

Mirza International Limited

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NEAPS/BSE ONLINE

26th November, 2020

**The Corporate Relationship Dept.,
BSE Ltd.,
Phiroze Jeejeebhoy Towers,
1st Floor, New Trading Ring,
Rotunda, Dalal Street,
Mumbai - 400 001**

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

Dear Sir/Madam,

Sub: Annual Report of the Company for the Financial Year 2019-20 along with Notice of 41st Annual General Meeting

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the Financial Year 2019-20 along with Notice of 41st Annual General Meeