allotment pursuant to Scheme of Amalgamation	1560000	5855750	5.41
3	Tauseef Ahmad Mirza	6944000	7.49	18/02/2016	Allotment pursuant to Scheme of Amalgamation	3900000	10844000	10.01
4	Tasneef Ahmad Mirza	7728650	8.34	18/02/2016	Allotment pursuant to Scheme of Amalgamation	2340000	10068650	9.30
5	Huma Mirza	2079800	2.24	18/02/2016	Allotment pursuant to Scheme of Amalgamation	780000	2859800	2.64
6	Faraz Mirza	3418940	3.69	18/02/2016	Allotment pursuant to Scheme of Amalgamation	780000	4198940	3.88
7	Shuja Mirza	NIL	N/A	18/02/2016	Allotment pursuant to Scheme of Amalgamation	2340000	2340000	2.16

iv) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	Name	Shareholding at the beginning of the year as on 1st April, 2015		Date	Increase or decrease in shareholding (sold/purchase)	Cumulative Shareholding during the year 01-04-15 to 31-03-16	
		No. of shares	% of total shares of Company			No. of Shares	% of total shares of the company
1.	INDO THAI SECURITIES LTD	357600	0.39			357600	0.39
				03/04/2015	4500	362100	0.39
				10/04/2015	-307490	54610	0.06
				17/04/2015	-54610	0	0.00
				01/05/2015	12700	12700	0.01
				08/05/2015	-12700	0	0.00
				22/05/2015	5159	5159	0.01
				29/05/2015	-5159	0	0.00
				12/06/2015	2557	2557	0.00
				19/06/2015	-2557	0	0.00
				03/07/2015	370000	370000	0.40
				10/07/2015	-370000	0	0.00
				17/07/2015	3700	3700	0.00
				24/07/2015	-3700	0	0.00
				31/07/2015	2415	2415	0.00
				07/08/2015	-2415	0	0.00
				14/08/2015	6810	6810	0.01
				21/08/2015	16112	22922	0.02
				28/08/2015	-22922	0	0.00
				30/09/2015	200	200	0.00
				02/10/2015	-200	0	0.00
				11/12/2015	100	100	0.00
				18/12/2015	-100	0	0.00
				01/01/2016	250	250	0.00
				08/01/2016	-250	0	0.00
				22/01/2016	1000	1000	0.00
				29/01/2016	-1000	0	0.00
				31/03/2016		0	0.00
2	NIDHI LODHA	327714	0.35	31/03/2015			
				10/04/2015	-3857	323857	0.35
				17/04/2015	-3250	320607	0.35



S. No.	Name	Shareholding at the beginning of the year as on 1st April, 2015		Date	Increase or decrease in shareholding (sold/ purchase)	Cumulative Shareholding during the year 01-04-15 to 31-03-16	
		No. of shares	% of total shares of Company			No. of Shares	% of total shares of the company
				24/04/2015	10500	331107	0.36
				08/05/2015	7500	338607	0.37
				15/05/2015	26546	365153	0.39
				22/05/2015	21000	386153	0.42
				05/06/2015	100000	486153	0.52
				12/06/2015	9000	495153	0.53
				19/06/2015	4600	499753	0.54
				26/06/2015	3244	502997	0.54
				10/07/2015	10000	512997	0.55
				17/07/2015	-40000	472997	0.51
				24/07/2015	-43875	429122	0.46
				31/07/2015	-28500	400622	0.43
				07/08/2015	-28800	371822	0.40
				14/08/2015	-5000	366822	0.40
				21/08/2015	-19050	347772	0.38
				28/08/2015	-5000	342772	0.37
				11/09/2015	14500	357272	0.39
				18/09/2015	2000	359272	0.39
				25/09/2015	1000	360272	0.39
				02/10/2015	-1500	358772	0.39
				16/10/2015	-2000	356772	0.39
				23/10/2015	-5000	351772	0.38
				20/11/2015	-20000	331772	0.36
				27/11/2015	-2000	329772	0.36
				04/12/2015	-7000	322772	0.35
				31/12/2015	-1000	321772	0.35
				08/01/2016	-1000	320772	0.04
				31/03/2016		320772	0.30
3.	PACE STOCK BROKING SERVICES PVT LTD	386261	0.42	31/03/2015			
				03/04/2015	-448	385813	0.42
				10/04/2015	-90051	295762	0.32
				17/04/2015	8200	303962	0.33
				24/04/2015	-251648	52314	0.06
				01/05/2015	1272	53586	0.06
				08/05/2015	-5693	47893	0.05
				15/05/2015	2050	49943	0.05
				22/05/2015	-850	49093	0.05
				29/05/2015	6000	55093	0.06
				05/06/2015	-2121	52972	0.06
				12/06/2015	-3150	49822	0.05
				19/06/2015	-2086	47736	0.05
				26/06/2015	-21993	25743	0.03
				30/06/2015	-4272	21471	0.02
				03/07/2015	-850	20621	0.02
				10/07/2015	50181	70802	0.08
				17/07/2015	-51174	19628	0.02
				24/07/2015	-6520	13108	0.01

S. No.	Name	Shareholding at the beginning of the year as on 1st April, 2015		Date	Increase or decrease in shareholding (sold/purchase)	Cumulative Shareholding during the year 01-04-15 to 31-03-16	
		No. of shares	% of total shares of Company			No. of Shares	% of total shares of the company
				31/07/2015	-2975	10133	0.01
				07/08/2015	390	10523	0.01
				14/08/2015	5080	15603	0.02
				21/08/2015	-4870	10733	0.01
				28/08/2015	4554	15287	0.02
				04/09/2015	1879	17166	0.02
				11/09/2015	750	17916	0.02
				18/09/2015	-628	17288	0.02
				25/09/2015	-3940	13348	0.01
				30/09/2015	-631	12717	0.01
				02/10/2015	-3942	8775	0.01
				09/10/2015	-2150	6625	0.01
				16/10/2015	3850	10475	0.01
				23/10/2015	-875	9600	0.01
				30/10/2015	-897	8703	0.01
				06/11/2015	530	9233	0.01
				13/11/2015	-550	8683	0.01
				20/11/2015	-1802	6881	0.01
				27/11/2015	-87	6794	0.01
				04/12/2015	1789	8583	0.01
				11/12/2015	3701	12284	0.01
				18/12/2015	897	13181	0.01
				25/12/2015	-647	12534	0.01
				31/12/2015	10740	23274	0.03
				01/01/2016	100	23374	0.03
				08/01/2016	-6462	16912	0.02
				15/01/2016	300	17212	0.02
				22/01/2016	-4650	12562	0.01
				29/01/2016	1700	14262	0.02
				05/02/2016	-6750	7512	0.01
				12/02/2016	-121	7391	0.01
				19/02/2016	671	8062	0.01
				26/02/2016	1000	9062	0.01
				04/03/2016	-3448	5614	0.01
				11/03/2016	-600	5014	0.01
				18/03/2016	1600	6614	0.01
				25/03/2016	-100	6514	0.01
				31/03/2016	-2951	3563	0.00
4	INDO THAI SECURITIES LTD	321657	0.35	31/03/2015			
				03/04/2015	81756	403413	0.44
				10/04/2015	64032	467445	0.50
				17/04/2015	5867	473312	0.51
				24/04/2015	-99409	373903	0.40
				01/05/2015	43729	417632	0.45
				08/05/2015	-13386	404246	0.44
				15/05/2015	-20500	383746	0.41
				22/05/2015	-10940	372806	0.40
				29/05/2015	-13752	359054	0.39



S. No.	Name	Shareholding at the beginning of the year as on 1st April, 2015		Date	Increase or decrease in shareholding (sold/ purchase)	Cumulative Shareholding during the year 01-04-15 to 31-03-16	
		No. of shares	% of total shares of Company			No. of Shares	% of total shares of the company
				05/06/2015	-153893	205161	0.22
				12/06/2015	159807	364968	0.39
				19/06/2015	41657	406625	0.44
				26/06/2015	73807	480432	0.52
				30/06/2015	550	480982	0.52
				03/07/2015	-317759	163223	0.18
				10/07/2015	356599	519822	0.56
				17/07/2015	214087	733909	0.79
				24/07/2015	-237387	496522	0.54
				31/07/2015	-40565	455957	0.49
				07/08/2015	-127016	328941	0.36
				14/08/2015	77075	406016	0.44
				21/08/2015	-383016	23000	0.03
				28/08/2015	-22800	200	0.00
				11/09/2015	200	400	0.00
				30/09/2015	-200	200	0.00
				10/09/2015	1100	1300	0.00
				16/10/2015	-50	1250	0.00
				23/10/2015	207	1457	0.00
				06/11/2015	500	1907	0.00
				13/11/2015	349	1558	0.00
				20/11/2015	1300	2858	0.00
				27/11/2015	-707	2151	0.00
				04/12/2015	-500	1651	0.00
				11/12/2015	400	2051	0.00
				25/12/2015	-1000	1051	0.00
				31/12/2015	28204	29255	0.03
				01/01/2016	-250	29005	0.031
				08/01/2016	-12943	16062	0.02
				15/01/2016	463	16255	0.02
				22/01/2016	-3063	13462	0.01
				05/02/2016	620	14082	0.02
				12/02/2016	30	14112	0.02
				19/02/2016	-50	14062	0.01
				25/03/2016	299	14361	0.01
				31/03/2016	-1500	12861	0.01
5.	KITSON ENTERPRISES PVT. LTD.	535000	0.58	31/03/2015			
				31/03/2016		535000	0.49
6.	AARTIE SUNIL ANANDPARA	654000	0.71	31/03/2015			
				31/07/2015	-170000	484000	0.52
				14/08/2015	49969	533969	0.58
				21/08/2015	-53076	480893	0.52
				09/04/2015	-480893	0	0.00
				09/10/2015	5868	5868	0.01
				04/12/2015	821	6689	0.01
				31/03/2016		6689	0.01

S. No.	Name	Shareholding at the beginning of the year as on 1st April, 2015		Date	Increase or decrease in shareholding (sold/purchase)	Cumulative Shareholding during the year 01-04-15 to 31-03-16	
		No. of shares	% of total shares of Company			No. of Shares	% of total shares of the company
7	KOTAK MAHINDRA INVETMENT LTD.	930000	1.00	31/03/2015			
				10/04/2015	-80000	850000	0.92
				17/04/2015	5000	855000	0.92
				15/05/2015	-855000	0	0.00
				31/03/2016		0	0.00
8	LUKE SECURITIES PRIVATE LIMITED	500000	0.54	31/03/2015			
				31/03/2016		500000	0.46
9	EDEL WEISS SECURITIES LTD.	315501	0.34	31/03/2015			
				17/04/2015	-885	314616	0.34
				24/04/2015	5382	319998	0.35
				01/05/2015	3674	323672	0.35
				19/06/2015	9854	333526	0.36
				26/06/2015	-40214	293312	0.32
				03/07/2015	4087	297399	0.32
				10/07/2015	3605	301004	0.33
				17/07/2015	4940	305944	0.33
				24/07/2015	-46962	258982	0.28
				31/07/2015	-2231	256751	0.28
				07/08/2015	7953	264704	0.29
				14/08/2015	870	265574	0.29
				21/08/2015	-83562	182012	0.20
				28/08/2015	-13612	168400	0.18
				04/09/2015	-4098	164302	0.18
				11/09/2015	5901	170203	0.18
				18/09/2015	-27099	143104	0.15
				25/09/2015	9199	152303	0.16
				30/09/2015	-90	152213	0.16
				02/10/2015	-236	151977	0.16
				9/10/2015	-10820	141157	0.15
				16/10/2015	-447	140710	0.15
				23/10/2015	8103	148813	0.16
				30/10/2015	6024	154837	0.17
				06/11/2015	-972	153865	0.17
				13/11/2015	3605	157470	0.17
				20/11/2015	2028	159498	0.17
				27/11/2015	-1664	157834	0.17
				04/12/2015	-4523	153311	0.17
				11/12/2015	6266	159577	0.17
				18/12/2015	-4348	155229	0.17
				25/12/2015	-679	154550	0.17
				31/12/2015	-177	154373	0.17
				08/01/2016	1343	155716	0.17
				15/01/2016	-3479	152237	0.16
				22/01/2016	19994	172231	0.19
				29/01/2016	-12832	159399	0.17



S. No.	Name	Shareholding at the beginning of the year as on 1st April, 2015		Date	Increase or decrease in shareholding (sold/ purchase)	Cumulative Shareholding during the year 01-04-15 to 31-03-16	
		No. of shares	% of total shares of Company			No. of Shares	% of total shares of the company
				05/02/2016	3879	163278	0.18
				12/02/2016	7553	170831	0.18
				19/02/2016	2329	173160	0.16
				26/02/2016	-19640	153520	0.14
				04/03/2016	23799	177319	0.16
				11/03/2016	22418	199737	0.18
				18/03/2016	-12224	187513	0.17
				31/03/2016	-16990	170523	0.16
10	PERPETUAL ENTERPRISES PVT. LTD.	525000	0.57	31/03/2015			
				15/01/2016	-525000	0	0.49
				31/03/2016		0	0.00

v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Name of Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year (01-04-15 to 31-03-16)			
		No. of shares	% of total shares of the company	Date	Increase/decrease in shareholding	No. of shares	% of total shares of the company
1	Irshad Mirza (Chairman)	7793541	8.41	-	-	-	7.20
2	Rashid Ahmed Mirza (Managing Director)	4413200	4.76	18/02/2016	3900000 (Pursuant to Scheme of Amalgamation)	8313200	7.68
3	Shahid Ahmad Mirza (Whole Time Director)	4295750	4.63	18/02/2016	1560000 (Pursuant to Scheme of Amalgamation)	5855750	5.41
4	Tauseef Ahmad Mirza (Whole Time Director)	6944000	7.49	18/02/2016	3900000 (Pursuant to Scheme of Amalgamation)	10844000	10.01
5	Tasneef Ahmad Mirza (Whole Time Director)	7728650	8.34	18/02/2016	2340000 (Pursuant to Scheme of Amalgamation)	10068650	9.30
6	N.P. Upadhyay (Whole Time Director)	0	0	0	0	0	0
7	Ankit Mishra (Company Secretary)	0	0	0	0	0	0

v) INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	651712553.00	-	-	651712553.00
ii) Interest due but not paid	5767965.00	-	-	5767965.00
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	657480518.00	-	-	657480518.00
Change in Indebtedness during the financial year				
* Addition	119046670.00	-	-	119046670.00
* Reduction	347375899.00	-	-	347375899.00
Net Change	(228329229.00)	-	-	(228329229.00)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the end of the financial year				
i) Principal Amount	429151289.00	-	-	429151289.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	429151289.00	-	-	429151289.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Chairman, Managing Director & Whole-time Directors:

(₹ in Lakh)

S. No.	Particulars of Remuneration	Mr. Irshad Mirza (Chairman)	Name of MD/WTD/ Manager				
			Mr. Rashid Ahmed Mirza (Managing Director)	Mr. Shahid Ahmad Mirza (Whole Time Director)	Mr. Tauseef Ahmad Mirza (Whole Time Director)	Mr. Tasneef Ahmad Mirza (Whole Time Director)	Mr. N.P Upadhyaya (Whole Time Director)
1	Gross salary						
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	216.00	180.00	204.00	180.00	39.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	3.05	-	1.16	1.66	1.04	0.39
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-	-
2	Stock Option	-	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-	-
4	Commission						
	- as % of profit						
	- others, specify...	-	-	-	-	-	-
5	Others, please specify	-	-	-	-	-	-
	Total (A)	3.05	216.00	181.16	205.66	181.04	39.39
	Ceiling as per the Act (₹ In Lakh)		(Being 10% of the net profits of the Company calculated as per Section 198 of Companies Act, 2013) ₹ 1256.30 Lakh				

B. Remuneration to other Directors

(₹ in Lakh)

S. No.	Particulars of Remuneration	Name of Directors						
		Mr. Sudhindra Kumar Jain	Mr. Islamul Haq	Mr. Q. N. Salam	Mr. P. N. Kapoor	Dr. Yashvir Singh	Mr. Subhash Sapra	Mrs. Vinita Kejriwal
1	Independent Directors							
	Fee for attending board/committee meetings	0.70	0.50	0.50	0.70	0.70	0.40	0.50
	Commission	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-
	Total (1) (₹ in Lakh)	0.70	0.50	0.50	0.70	0.70	0.40	0.50
2	Other Non-Executive Directors							
	Fee for attending board committee meetings	-	-	-	-	-	-	-
	Commission	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-	-
	Total (B)=(1+2)	0.70	0.50	0.50	0.70	0.70	0.40	0.50
	Total Managerial Remuneration (₹ in Lakh)				830.30			
	Overall Ceiling as per the Act (₹ in Lakh)		(Being 11% of the net profit of the Company calculated as per sec 198 of the Companies Act, 2013)					1381.93

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL (OTHER THAN MD/MANAGER/WTD)**

S. No.	Particulars of Remuneration	Key Managerial Personnel (Amt in ₹)		
		Mr. D. C. Pandey, Company Secretary (Upto January 31, 2016)	Mr. Ankit Mishra, Company Secretary (w.e.f. March 15, 2016)	Mr. Irshad Mirza, CFO
1	Gross salary (₹ in Lakh)			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	11,54,000	26,613/-	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	304761
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity			
4	Commission	0	0	0
	- as % of profit others, specify...			
5	Others, please specify	0	0	0
	Total	11,54,000	26,613	304617

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
		Penalty			
		Punishment			
		Compounding			
B. DIRECTORS					
		Penalty			
		Punishment			
		Compounding			
C. OTHER OFFICERS IN DEFAULT					
		Penalty			
		Punishment			
		Compounding			

NIL

Annexure VII

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 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	Nil
(e)	Justification for entering into such contracts or arrangements or transactions	(All contracts or arrangements or transactions with related parties are at arm's length basis).
(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
(b)	Nature of contracts/arrangements/transactions	Purchase of Footwear and other Component, Jobwork & sale of Leather
(c)	Duration of the contracts / arrangements/ transactions	For a period of one year w.e.f. 01.04.2015
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Purchase of Footwear and other Component, Jobwork & sale of Leather aggregating ₹ 152.77 crore
(f)	Date(s) of approval by the Board	29.05.2015
(g)	Amount paid as advances, if any	-



INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF
MIRZA INTERNATIONAL LIMITED

Report on the Financial Statement

We have audited the accompanying standalone financial statements of Mirza International Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management Responsibility For The Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters, which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its profit and its cash flows for the year ended on that date.

Other Matter

We did not audit the financial statements of Unit 8 and Unit 9 situated at Plot No 18 & 19, Nandnagar Industrial Estate, Kashipur included in the standalone financial statements of the Company whose financial statements reflect total assets of ₹ 4019.67 Lakh as at 31st March, 2016 and total revenues of ₹ 9362.38 Lakh for the year ended on that date, as considered in the standalone financial statements. The branch auditor, whose reports have been furnished to us, have audited the financial statements of these units and our opinion in so far as it relates to the amounts and disclosures included in respect of these branches, is based solely on the report of such branch auditors. Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

- As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure-A" a statement on the matters specified in the paragraph 3 and 4 of the Order.
- As required by Section 143 (3) of the Act, 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.
 - 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 Reports on the accounts of the Unit 8 & 9 of the Company, audited under section 143 (8) of the Act by Branch Auditor has been sent to us and have been properly dealt with by us in preparing this Report.
- d) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- e) In our opinion, the aforesaid standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- f) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- g) 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**”.
- h) 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, 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 financial statements as referred to in Note 28 to the financial statements.
- (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Khamesra Bhatia & Mehrotra

Chartered Accountants

FRN: 001410C

CA Anand Saxena

(Partner)

M No. : 075801

Place: Kanpur

Date: 30/05/2016



Annexure 'A' to Independent Auditors' Report

The "Annexure A" referred to in paragraph 'Report on Other Legal and Regulatory Requirements' of our report on the Standalone Financial Statements for the year ending 31st March 2016.

According to the information & explanation given to us and based on our examination of records, we report that:

1. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets;
- b) These Fixed Assets of the Company have been physically verified by the management, using a regular program of verification by rotation, at reasonable intervals. No material discrepancies were noticed on such physical verification
- c) The title deeds of immovable properties are held in the name of the Company, except in the following cases

In case of land:-

Total number of cases 7, where leasehold are 2 and freehold are 5

Gross block 1073.23 Lakh and net block 1031.51 Lakh, (as at Balance Sheet date)

Remarks: In all the above cases the Mutation is pending to be done in the name of the company. Titles are lying, either in the name of erstwhile firm converted in to Genesisfootwear Enterprises Private Limited & then amalgamated in the company in this year or in the old names of the company.

2. The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification.
3. The Company had not granted any loans, secured or unsecured, to any companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company.
4. The company has complied with the provisions of Section 185 and 186 of the Act as applicable in respect of loans, investments, guarantees, and security.
5. The Company has not accepted any deposits from the public.
6. 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.

7. a) The Company is regular in depositing undisputed statutory dues including 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 & there is no arrears of outstanding statutory dues as on the last day of the financial year concerned for a period more than six months from the date they became payable.
- b) The dues outstanding of, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, CESS on account of any dispute, are as follows:

Name of the Statute	Nature of Dues	Amount (₹ in Lakh)	Financial Year to which the amount relates	Forum where dispute is pending
Value Added Tax	Entry Tax	4.06	1999-2000	Hon'ble High Court, Allahabad
Value Added Tax	Entry Tax	9.85	2000-2001 2003-2004 2004-2005	Hon'ble Supreme Court
Income Tax Act	Tax Deducted at Source	31.81	2012-13	CIT (Appeals), Kanpur
Value Added Tax (UPVAT)	Value Added Tax	74.34 43.15 61.33	2008-2009, 2009-2010, 2010-2011	Joint Commissioner (Corporate Cell 2), Kanpur
Value Added Tax (GVAT)	Value Added Tax	30.68	2010-2011	Deputy Commissioner (Appeal), Ahmedabad
Value Added Tax (WBVAT)	Value Added Tax	2.48	2011-2012	West Bengal Commercial Appellant Revision Board, Kolkata
Value Added Tax (KVAT)	Value Added Tax	3.44	2012-2013	Deputy Commissioner (Appeals-II) Ernakulam, Kerala
Service Tax	Service Tax	2.77	2004-2005 2005-2006	Commissioner (Appeals) Central Excise & Service Tax, Kanpur
Service Tax	Service Tax	17.05	2009-2010	Additional Commissioner of Service Tax, Kanpur

8. We are of the opinion that the Company has not defaulted in repayment of dues to any bank. Further, the Company does not have any debentures and loan from financial institution or government
9. The Company has not raised any money by way of initial public offer/further public offer (including debt instruments). However the term loans raised by the company during the year has been applied for the purpose for which they were raised.

10. No fraud on or by the Company has taken place or reported during the year.
11. The Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
12. The company is not a nidhi company. Therefore, the provisions of clause 3 (xii) of the order are not applicable to the company.
13. All transactions with related parties are in compliance with sections 177 and 188 of Act where applicable and the details have been disclosed in the financial statements etc. as required by the applicable accounting standards.
14. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
15. The company has not entered into any non-cash transactions with directors or persons connected with him.
16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Khamesra Bhatia & Mehrotra

Chartered Accountants

FRN: 001410C

CA Anand Saxena

(Partner)

M No. : 075801

Place: Kanpur

Date: 30/05/2016



Annexure 'B' to the Independent Auditor's Report

OF EVEN DATE ON THE FINANCIAL STATEMENTS OF MIRZA INTERNATIONAL LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

To the Members of Mirza International Limited

We have audited the internal financial controls over financial reporting of Mirza International Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management 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 the 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 Company's internal financial controls over financial reporting 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") and the Standards on Auditing as specified under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 judgement, 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.

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 authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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, 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, 2016, 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.

Explanatory paragraph

We also have audited, in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act, the financial statements of Company, which comprise the Balance Sheet as at March 31, 2016, and the related Statement of Profit and Loss and Cash Flow Statement for the year then

ended, and a summary of significant accounting policies and other explanatory information, and our report dated May 30, 2016 expressed an unqualified opinion thereon.

For Khamesra Bhatia & Mehrotra

Chartered Accountants
FRN: 001410C

CA Anand Saxena

(Partner)
M No. : 075801

Place: Kanpur
Date: 30/05/2016



Balance Sheet

(₹ in Lakh)

	Note	As at 31 March, 2016	As at 31 March, 2015
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	1	2406	1854
(b) Reserves and surplus	2	42156	29397
2 Non-current liabilities			
(a) Long-term borrowings	3	2769	3097
(b) Deferred tax liabilities (Net)	4	1491	1172
(c) Other Long term liabilities	5	513	427
(d) Long-term provisions	6	822	787
3 Current liabilities			
(a) Short-term borrowings	7	16274	15253
(b) Trade payables	8	5578	8278
(c) Other current liabilities	9	2889	4627
(d) Short-term provisions	10	942	799
TOTAL		75840	65691
II. ASSETS			
1 (a) Fixed assets	11		
(i) Tangible assets		33632	30766
(ii) Capital work-in-progress		852	278
(b) Non-current investments	12	58	70
(c) Long-term loans and advances	13	495	463
2 Current assets			
(a) Inventories	14	26299	22521
(b) Trade receivables	15	6342	4333
(c) Cash and cash equivalents	16	1145	576
(d) Short-term loans and advances	17	667	572
(e) Other current assets	18	6350	6112
TOTAL		75840	65691
Notes to the Financial Statements	1-37		
Significant Accounting Policies	38		

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 001410C

CA Anand Saxena

Partner

M.No. 075801

Irshad Mirza

Chairman

V. T. Cherian

Chief Financial Officer

Ankit Mishra

Company Secretary

N. P. Upadhyay

Tasneef Ahmad Mirza

Shahid Ahmad Mirza

Tauseef Ahmad Mirza

Q. N. Salam

P. N. Kapoor

Islam-UI-Haque

Sudhindra Kumar Jain

Yashvir Singh

Subhash Sapra

Directors

Place : Kanpur

Date : May 30, 2016

Statement of Profit and Loss

(₹ in Lakh)

	Note	For the year ended 31 March 2016	For the year ended 31 March 2015
I. Revenue from operations	19	92575	91834
II. Other income	20	297	65
III. Total Revenue (I + II)		92872	91899
IV. Expenses:			
Cost of materials consumed	21	37715	36705
Purchases of Stock-in-Trade		15977	20830
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	22	(3331)	(2711)
Employee benefits expense	23	5941	4573
Finance costs	24	3187	3929
Depreciation and amortization expense	25	2583	2462
Other expenses	26	19218	18239
Total Expenses		81290	84027
V. Profit before tax (III-IV)		11582	7872
VI. Tax expense:			
(1) Current tax		3456	2573
(2) Deferred tax		317	183
VII. Profit for the Year (V-VI)		7809	5116
VIII. Earnings per equity share (₹):	27	7.21	5.52
(Basic & Diluted)			
Notes to the Financial Statements	1-37		
Significant Accounting Policies	38		

The Notes referred to above form an integral part of the Financial Statements.

This is the Statement of Profit & Loss referred to in our report of even date attached.

For Khamesra Bhatia & Mehrotra

Chartered Accountants
FRN 001410C

CA Anand Saxena
Partner
M.No. 075801

Irshad Mirza
Chairman

V. T. Cherian
Chief Financial Officer

Ankit Mishra
Company Secretary

N. P. Upadhyay
Tasneef Ahmad Mirza
Shahid Ahmad Mirza
Tauseef Ahmad Mirza
Q. N. Salam
P. N. Kapoor
Islam-UI-Haque
Sudhindra Kumar Jain
Yashvir Singh
Subhash Sapra

Directors

Place : Kanpur
Date : May 30, 2016



Cash Flow Statement

(₹ in Lakh)

	For the year ended 31 March 2016	For the year ended 31 March 2015
(A) CASH FROM OPERATING ACTIVITIES		
Net Profit before Tax & Extra-ordinary Items	11582	7872
Adjustments For		
Add :		
Loss on sale of Fixed Assets	(1)	145
Depreciation	2583	2462
Interest	3187	3929
Preliminary Expenses Written Off	2	0
	5771	6536
Less :		
Interest Income	212	21
Income from Govt. Grant	30	20
Operating Profit before Working Capital Changes	17111	14367
Adjustments For		
Trade & other Receivables	870	(131)
Inventory	(2448)	(3366)
Trade Payables	(3117)	1296
Others	(332)	330
Cash Generated from Operations	12084	12496
Direct Taxes Paid	(3056)	(2762)
Net Cash generated from Operating Activity	9028	9734
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(4558)	(6154)
Sales of Fixed Assets	107	202
Interest Received	212	21
Sale of Investment	12	0
Government Grant Received	0	38
Net Cash used in Investing Activities	(4227)	(5893)

Cash Flow Statement

(₹ in Lakh)

	For the year ended 31 March 2016	For the year ended 31 March 2015
(C) CASH FLOW FROM FINANCING ACTIVITIES		
Dividend Paid	(463)	(459)
Dividend Tax Paid	(94)	(79)
Short Term Borrowing	1056	898
Proceeds from Long Term Borrowings	1097	2012
Repayment of Term Loan Borrowings	(3474)	(2343)
Interest paid	(3187)	(3929)
Net cash used in financing activities	(5065)	(3900)
Net Increase/(Decrease) in Cash & Equivalents	(264)	(59)
Cash & Equivalents as on 01/04/2015 (Opening Balance)	576	635
Add: Pursuant to Scheme of Amalgamation (Refer Note No. 33)	833	
Cash & Equivalents as on 31/03/2016 (Closing Balance)	1145	576

Notes :

- 1 An amount of ₹ 833 Lakh relates to cash and cash equivalents balances with the transferor company on the date of it becoming part of the company, consequent to Scheme of Amalgamation.
- 2 The Scheme of Amalgamation does not involve any cash outflow, since the consideration to the shareholders of the transferor company were through issue of equity/Preference shares. (Refer Note No. 33)

Notes on Financial Statements: Note No. 1-37 ; Significant Accounting Policies Note No. 38

The notes referred to above from an integral part of Financial Statement.

This is the cash statement referred to in our Report of even date attached.

For Khamesra Bhatia & Mehrotra

Chartered Accountants

FRN 001410C

CA. Anand Saxena

Partner
M.No. 075801

Irshad Mirza

Chairman

V. T. Cherian

Chief Financial Officer

Ankit Mishra

Company Secretary

N. P. Upadhyay

Tasneef Ahmad Mirza

Shahid Ahmad Mirza

Tauseef Ahmad Mirza

Q. N. Salam

P. N. Kapoor

Islam-UI-Haque

Sudhindra Kumar Jain

Yashvir Singh

Subhash Sapra

Directors

Place : Kanpur

Date : May 30, 2016

**Note 1 SHARE CAPITAL**

Share Capital	As at 31 March, 2016		As at 31 March, 2015	
	Number	₹ in Lakh	Number	₹ in Lakh
Authorised				
Equity Shares of ₹ 2/- each	243000000	4860	225000000	4500
Preference Shares of ₹ 2/- each	12000000	240	-	-
	255000000	5100	225000000	4500
Issued, Subscribed & Paid up				
Equity Shares of ₹ 2/- each fully paid up	108306000	2166	92706000	1854
Preference Shares of ₹ 2/- each	12000000	240	-	-
Total	120306000	2406	92706000	1854

Note 1.1 The reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

Particulars	Equity Shares		Preference Shares	
	Number	₹ in Lakh	Number	₹ in Lakh
Shares outstanding at the beginning of the year	92706000	1854	NIL	NIL
Shares Issued during the year	15600000	312	12000000	240
Shares bought back during the year	NIL	NIL	NIL	NIL
Shares outstanding at the end of the year	108306000	2166	12000000	240

Note 1.2 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.

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 amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

b. Preference shares

Issued, subscribed and paid up capital include 1,20,00,000, 0% Compulsory Convertible Preference Shares ("CCPS") of ₹ 2/- each, fully paid up, issued pursuant to Scheme of Amalgamation of Genesisfootwear Enterprises Private Limited as approved by Hon'ble Allahabad High Court vide its order dated 15.12.2015. These Shares will be converted into equity shares on 01.04.2016 pursuant to the terms of above mentioned Scheme. These converted equity shares to be issued shall rank pari passu with the existing equity shares of the Company.

Note 1.3 The details of Shareholders holding more than 5% shares

Name of Shareholder	EQUITY SHARES			
	As at 31 March, 2016		As at 30 March, 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
IRSHAD MIRZA	7793541	7.20%	7793541	8.41%
RASHID AHMED MIRZA	8313200	7.68%	4413200	4.76%
TAUSEEF AHMAD MIRZA	10844000	10.01%	6944000	7.49%
TASNEEF AHMAD MIRZA	10068650	9.30%	7728650	8.34%
YASMIN MIRZA	11300850	10.43%	11300850	12.19%

Name of Shareholder	PREFERENCE SHARES			
	As at 31 March, 2016		As at 30 March, 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
SHAHID AHMAD MIRZA	1200000	10.00%	-	-
RASHID AHMED MIRZA	3000000	25.00%	-	-
TAUSEEF AHMAD MIRZA	3000000	25.00%	-	-
TASNEEF AHMAD MIRZA	1800000	15.00%	-	-
SHUJA MIRZA	1800000	15.00%	-	-

Note 1.4 Information regarding issue of shares in the last five years

- a. shares allotted as fully paid up pursuant to scheme without payment being received in cash 15600000 equity shares of ₹ 2 each fully paid were allotted on 18.02.2016 pursuant to the Scheme of amalgamation as approved by Hon'ble Allahabad High Court vide its order dated 15.12.2015. 12000000, 0% Compulsory Convertible Preference Shares ("CCPS") of ₹ 2 each fully paid were allotted on 18.02.2016 pursuant to the Scheme of amalgamation as approved by Hon'ble Allahabad High Court vide its order dated 15.12.2015.
- b. The Company has not issued any bonus shares
- c. The Company has not undertaken any buy back of shares.

Note 1.5 Disclosure pursuant to Note no. 6(U) of Part I of Schedule III to the Companies Act, 2013

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
	₹ in Lakh	₹ Per Share	₹ in Lakh	₹ Per Share
Dividends proposed to be distributed to equity shareholders	602*	0.50	464	0.50

* The Provision of Dividend amount has been arrived at by taking into account 108306000 equity shares and full conversion of 12000000, 0% Compulsory Convertible Preference Shares ("CCPS") of ₹ 2 each fully paid up, allotted on 18.02.2016 and converted into equivalent number of equity shares as on 1st April 2016 pursuant to the Scheme of Amalgamation as approved by Hon'ble Allahabad High Court with Genesisfootwear Enterprises Private Limited under section 391 to 394 of Companies Act, 1956, being total number of 120306000 equity shares on the record date.

Note 2 RESERVES AND SURPLUS

Particulars	(₹ in Lakh)	
	As at 31 March, 2016	As at 31 March, 2015
a. Securities Premium Reserve		
Balance at the beginning of the year	5	5
Add : Securities premium credited on Share issue	-	-
Balance at the end of the year	5	5
b. IDLS Fund		
Balance at the beginning of the year	346	193
(+) Accrued During the Year	-	200
(-) Transferred to Profit & Loss Account	30	47
Balance at the end of the year	316	346
c. Hedging Reserve		
Balance at the beginning of the year	472	264
(+) Additions/(-) Deductions during the year (Net)	(150)	208
Balance at the end of the year	322	472
d. General Reserve		
Balance at the beginning of the year	8625	8075
(+) Pursuant to the Scheme of Amalgamation	48	-
(+) Additions during the year (Net)	800	550
Balance at the end of the year	9473	8625
e. Profit & Loss Account/Surplus		
Balance at the beginning of the year	19949	18264
(+) Pursuant to the Scheme of Amalgamation	5815	-
(+) Net Profit for the current year	7809	5116
(-) Proposed Dividends	602	464
(-) Tax on Dividend	122	94
(-) Transfer to Reserves	800	550
(-) Income Tax Adjustment (Net)	9	255
(-) Adjustment relating to Depreciation Transition	-	(3138)
(+) Reversal of Deferred Tax Liability due to Dep. Transition	-	1070
Balance at the end of the year	32040	19949
Total Reserve and Surplus	42156	29397

**Note 3 LONG TERM BORROWINGS**

(₹ in Lakh)

Particulars	As at 31 March, 2016		As at 31 March, 2015	
	Non-Current	Current	Non-Current	Current
Term loans				
Secured *				
From banks	2638	1325	2978	3350
From banks (Auto Loan)#	131	139	119	70
Total	2769	1464	3097	3420

* Secured by 1st Charge on Fixed Assets, created out of various Term Loans and block of assets charged to the bank from time to time for Term Loans and extension of charge on all current assets. Equitable mortgage of Land, Building, Plant & Machinery at Co's Unit No.1 & 2, Kanpur Unnao Link Road, Unnao, Unit No.3 (Plot No. C-4,5, 36 & 37) Sector 59, NOIDA, 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.

Maturity Profile :

(₹ in Lakh)

Particulars	1 - 2 years	2 - 3 years	3 - 4 years
Term Loans from Banks			
Secured			
P.N.B. Term Loan	1250	1247	141
Auto Loan	122	9	-
Total	1372	1256	141

Note 4 DEFERRED TAX LIABILITIES

(₹ in Lakh)

Particulars	As at 31 March, 2016	As at 31 March, 2015
A. Liabilities:		
Depreciation	1,797	1,469
B. Assets:		
Provision for employee benefits	306	297
Total (A - B)	1,491	1,172

Note 5 OTHER LONG TERM LIABILITIES

(₹ in Lakh)

Particulars	As at 31 March, 2016	As at 31 March, 2015
Security deposit from franchises	513	427
Total	513	427

Note 6 LONG TERM PROVISIONS

(₹ in Lakh)

Particulars	As at 31 March, 2016	As at 31 March, 2015
Provision for employee benefits		
Gratuity (unfunded)	822	787
Total	822	787

Note 7 SHORT TERM BORROWINGS

(₹ in Lakh)

Particulars	As at 31 March, 2016	As at 31 March, 2015
Secured*		
Loans repayable on demand		
From banks	16274	15253
Total	16274	15253

* Secured By 1st 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, 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.

All the above secured Loans are guaranteed by some of the Directors.

Note 8 TRADE PAYABLE

(₹ in Lakh)

Particulars	As at 31 March, 2016	As at 31 March, 2015
Micro, Small and Medium Enterprises *	122	87
Others	5456	8191
Total	5578	8278

* The Company does not owe any dues outstanding for more than the period specified in Micro, Small & Medium Enterprises Development Act, 2006 as at 31st Mar 2016, to any Micro, Small & Medium Enterprises. This information is based on data available with the company.

Note 9 OTHER CURRENT LIABILITIES

(₹ in Lakh)

Particulars	As at 31 March, 2016	As at 31 March, 2015
(a) Current maturities of long-term debt (Refer Note No. 3)		
Term Loans from banks	1464	3420
(b) Interest accrued but not due on borrowings	2	-
(c) Interest accrued and due on borrowings	-	58
(d) Unpaid dividends *	34	33
(e) Other payables		
Commission Payable on Inland Sales	77	63
Outstanding Liabilities #	282	244
Salary Payable	223	205
Bonus Payable	403	170
Unpaid Commission on Foreign Sales	410	367
Duties & Taxes	112	198
Notional dues to bankers on account of outstanding forward contract	(322)	(472)
Guarantee Commission payable	176	289
Sundry Debtors (Advance Received From Customers)	28	52
Total	2889	4627

* 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 ₹40.59 Lakh (Previous Year ₹ 53.97 Lakh), Export Expenses payable ₹19.02 Lakh (Previous Year ₹ 50.59 Lakh) & Power & Electricity charges of ₹ 126.41 Lakh (Previous Year ₹ 93.60 Lakh).

Note 10 SHORT TERM PROVISIONS

(₹ in Lakh)

Particulars	As at 31 March, 2016	As at 31 March, 2015
(a) Provision for employee benefits		
Gratuity (Unfunded)	80	75
(b) Others		
Proposed Dividend	602	464
Tax on Dividend	122	94
Excise Duty on Finished Goods	125	157
Audit Fees Payable	13	9
Total	942	799



Note 11 FIXED ASSETS

₹ in Lakh

Fixed Assets	Gross Block				Accumulated Depreciation			Net Block			
	Balance as at 1st April 2015	Pursuant to the Scheme of Amalgamation	Additions/ (Disposals)	Deductions/ Adjustments	Balance as at 31st Mar 2016	Pursuant to the Scheme of Amalgamation	Depreciation charge for the year	Adjustment	On disposals	Balance as at 31st Mar 2016	Balance as at 31st March 2015
a Tangible Assets											
Land Freehold	735	187	-	-	922	-	-	-	-	922	735
Land Leasehold	3299	-	-	-	3299	240	40	-	-	3019	3059
Buildings	13221	898	710	-	14829	2318	419	-	-	11936	10903
Machinery	22185	1164	1841	389	24801	9475	1387	-	330	13987	12710
Effluent Treatment Plant	1076	-	26	-	1102	89	66	-	-	155	947
Tools & Shoe Lasts	3210	271	384	106	3759	3166	266	-	106	3616	143
Furniture Fixtures, Office Equipments & Electrical Installation	2873	18	428	8	3311	1543	213	-	4	1758	1330
Vehicles	1233	9	310	103	1449	356	154	-	58	458	877
Computers	1059	18	49	-	1126	938	16	-	-	992	134
Total	48891	3748	606	606	54598	18125	2583	-	498	20966	30766
Previous Year : Tangible Assets	(44080)	(-)	(5929)	(1118)	(48891)	(13296)	(-)	(2462)	(771)	(18125)	(30874)
b Capital Work In Progress											
	-	-	-	-	-	-	-	-	-	852	278

Note 12 NON CURRENT INVESTMENTS

₹ in Lakh

Particulars	As at 31 March, 2016	As at 31 March, 2015
Trade Investments (Refer Table A below)		
Investment in Equity instruments	49	49
Other Investments (Refer Table B below)		
Other non-current investments	9	21
Total	58	70

₹ in Lakh

Particulars	2016	2015
Aggregate amount of quoted investments	1	1
Aggregate Market Value of Quoted Investments	1	1
Aggregate amount of unquoted investments	57	69

A. Details of Trade Investments

Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully paid	Amount (₹)		Whether stated at Cost Yes / No
			2016	2015			2016	2015	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
Investment in Equity Instruments									
	Industrial Infrastructure Services (India) Ltd.	Others	240000	240000	Unquoted	Fully paid	2400000	2400000	Yes
	Kanpur Unnao Leather Cluster Development Co. Ltd.	Others	250000	250000	Unquoted	Fully paid	2500000	2500000	Yes
Total							4900000	4900000	

B. Details of Other Investments

Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully paid	Amount (₹)		Whether stated at Cost Yes / No
			2016	2015			2016	2015	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
Other non-current investments									
	Shares of J.P.Associates Ltd.	Others	2000	2000	Quoted	Fully paid	15280	49600	Yes
	Shares of Sarup Tannery Ltd.	Others	500	500	Quoted	Fully paid	29375	44950	Yes
	Shares of SuperHouse Ltd.	Others	150	150	Quoted	Fully paid	20775	31245	Yes
	Shares of Super Tannery Ltd.	Others	1000	1000	Quoted	Fully paid	4040	5450	Yes
	Azad Multi Specialty Hospitals & Research Centre Ltd. (Sec. 8 Co.)	Others	80000	200000	Unquoted	Fully paid	800000	2000000	Yes
Total							869470	2131245	

Note 13 LONG TERM LOANS AND ADVANCES

(₹ in Lakh)

Particulars	As at 31 March, 2016	As at 31 March, 2015
Unsecured, considered good		
a. Capital Advances		
Advance for Capital Goods	94	138
b. Security Deposits		
Security Deposit - Rent	208	153
Security Deposit - Others	193	172
Total	495	463

Note 14 INVENTORIES *

₹ in Lakh

Particulars	As at 31 March, 2016	As at 31 March, 2015
a. Raw Materials and components	5981	6060
b. Work-in-progress	6850	6453
c. Finished goods	12770	9416
Goods-in transit	-	17
d. Stores and spares	411	339
e. Others		
Excise Duty on Finished Goods	125	157
Cenvat Credit Receivable	162	287
Total	26299	22521

* For mode of valuation refer Significant Accounting Policies (H).

**Note 15 TRADE RECEIVABLES**

(₹ in Lakh)

Particulars	As at 31 March, 2016	As at 31 March, 2015
Unsecured, considered good		
Trade receivables outstanding for a period less than six months from the date they are due for payment	6323	4306
Trade receivables outstanding for a period exceeding six months from the date they are due for payment	19	27
Total	6342	4333

Trade Receivables stated above include debt(s) due by:

(₹ in Lakh)

Particulars	As at 31 March, 2016	As at 31 March, 2015
A Company in which directors are members	857	453
	857	453

Note 16 CASH AND CASH EQUIVALENTS

(₹ in Lakh)

Particulars	As at 31 March, 2016	As at 31 March, 2015
a. Balances with banks	1008	491
This includes:		
Earmarked Balances (Unpaid dividend accounts)	34	33
Fixed Deposits	397	108
b. Cash in hand	137	85
Total	1145	576

Note 17 SHORT-TERM LOANS AND ADVANCES

(₹ in Lakh)

Particulars	As at 31 March, 2016	As at 31 March, 2015
Others (Unsecured, considered good)		
IDLS Subsidy Receivable	200	200
Duties & Taxes	14	11
Sundry Creditors (Advances to Suppliers)	453	361
Total	667	572

Note 18 OTHER CURRENT ASSETS

(₹ in Lakh)

Particulars	As at 31 March, 2016	As at 31 March, 2015
Incentive Receivable (Export)	1679	1983
Advance Income Tax (Net of Provision)	1034	1132
Duty Drawback Receivable	1215	1447
Prepaid Expenses	275	405
Vat Receivable	782	833
Focus Product License	616	162
Loans & Advances to Employees	107	102
Others	642	48
Total	6350	6112

Note 19 REVENUE FROM OPERATIONS

(₹ in Lakh)

Particulars	For the year ended 31 March 2016	For the year ended 31 March 2015
Sale of products	85953	84384
Other operating revenues	7133	7463
Less:		
Excise duty	511	13
Total	92575	91834

Note 19.1 EARNING IN FOREIGN EXCHANGE

(₹ in Lakh)

Particulars	For the year ended 31 March 2016	For the year ended 31 March 2015
FOB value of exports	62051	58532

Note 20 OTHER INCOME

(₹ in Lakh)

Particulars	For the year ended 31 March 2016	For the year ended 31 March 2015
Interest Income	212	20
Other non-operating income		
Other Income	55	25
Income from Govt. Grant	30	20
Total	297	65

Note 21 COST OF MATERIALS CONSUMED

(₹ in Lakh)

Particulars	For the year ended 31 March 2016	For the year ended 31 March 2015
Hides & Finished Leather	13442	16772
Chemicals	5988	6314
Others	17733	13130
Stores & Spares	552	489
Total	37715	36705

Note 21.1 VALUE OF RAW MATERIAL CONSUMED

Particulars	For the year ended 31 March 2016		For the year ended 31 March 2015	
	%	₹ in Lakh	%	₹ in Lakh
Imported	25.39%	9577	23.36%	8574
Indigenous	74.61%	28138	76.64%	28131
Total		37715		36705

Note 21.2 VALUE OF IMPORTS ON CIF BASIS IN RESPECT OF

(₹ in Lakh)

	For the year ended 31 March 2016	For the year ended 31 March 2015
Raw Materials and Stock-in-Trade	8207	6790
Stores, Chemicals and Packing Materials	2020	2037
Capital Goods	1492	2863
Total	11719	11690

**Note 22 CHANGES IN INVENTORIES OF FINISHED GOODS AND STOCK-IN-PROCESS**

Particulars	For the year ended 31 March 2016		For the year ended 31 March 2015	
	%	₹ in Lakh	%	₹ in Lakh
Inventories (at close)				
Finished Goods		12770		9433
Stock-in-Process		6851	19621	6453
				15886
Inventories (at commencement)				
Finished Goods		9480		8083
Stock-in-Process		6810	16290	5092
				13175
Change in Inventories Decrease/(Increase)			(3331)	(2711)

Note 23 EMPLOYEE BENEFIT EXPENSES

(₹ in Lakh)

Particulars	For the year ended 31 March 2016	For the year ended 31 March 2015
Salaries and Wages	5176	3670
Contribution to Provident and Other Funds	363	319
Gratuity to Employees	66	307
Staff Welfare Expenses	336	277
Total	5941	4573

Note 23.1 Employee benefits :

The Company is providing the following benefits to their employees :

- Gratuity
- Provident Fund
- Leave encashment

Actuarial valuation of gratuity has been done with the following assumptions.

Particulars	Gratuity (Unfunded) 31.03.16	Gratuity (Unfunded) 31.03.15
Discount Rate	7.84%	7.78%
Rate of increase in compensation levels	7.00%	7.00%
Expected average remaining working lives of employees (years)	18.83	19.16

Net Asset/(liability) recognized in the Balance Sheet as on 1st April,

(₹ in Lakh)

Particulars	2016	2015
A Funded Status		
1 Present value of Defined Benefit Obligation	862	593
2 Fair value of Plan assets	-	-
3 Funded status [Surplus/(Deficit)]	(862)	(593)
4 Effect of balance Sheet asset limit	-	-
5 Unrecognized Past Service Cost	-	-
6 Net asset/(liability) recognized in balance sheet	(862)	(593)

Total Expense recognized in the Statement of Profit & Loss for the year ended 31st March

(₹ in Lakh)

Particulars	2016	2015
A Components of employer expense		
1 Current Service Cost	66	53
2 Interest Cost	67	53
3 Expected return on plan assets	-	-
4 Curtailment cost/(credit)	-	-
5 Settlement cost/(credit)	-	-
6 Amortization of Past Service cost	-	-
7 Actuarial Losses/(Gains)	(57)	200
8 Total expense recognized in the Statement of Profit & Loss	76	306
B Actual Contribution and Benefits Payments for year ended 31 March		
1 Actual benefit payment	37	38
2 Actual Contributions	37	38

Net asset/(liability) recognized in Balance Sheet as at 31st March

(₹ in Lakh)

Particulars	2016	2015
A Funded Status		
1 Present value of Defined Benefit Obligation	902	862
2 Fair value of Plan assets	-	-
3 Funded status [Surplus/(Deficit)]	(902)	(862)
4 Effect of balance Sheet asset limit	-	-
5 Unrecognized Past Service Cost	-	-
6 Net asset/(liability) recognized in balance sheet	(902)	(862)
1 Net assets/(liability) recognized in balance sheet at beginning of period	(862)	(593)
2 Employer expense	77	307
3 Employer Contribution	37	38
4 Net asset/(Liability) recognized in balance sheet at end of the period	(902)	(862)

Reconciliation of Defined Benefit Obligation and Fair Value of Assets Over the year ending 31 st March

(₹ in Lakh)

Particulars	2016	2015
A Change in Defined Benefit Obligations		
1 Present Value of DBO at beginning of Period	862	593
2 Current Service Cost	67	54
3 Interest Cost	67	53
4 Curtailment cost/(credit)	-	-
5 Settlement cost/(credit)	-	-
6 Employee contribution	-	-
7 Plan amendments	-	-
8 Acquisitions	-	-
9 Actuarial (gains)/losses	(57)	200
10 Benefits paid	(37)	(38)
11 Present Value of DBO at the end of period	902	862
B Change in Fair value of Assets		
1 Plan assets at beginning of period		
2 Actual return on plan assets		
3 Actual Company contribution	37	38
4 Employee contribution	-	-
5 Benefits paid	(37)	(38)
6 Plan assets at the end of period	-	-

Figures of previous year have been regrouped/rearranged wherever necessary to make them comparable with the figures of current year.

**Note 24 FINANCE COST**

Particulars	(₹ in Lakh)	
	For the year ended 31 March 2016	For the year ended 31 March 2015
Interest & Bank Charges	3187	3929
Total	3187	3929

Note 25 DEPRECIATION AND AMORTISATION EXPENSES

Particulars	(₹ in Lakh)	
	For the year ended 31 March 2016	For the year ended 31 March 2015
Depreciation Expenses	2543	2422
Leasehold Land Amortisation	40	40
Total	2583	2462

Note 26 OTHER EXPENSES

Particulars	(₹ in Lakh)	
	For the year ended 31 March 2016	For the year ended 31 March 2015
Processing Charges	5742	5391
Commission	3290	3119
Freight and Transport	1891	2298
Power and Fuel	2713	2522
Selling & Advertisement Expenses	1750	1239
Rent	620	580
Vehicle Running & Maintenance	452	475
Repair and Maintenance (other than building & machinery)	375	280
Traveling & Conveyance Expenses	410	329
Insurance	267	290
Security Expenses	335	254
Postage & Courier	156	194
Telephone & Telex	125	96
Legal & Professional Charges	169	142
Rates and Taxes, excluding taxes on income	361	298
Repairs to machinery	153	114
Repairs to buildings	181	191
Printing & Stationery	97	84
Donation and Subscription	18	21
Loss on Sale of Fixed Assets	(1)	145
Miscellaneous Expenses	22	99
Audit Fees	15	15
Corporate Social Responsibilities	77	63
Total	19218	18239

Note 26.1 EXPENDITURE IN FOREIGN CURRENCY

Particulars	(₹ in Lakh)	
	For the year ended 31 March 2016	For the year ended 31 March 2015
Commission on Export Sales	1094	1110
Foreign Traveling Expenses	79	69
Overseas Trade Fair Expenses	8	6
Total	1181	1185

Note 27 EARNINGS PER SHARE (EPS)

(₹ in Lakh)

Particulars	For the year ended 31 March 2016	For the year ended 31 March 2015
(i) Net Profit after tax as per statement of Profit and Loss attributable to Equity Shareholders	7809	5116
(ii) Weighted Average number of equity shares used as denominator for calculating EPS	108306000	92706000
(iii) Basic and Diluted Earnings per share (in ₹)	7.21	5.52
(iv) Face Value per equity share (in ₹)	2	2

Note 28 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

(₹ in Lakh)

Particulars	As at 31 March 2016	As at 31 March 2015
A BILLS DISCOUNTED	18577	19124
B IMPORT DUTY PAYABLE	345	58
In case of non-fulfillment of export obligation under EPCG Scheme (not yet due)		
C BANK GUARANTEES / LETTER OF CREDITS	587	282
D Two cases of employees are pending at Industrial Tribunal II, Lucknow	Indeterminate	Indeterminate
One case of employee is pending at Labour Court, Lucknow	Indeterminate	Indeterminate
One case of employee is pending at D.L.C. office, Lucknow	Indeterminate	Indeterminate
One case of employee is pending at Labour Court, Noida	Indeterminate	Indeterminate
E Deficiency in stamp duty demanded by state revenue authorities for purchase of land at Hapur was ₹ 44 lakh. Out of this the Company has deposited ₹ 14.67 Lakh as per Interim order of Hon'ble Allahabad High Court. The court remanded the case to the Collector Stamps, Ghaziabad with the instruction to re-assess the case. The case is now pending with Asst. Commissioner Stamps, Ghaziabad	44	44
F TAXES		
(i) ENTRY TAX - Total liability 28.13 Lakh out of which paid under protest ₹ 14.22 balance lying unpaid ₹ 13.91 Lakh	28	28
(ii) UP VAT		
(a) Pending against UP VAT and CST for the F.Y. 2008-2009 ₹ 74.34 Lakh, F.Y. 2009-10 ₹ 43.15 Lakh and F.Y. 2010-11 61.33 Lakh, due to non submission of Form C.	179	179
(iii) INCOME TAX		
(a) Total liability for various Assessment years.	0	582
(b) Total liability of TDS pertaining to A.Y. 2012-13. Out of which ₹ 25 Lakh has been paid	57	57
(iv) SERVICE TAX - Total liability of F.Y. 2004-05, 2005-06, F.Y. 2007-08 & 2009-10 ₹ 34.33 Lakh out of which ₹ 14.52 Lakh already paid and ₹ 19.82 Lakh is lying unpaid.	34	34
(v) BRANCH TAXES		
AHMEDABAD BRANCH : F.Y. 2010-11 ₹ 32.68 Lakh. Company has preferred appeal against the said Demand. Out of which ₹ 2.00 Lakh has been deposited against demand.	33	33



(₹ in Lakh)

Particulars	As at 31 March 2016	As at 31 March 2015
KOLKATA BRANCH : CST Demand of ₹ 2.48 Lakh against which revision appeal has been filed.	2	2
KERALA BRANCH : VAT Demand of ₹ 4.91 Lakh against which 30% amount of ₹ 1.47 Lakh has been paid and for balance Bank Guarantee has been provided. Against which the company has preferred an appeal.	5	5
G COMMITMENT		
A CAPITAL EXPENDITURE (Net of fund already deployed)	878	584
B UNCLAIMED DIVIDEND	34	33

Note 29 Disclosure pursuant to Note no. 5(A)(i)(j) of Part II of Schedule III to the Companies Act, 2013

(₹ in Lakh)

Particulars	For the year ended 31 March 2016	For the year ended 31 March 2015
(i) To Statutory Auditors		
a. For Audit Services	14	15
b. For taxation matters	-	-
c. For other services	-	-
d. For reimbursement of expenses	-	-
(ii) To Branch Auditors for Audit Services	1	-
Total	15	15

Note 30 Segment Reporting

(₹ in Lakh)

Particulars	SHOE DIVISION	TANNERY DIVISION	UNALLOCATED	TOTAL
External	81886	10689	297	92872
	(79647)	(12188)	(65)	(91899)
Inter - Segment	-	13399	-	13399
	-	(13987)	-	(13987)
Total Revenue	81886	24088	297	106271
	(79647)	(26175)	(65)	(105887)
Result				
Segment Result (Profit before Interest & Tax)	17757	567	297	18621
	(15801)	(607)	(65)	(15259)
Less: Interest Expenses			(3187)	(3187)
	-	-	(3929)	(3929)
Unallocated Expenditure net of unallocated income			(3852)	(3852)
	-	-	(3458)	(3458)
Profit before Taxation	17757	567	(6742)	11582
	(15801)	(607)	(7322)	(7872)
Provision for Taxation	0	0	(3773)	(3773)
	-	-	(2756)	(2756)
Net Profit	17757	567	(10515)	7809
	(15801)	(607)	(10078)	(5116)
Other Information				
Segment Assets	51652	21250	2938	75840
	(43919)	(19477)	(2295)	(65691)
Segment Liabilities	15055	14732	1491	31278
	(17853)	(15420)	(1171)	(34444)
Capital Expenditure	2590	956	202	3748
	(2991)	(2656)	(281)	(5929)
Depreciation	1672	799	112	2583
	(1613)	(741)	(108)	(2462)

Information about Secondary Business Segments

(₹ in Lakh)

Revenue by Geographical Market	SHOE DIVISION	TANNERY DIVISION	TOTAL
External	23701	69171	92872
	(21167)	(70732)	(91899)
Inter Segment	-	-	-
Total	23701	69171	92872
	(21167)	(70732)	(91899)
Carrying amount of segment assets	75890		75890
	(65692)		(65692)
Additions to Fixed Assets	3748		6748
	(5929)		(5929)

* Includes Export incentive received on Export

Notes :

- (i) The Company is organized into two main business segments, namely:
Tannery Division - Manufacturing Finished Leather from Raw Hides, Wet Blue & Crust.
Shoe Division - Manufacturing Finished Leather Shoes.
Segments have been identified and reported considering the distinct nature of products and differing risks and returns accruing there from, the organization structure, and the internal financial reporting systems.
- (ii) Segmental Revenue in each of the above business segments primarily include domestic and export sales, export incentives and other miscellaneous income and also includes inter Segment transfers, priced at cost plus a predetermined rate of profit.
- (iii) The Segmental Revenue in the geographical segments considered for disclosure are as follows:
(a) Revenue within India includes sales to customers located within India and earnings in India.
(b) Revenue outside India includes sales to customers located outside India and earnings outside India.
- (iv) Segmental Revenue, Results, Assets and Liabilities include the respective amounts identifiable to each of the segments and amounts allocated on a reasonable basis.

Note 31 REMITTANCE IN FOREIGN CURRENCY ON ACCOUNT OF DIVIDEND

(₹ in Lakh)

Particulars	For the year ended 31 March 2016	For the year ended 31 March 2015
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 32 RELATED PARTY TRANSACTIONS

Particulars	Volume of Transactions (₹ In Lakh)	Outstanding (₹ In Lakh)	Volume of Transactions (₹ In Lakh)	Outstanding (₹ In Lakh)
For the year ended 31st March	2016	2016	2015	2015
1 Purchase				
Euro Footwear Pvt. Ltd.	11685	285Cr.	11546	680Cr.
Gempack Enterprises	665	28Cr.	582	55Cr.
Shoemac Leather Tech Eng. Ltd.	52	2Dr.	89	35Cr.
Shoemax Engineering Ltd.	30	4Cr.	-	-



Waves International	14	8Cr.	-	-
2 Jobwork Paid				
Mars International	164	16Cr.	205	3Cr.
3 Rent & Maintenance charges Paid				
Mr. Irshad Mirza	6	1Cr.	6	2Cr.
Mrs. Jamil Ara Begum	7	-	7	1Cr.
Mrs Sabiha Hussain	4	1Cr.	4	1Cr.
Shoemac Leather Tech Eng. Ltd.	11	-	7	-
Shoemax Engineering Ltd.	2	1Cr.	-	-
4 Sales				
Euro Footwear Pvt. Ltd.	3542	-	3411	-
Mirza (UK) Ltd.	34389	857Dr.	32428	453Dr.
Mars International	15	2Dr.	9	1Dr.
5 Jobwork Received				
Euro Footwear Pvt. Ltd.	50	-	49	-
6 Guarantee Commission				
Mr. Irshad Mirza	163	37Cr.	158	58Cr.
Mr. Rashid Ahmed Mirza	163	35Cr.	158	58Cr.
Mr. Shahid Ahmad Mirza	163	35Cr.	158	58Cr.
Mr. Tauseef Ahmad Mirza	163	36Cr.	158	58Cr.
Mr. Tasneef Ahmad Mirza	163	33Cr.	158	58Cr.
7 Salaries				
To Relatives of Key Managerial Personel	120	6Cr.	78	4Cr.
8 Managerial Remuneration				
Directors Remuneration & Perquisites	964	43Cr.	549	24Cr.
9 Sitting Fee	4	-	4	-
10 Donation				
Mirza Foundation	-	-	10	-
11 Corporate Social Responsibility				
Azad Multispeciality Hospitals and Research Centre Ltd.	44	-	25	-
Kilkari Charitable Trust	6	-	3	-

Note 33 COMPANIES UNDER AMALGAMATION

Mirza International Limited ("MIL" or "the Company") a Company incorporated under the provisions of Companies Act, 1956 and is engaged in the business of manufacturing of leather and leather footwear and dealing in Apparels. MIL's equity shares are listed on National Stock Exchange of India Ltd. and BSE Ltd. in India. Apart from supplying products to global retailers, MIL also has global in-house brands - Red Tape and Oaktrak - in its portfolio.

Genesisfootwear Enterprises Private Limited ("GEPL") was engaged in the manufacturing and marketing of high-end leather footwear and other related activities. The Company had an in-house Design Studio and Research & Development facilities in the state of Uttarakhand.

AMALGAMATION SCHEME:

As per the Scheme of Amalgamation of Genesisfootwear Enterprises Private Limited ("GEPL") with the Company as approved by the Hon'ble Allahabad High Court vide its order dated December 15, 2015, the provisions of the Scheme became applicable and came into operation from Appointed Date i.e. April 01, 2015. The Scheme has been given effect to in the financial statements for the year ended March 31, 2016

The other Features are

- (i) All assets, debts and liabilities of GEPL have been deemed transferred to and vested in the Company with effect from appointed date i.e. April 01, 2015.

- (ii) GEPL stands dissolved without winding up with effect from February 04, 2016, on the effective date.
- (iii) GEPL carried on the business for and on behalf of the Company for the period from the appointed date to the effective date, in trust as per the Scheme.
- (iv) In accordance with the Scheme, MIL has issued and allotted to the shareholders of GEPL as follows
- (a) 52 (fifty two) Equity Shares of ₹ 2 each, credited as fully paid up, for every 100 (One Hundred) Equity Shares of ₹ 2 each held in GEPL; and
 - (b) 40 (forty) 0% Compulsory Convertible Preference Shares (hereinafter referred to as "CCPS") of ₹ 2 each, credited as fully paid up, for every 100 (One Hundred) Equity Shares of ₹ 2 each held in transferor company. One CCPS of ₹ 2 each will convert into Equity Shares of ₹ 2 each on 01.04.2016.
- (v) The amalgamation has been accounted under the 'Pooling of Interests' method as envisaged in the Accounting Standard (AS) -14 on Accounting for Amalgamations notified under the relevant provisions of the Companies Act 1956/2013
- (a) All the assets and liabilities recorded in the books of the GEPL are transferred and vested in the MIL at the respective book values as reflected in the books of GEPL as on April 01, 2015.
 - (b) Inter-company balances have been cancelled & profit element in inter transfers have been removed.

All the reserves of GEPL under different heads became the corresponding reserves of MIL. Similarly, balance in the Profit & Loss Accounts of GEPL and MIL are also clubbed together. Difference between the amount of share capital of GEPL and Shares of MIL issued to the shareholders of GEPL has been credited/debited to reserves of the Company.

Note 34 FOLLOWING PAYMENTS TO DIRECTORS ARE INCLUDED IN VARIOUS HEADS OF EXPENDITURE :

Particulars	(₹ in Lakh)	
	2016	2015
Salary	957	537
Perquisites	7	12
Sitting Fees	4	4
Guarantee Commission	813	792
Total	1781	1345

Note 35 INCOME TAX

- A) The Company has recognized and accounted for cumulative net deferred tax liability in accordance with Accounting Standard (AS-22) issued by the Institute of Chartered Accountants of India, "Accounting for Taxes on Income" in respect of net aggregate timing differences as on 31st March, 2016.

Note 36 FORWARD CONTRACTS

Forward Exchange Contracts entered into by the Company and outstanding as at Balance Sheet date

Forward Contracts EURO INR 19.14 lakhs (31.33 lakhs) Sell Hedging

Forward Contracts GBP INR 98.68 lakhs (107.40 lakhs) Sell Hedging

Forward Contracts USD INR 82.38 lakhs (81.69 lakhs) Sell Hedging

- Note 37** Figures of previous year have been regrouped/rearranged wherever necessary to make them comparable with the figures of current year.

Note 38 SIGNIFICANT ACCOUNTING POLICIES

A) BASIS OF ACCOUNTING:

The financial statements have been prepared and presented under the historical cost convention on the accrual basis of accounting and comply with the Generally accepted Accounting Principles in India (Indian GAAP), including Accounting Standards notified under the Companies Act, 2013 and other pronouncements of the Institute of Chartered Accountants of India (ICAI) and the relevant provisions of the Companies Act, 2013.

**B) USE OF ESTIMATES:**

The preparation of financial statements in conformity with generally accepted accounting principles require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the reported amount of revenue and expenses during the reported period. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the financial statements. Actual result could differ from those estimates. Any revision to financial estimates is recognized prospectively in the financial statements when revised.

C) FIXED ASSETS:

- a) Fixed assets of the company are valued at cost net of recoverable taxes, trade discounts and rebates less accumulated depreciation and impairment loss, if any. The cost of fixed assets includes purchase price, borrowing cost, allocated / apportioned direct and indirect expenses incurred in relation to bringing the fixed assets to its working condition for its intended life. The said cost is not reduced by specific Grants/ subsidy received against the assets.
- b) Capital Work in Progress – All costs attributable to the assets or incurred in relation to the assets under completion are aggregated under Capital work in progress to be allocated to individual assets on completion.
- c) Lease hold land is capitalized with the lease premium paid, direct expenses/interest allocable to it till it is put to use.

D) DEPRECIATION & AMORTIZATION

- a) Depreciation on fixed assets is provided to the extent of depreciable amount on the Straight Line Method (SLM). For reaching to the depreciable amount of the assets, useful life of the assets has been taken as per the provisions of Schedule II of the Companies Act, 2013.
- b) Lease hold land are amortised over the useful life remaining from the date, it put to use.

E) BORROWING COST:

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of cost of such assets, all other Borrowing cost are charged to the Statement of Profit & Loss. Borrowing costs comprise of interest and other costs incurred in connection with borrowing of funds.

F) LEASES:

- a) Assets acquired under finance leases, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the lower of the fair value and present value of the minimum lease payment at the inception of the leased term and disclosed as leased assets. lease payments are apportioned between the finance charges and the reduction of the leased liability so as to achieve a constant rate of interest on the remaining balance of the liability.
- b) Operating Leases: Rentals are charges to the Statement of profit & loss on a straight line basis with reference to the lease terms and other considerations.

G) INVESTMENTS:

Long term investments are valued at cost. Diminution in the value of Long Term Investments is recognized only if the same is, in the opinion of the management, of a permanent nature.

H) INVENTORIES:

Inventories are valued at the lower of Historic cost or the Net Realisable Value. Costs are determined as under:

a) Bought Out Items

On First in First Out (FIFO) method except raw hides (valued at six months average purchase price in case of Indigenous hides and full period weighted average price in case of imported hides). In respect

of bought out items where CENVAT CREDIT is permitted excise duty is excluded from purchase price for determining the cost.

b) Goods in Process:

At cost plus estimated value addition/cost of conversion at each major stage of production.

c) Finished Goods:

At direct cost plus allocation of overheads (including interest on working capital) other than Marketing, Selling & Distribution Expenses and Interest on Term Loan.

I) FOREIGN CURRENCY TRANSACTIONS

All foreign Currency transaction of purchase and sales are recorded at exchange rate prevailing on the date of the transaction (that closely approximate the rate at the date of transaction). Any income or expense on account of exchange difference either on settlement or on translation is recognized in the statement of Profit & Loss except in case of long term liabilities, where exchange difference arising till the assets are ready for their intendant use, are adjusted to the cost of fixed assets:

J) Derivative instruments and hedge accounting

The Company uses foreign exchange forward contracts and options to hedge its exposure to movements in foreign exchange rates. These foreign exchange forward contracts and options are not used for trading or speculation purposes. The accounting policies for forwards contracts and options are based on whether they meet the criteria for designation as effective cash flow hedges. To designate a forward contract of option as an effective cash flow hedge, the Company objectively evaluates with appropriate supporting documentation at the inception of the each contract whether the contract is effective in achieving offsetting cash flows attributable to the hedged risk. Effective hedge is generally measured by comparing the cumulative change in the fair value of the hedge contract with a cumulative change in the fair value of the hedged item.

For forward contracts of options that are designated as effective cash flow hedges, the gain or loss from the effective portion of the hedge is recorded and reported directly in the shareholders' fund (under the head "Hedging Reserve") and are reclassified into the profit and loss account upon the occurrence of the hedged transactions.

The gain/loss on options designated as effective Cash flow hedges are included along with the underlying hedged forecasted transactions. The Company recognizes gains or losses from change in fair values of forward contracts and options that are not designated as effective cash flow hedge for accounting purposes in the profit and loss account in the period the fair value changes occur.

K) REVENUE RECOGNITION

Sale of Goods and Export Incentives -Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Revenue in respect of contracts for services is recognized when the services are rendered and related costs are incurred.

Other Income

- a) Interest income is recognized on time proportion basis taking in to account the amount outstanding and rate applicable.
- b) Dividend for investment is recognized when right to receive is established.

L) RECEIVABLE

Receivables are disclosed in Indian currency equivalent of actually invoiced values Receivables covered by bills of exchange purchased by the Company's bankers are neither shown as assets nor liabilities. Contingent liability in the event of non payment of the same is reflected in the Notes to the Accounts.

M) EMPLOYEE BENEFITS

a) Short Term Employee Benefits

Short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render services. The company,



as a policy, doesn't encourage accumulation of earned leave and discharges its liability on a year to year basis.

b) Post-Employment Benefits

The Company makes regular contributions to Provident Fund and the Company's contribution is recognised as an expense in the Statement of Profit & Loss during the period in which employee renders the related services. The liability of the Company for gratuity is actuarially valued at each year end and based on such year end actuarial valuation, the liability for gratuity is provided in the books of the Company.

N) INCOME TAX:

Provision for Income Tax comprises of Current Tax, i.e. tax on the taxable income computed for the year as per Tax laws and the net change in the deferred tax assets / liability of the company during the current year. Deferred tax assets / liabilities are recognized on the basis of timing difference in Tax treatment of Revenue Item. The timing differences are subjected to the extant provision of law and enacted tax rates in force to determine the Deferred Tax Asset / liability. While a deferred tax liability is recognized when computed, the management exercises prudence and conservatism while recognizing deferred Tax Assets.

O) EARNINGS PER SHARE:

Earnings per share is calculated in accordance with the procedure laid out in the relevant Accounting Standard (AS-20) notified under the relevant provisions of Companies Act, 2013

P) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:

Provision is recognised in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Contingent losses & / or consequential contingent liabilities are disclosed in the notes to the accounts, where the company is reasonably assured that no loss / liability will arise but where the possibility of a loss/ liability does exist. Contingent asset are neither recognised nor disclosed in the financial statements.

Q) EVENTS OCCURRING AFTER THE BALANCE SHEET DATE:

It is the Company's Policy to take in to the account the impact of any significant event that occurs after the Balance Sheet date but before the finalization of accounts.

R) GOVERNMENT GRANTS:

Government Grants in respect of Fixed Assets are accounted for as deferred Income by crediting the same to a specific reserve. The reserve to these Grants is diminished every year by a prorate portion of the depreciation of the assets, to amortize the grant over due life of the assets. Where the Grants carry conditions of specific performance, the contingent aspect is disclosed in due notes to the accounts.

S) IMPAIRMENT OF ASSETS:

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is increased/ reversed where there has been change in the estimate of recoverable value. The recoverable value is the higher of the assets' net selling price and value in use.

For Khamesra Bhatia & Mehrotra

Chartered Accountants
FRN 001410C

CA. Anand Saxena
Partner
M.No. 075801

Irshad Mirza
Chairman
(DIN: 00048946)

V. T. Cherian
Chief Financial Officer

Ankit Mishra
Company Secretary

N. P. Upadhyay
Tasneef Ahmad Mirza
Shahid Ahmad Mirza
Tauseef Ahmad Mirza
Q. N. Salam
P. N. Kapoor
Islam-UI-Haque
Sudhindra Kumar Jain
Yashvir Singh
Subhash Sapra

Directors

Place : Kanpur
Date : May 30, 2016



MIRZA INTERNATIONAL LIMITED

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

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

Website: www.mirza.co.in E-mail: ankit.mishra@redtapeindia.com

NOTICE

NOTICE is hereby given that the Thirty-Seventh Annual General Meeting of the Members of the Company will be held on Thursday, 29th September, 2016, at 01:00 P.M. at the Auditorium of Council for Leather Exports, HBTI Campus, Nawabganj, Kanpur-208002 to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare final dividend of Rs. 0.50 per Equity Share for the year ended March 31, 2016.
3. To appoint a Director in place of Mr. Tasneef Ahmad Mirza (DIN: 00049066), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.
4. To appoint a Director in place of Mr. Narendra Prasad Upadhyay (DIN: 00049196), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.
5. To appoint M/s Khamesra Bhatia & Mehrotra, Chartered Accountants, (FRN:001410C) as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors”

AS SPECIAL BUSINESS**6. Approval of Related Party Transactions:**

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 188 and other applicable provisions of the Companies Act, 2013, if any, consent of the Company be and is hereby accorded for entering into Related Party Transactions with effect from 1st April, 2016 to 30th September, 2017 upto the maximum amount per annum as stated in explanatory statement.

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and is hereby authorised to settle any questions, difficulty, or doubt

that may arise with regard to giving effect to the above Resolution and to do all such acts, deeds, things as may be necessary, proper desirable and to finalise any documents and writings related thereto.”

7. Fixation of the remuneration of the Cost Auditors of the Company for the financial year 2016-17

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 (3) and other applicable provisions of the Companies Act, 2013 and Rule 14 (a) (ii) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. A K Srivastava, Cost Accountant (M.No.: 10467) appointed as Cost Auditor by the Board of Directors of the Company to audit the cost records of the Company for the financial year 2016-17, be paid a remuneration of Rs. 30,000/- per annum plus applicable service tax and out of pocket expenses that may be incurred.

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

NOTES FOR MEMBERS' ATTENTION

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF OR HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS (48) BEFORE THE COMMENCEMENT OF THE MEETING. i.e. BY 01:00 P.M. ON 27TH SEPTEMBER, 2016. PROXIES SUBMITTED ON BEHALF OF COMPANIES, SOCIETIES, ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTION / AUTHORITY, AS APPLICABLE, ISSUED ON BEHALF OF THE NOMINATING ORGANIZATION.

A person shall not act as Proxy on behalf of members for more than Fifty (50) in number and holding in the aggregate not more than ten percent of the total share

capital of the Company carrying voting rights. A member holding more than 10 percent of the 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. A proxy form is annexed herewith.

2. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 23rd September, 2016 to Thursday, 29th September, 2016 (both days inclusive) for the purpose of determining the names of members eligible for Dividend on Equity Shares (if declared) at the Meeting.
3. The Dividend on Equity Shares, if approved at the Meeting, will be credited / despatched to those members whose names shall appear on the Company's Register of Members on Thursday, 22nd September, 2016. In respect of the shares held in dematerialised form, the Dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
4. M/s. Karvy Computershare Pvt. Ltd., Karvy Selenium Tower B, Plot No. 31-32, Gachi Bowli Financial District, Nanakaramguda, Hyderabad - 500032 continue to act in the capacity of Registrar and Share Transfer Agent for physical shares of the Company. M/s Karvy Computershare Pvt. Ltd is also the depository interface of the Company with both NSDL and CDSL. Members are requested to address all correspondences, including dividend matters, to the said Registrar and Share Transfer Agent.
5. Members holding shares in electronic form may note that Bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of Bank particulars or Bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form are requested to advise any change in their address or Bank mandates to the Company/Registrar and Share Transfer Agent.
6. Non-resident Indian Members are requested to inform Registrar and Share Transfer Agent, immediately of:
 - i. the change in the residential status on return to India for permanent Settlement.
 - ii the particulars of their Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank with Pin Code number, if not furnished earlier.
7. Equity Shares of the Company are under compulsory demat trading by all the investors. Considering the advantage of scripless trading, members are encouraged to consider dematerialisation of their shareholdings so as to avoid inconvenience in future.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form shall submit their PAN details to the Company at its Registered Office or to the Registrar and Share Transfer Agent.
9. In terms of the provisions of Section 205A of Companies Act, 1956 (Section 124 of the Companies Act, 2013), the amount of Dividend not encashed or claimed within 7 (seven) years from the date of its transfer to the Unpaid Dividend Account, will be transferred to Investor Education and Protection Fund established by the Government. Accordingly, the Unclaimed Dividend in respect of Financial Year 2008-09 is due for transfer to the said fund in October, 2016.
10. All relevant documents referred to in the accompanying Notice and the Statement shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days, upto and including the date of the Meeting. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
11. Members/Proxies are requested to deposit the Attendance Slip duly filled in and signed for attending the Meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution, Power of Attorney or such other valid authorisations, authorising them to attend and vote on their behalf at the Meeting. Members who hold shares in de-materialized form are requested to bring their DP ID and client ID No.(s) for easier identification of attendance at the Meeting.
12. Members desirous of obtaining any information on Annual Financial Statements of the Company at the Meeting are requested to write to the Company at least 10 (ten) days before the date of the Meeting, so that the information required may be made available at the Meeting.
13. Members who have so far not encashed their dividend warrants for the financial year from 2008-09 upto 2014-15, are requested to write to the Company or Company's Registrar and Share Transfer Agent, viz. Karvy Computershare Pvt. Ltd. for issuance of demand draft in lieu of Unencashed/ Unclaimed Dividend Warrant, if any.



14. In compliance with the provisions of Section 108, read with Companies (Management and Administration) Rules, 2014 and SEBI (LODR) Regulations, 2015, the Company is pleased to offer e-voting facility as an option to all Members of the Company. The Company has entered into an agreement with Karvy Computershare Pvt. Ltd., Hyderabad for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Form. E-voting is optional.

The instructions for remote e-voting are as under:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and the provisions of Regulation 44 of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice.

- A. In case a Member receives an e-mail from Karvy [for members whose email ID are registered with the Bank / Depository Participant(s)]:
- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. USER ID and password). In case of physical folio, USER ID will be EVEN number followed by folio number. In case of Demat account, USER ID will be your DP ID and Client ID. However, if you are already registered with Karvy for remote e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering the details appropriately, click on LOGIN.
 - iv. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case [A-Z], one lower case [a-z], one numeric value (0-9) and a special character (@,#,\$ etc..) . The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the EVENT i.e MIRZA INTERNATIONAL LIMITED.
- vii. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/ dissenting to the Resolution then enter all shares and click "FOR"/"AGAINST" as the case may be. You are not required to cast all your votes in the same manner. You may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN" in case you wish to abstain from voting. If you do not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head
- viii. Shareholders holding multiple Folios/ Demat account shall choose the voting process separately for each Folios/ Demat Account.
- ix. Cast your vote by selecting an appropriate option and click on **SUBMIT**. A confirmation box will be displayed. Click '**OK**' to confirm else '**CANCEL**' to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution(s).
- x. Corporate / Institutional shareholders [i.e. other than individuals, HUF, NRI, etc] are also required to send scanned certified true copy [PDF/JPG Format] of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory [ies] who are authorized to vote, to the Scrutinizer through e-mail at kn.shridhar@gmail.com with a copy marked to evoting@karvy.com.
- xi. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
- B. In case of Members receiving physical copy of Notice [for members whose email IDs are not registered with the Bank / Depository Participant(s)]
- i. Remote E-voting Event Number (Even), USER ID and Password is provided in the E-voting Form.
 - ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

Other Instructions:

- i. The e-voting portal will be open for voting from Monday, 26th September, 2016 (09:00 A.M.) to Wednesday, 28th September, 2016 (05:00 P.M.). During the period, Members of the Company, holding shares either in physical form or in dematerialised form, as on cut-off date, Thursday, 22nd September, 2016, may cast their vote electronically. The e-voting module shall be disabled by KARVY for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

- ii. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on record date.
- iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Mrs. C Shobha Anand of Karvy Computershare Pvt. Ltd. At 040-67162222 or at 18003454001(toll free)
- iv. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- v. The results of e-voting will be placed by the company on its website :www.mirza.co.in with in two days of the AGM and also communicated to the stock exchanges, where the shares of the Company are listed.
- vi. The resolutions proposed will be deemed to have been passed on the date of the Annual General Meeting subject to receipt of the requisite number of votes in favour of the resolutions.
- vii. Mr. K.N. Shridhar, proprietor of K.N.SHRIDHAR & ASSOCIATES, Practicing Company Secretary, [Membership No. 3882, C.P No.:2612] has been appointed as the Scrutinizer to scrutinize the e-voting process and also for conduct of poll by members.
15. Electronic copy of the Notice convening the 37th Annual General Meeting of the Company and the Annual Report along with Attendance Slip and Proxy Form is being sent to the members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the Notice convening the 37th Annual General Meeting of the Company along with the Annual Report, E-voting Form, Attendance slip and Proxy form is being sent to the members in the permitted mode. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notice, Circular etc. from the Company in electronic mode.
16. The details required to be given in pursuance of Regulation 36 (3) of the SEBI (LODR), Regulations, 2015 for re-appointed of Directors are as under:

Name of Directors & DIN	Date of Birth	Qualification	Date of Appointment	Expertise	Relationship between Directors	Other Directorship	Chairman/ Membership of Committee in the Board of other Companies	Shareholding in the Company
Mr. Tasneef Ahmad Mirza (00049066)	19.03.1972	Degree in Leather Technology, London	01/10/14	Industrialist & Leather Technologist having experience in his line of business and looking after operations of Tannery Division				
Mr. N. P Upahyay (00049196)	10.01.1949	B.Tech (Mech), Post Graduate Diploma in Business Management	01/10/14	Rich and vast experience of over four Decades in the field of Engineering, Project implementation and Commissioning.				

Please refer Corporate Governance Section of the Annual Report 2015-16

By the Order of the Board
For MIRZA INTERNATIONAL LIMITED

Place: Kanpur
Date : 30/07/2016

(Ankit Mishra)
Company Secretary

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 6 :**

Section 188 of the Companies Act, 2013 read with rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of related party transactions. The revised Clause 49 of the Listing Agreement which has come into operation with effect from October 1, 2014 has also prescribed seeking of shareholders' approval for material related party transactions. The proviso to section

188 also states that nothing in section 188(1) will apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis.

All the proposed transactions put up for approval are in ordinary course of business and at arm's length. Pursuant to the provisions of revised Clause 49 of the Equity Listing Agreement, the following contracts / arrangements / transactions are material in nature and require the approval of the unrelated shareholders of the Company by a ordinary resolution:

Sl. No.	Name	Name of Interested Director	Nature of Relationship	Terms of Contract/ arrangements	Nature of Contract	Duration	
						01.04.2016-31.03.2017	01.04.2017-30.09.2017
1	Euro Footwear Private Limited	Mr. Irshad Mirza Mr. Rashid Ahmed Mirza Mr. Shahid Ahmad Mirza Mr. Tauseef Ahmad Mirza Mr. Tasneef Ahmad Mirza	Related party u/s 2(76)(iv) of the Companies Act, 2013	For the purpose of Purchase of Footwear and other Component, Jobwork & sale of Leather	Purchase/ Jobwork/ Sale	Upto ₹ 210.75 crores	Upto ₹ 126.45 crores

The above contracts / arrangements / transactions were approved by the Audit Committee at its meeting held on May 30, 2016 and recommended by the Board of Directors to the unrelated shareholders of the Company for their approval. As per Clause 49(VII)(E) of the Listing Agreement, all entities / persons that are directly / indirectly related parties of the Company shall abstain from voting on resolution(s) wherein approval of material Related Party Transactions is sought from the shareholders. Accordingly, all related parties of the Company and the Directors and Key Managerial Personnel of MIL will not vote on this resolution.

None of the Directors or any of the Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 6 of the Notice except the parties as mentioned in table above. The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the unrelated shareholders.

Item No. 7:

The Company is required under Section 148 of the Act to have the audit of its cost records conducted by a Cost Accountant in Practice. The Board of Directors of the Company has on the recommendation of the Audit Committee, approved the appointment and remuneration of Mr. A.K. Srivastava, the Cost Auditor of the Company to conduct audit of cost records of the Company for products covered under the

Companies (Cost Records and Audit) Rules, 2014 for the Financial Year ending 31 March, 2017, at a remuneration of Rs. 30,000/- per annum plus applicable service tax and out of pocket expenses that may be incurred.

In accordance with the provisions of Section 148 of the Act read with Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the members of the Company.

Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 07 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31 March, 2017. None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 07 of the Notice.

The Board recommends the resolution set forth in Item No. 07 for the approval of the Members.

**By the Order of the Board
For MIRZA INTERNATIONAL LIMITED**

Place: Kanpur
Date : 30/07/2016

**(Ankit Mishra)
Company Secretary**



MIRZA INTERNATIONAL LIMITED

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

37th ANNUAL GENERAL MEETING

ATTENDANCE SLIP

Master Folio :	
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DP Id** :	
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No. of Shares :	
-----------------	--

Client Id** :	
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I hereby record my presence at the **37th ANNUAL GENERAL MEETING** of the Company at Auditorium of Council for Leather Exports, HBTI Complex, Nawabganj, Kanpur - 208 002 on Thursday, 29th September, 2016.

I am a shareholder of the Company*

I am a Proxy/Authorised Representative of the shareholders(s)*

My name is

..

..... (Surname) (First Name) (Second Name)

* Please strike off any one which is not applicable.

** Applicable for shareholders holding shares in electronic form.

Note : 1) Shareholder/Proxy wishing to attend the meeting must bring the Attendance Slip at the meeting and hand over the same at the entrance, duly signed.

2) No gifts would be given to Shareholders for attending the AGM, as per SEBI instructions.



MIRZA INTERNATIONAL LIMITED

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

37th ANNUAL GENERAL MEETING

PROXY FORM

Form MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

I/ Weof

.....in

the district ofbeing a member / members of MIRZA INTERNATIONAL LIMITED hereby appoint

.....of.....

or failing him/heras my/our proxy to attend and vote for me/us and on my/our behalf at the 37th Annual General Meeting to be held on Thursday, 29th September, 2016 at 1.00 p.m. or at any adjournment thereof.

Master Folio :	
----------------	--

DP Id** :	
-----------	--

No. of Shares :	
-----------------	--

Client Id** :	
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Affix a
₹ 1/-
Revenue
Stamp

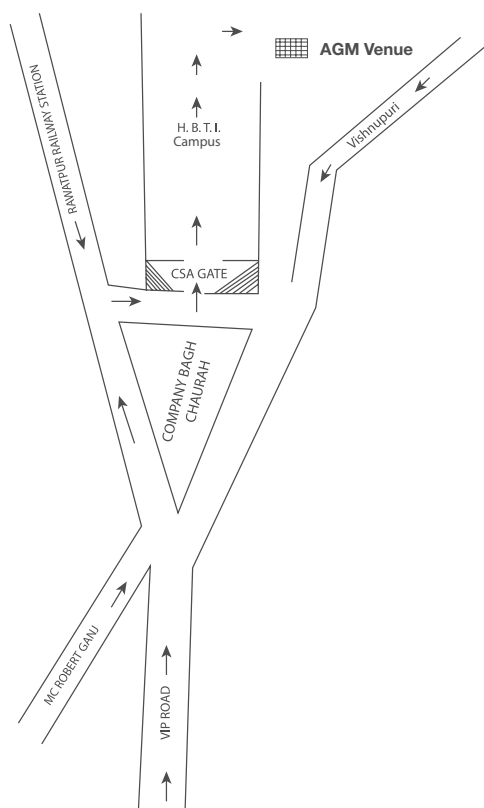
Signed this day of.....2016

(Signature)

**Applicable for shareholders holding shares in electronic form.

Note : The Proxy must be deposited at the registered Office of the Company at 14/6, Civil Lines, Kanpur not less than 48 hours before the time for holding the Meeting

ROUTE MAP TO THE AGM VENUE



I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Resolution	For	Against
Ordinary Business			
1.	Consider and adopt Audited Standalone Financial Statements for the Financial Year ended March 31, 2016 and the Report of the Auditors thereon.		
2.	Declaration of dividend for the Financial Year 2015-16.		
3.	Appointment of Director in place of Mr. Tasneef Ahmad Mirza (DIN: 00049066) who retires by rotation and being eligible, seeks re-appointment.		
4.	Appointment of Director in place of Mr. Narendra Prasad Upadhyay (DIN: 00049196) who retires by rotation and being eligible, seeks re-appointment.		
5.	Appointment of Messrs Khamesra Bhatia & Mehrotra, Chartered Accountants, as Statutory Auditors of the Company		
Special Business			
6.	Approval of material related party transactions u/s 188 of Companies Act, 2013		
7.	Fixation of the remuneration of the Messrs A K Srivastava, Cost Auditor of the Company.		

Signed this day of2016

Affix a
₹ 1/-
Revenue
Stamp

Signature of Shareholder..... Signature of Proxyholder(s).....

Notes

1. This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at 14/6, Civil Lines, Kanpur – 208001, not less than 48 hours before the commencement of the Meeting.
2. This is only optional. Please put a '√' in the appropriate column against the resolutions indicated in the Box. If you leave For or Against column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
3. Appointing proxy does not prevent a member from attending in person if he so wishes.
4. In case of joint holders, the signature if any one holder will be sufficient, but names of all the joint holders should be stated.

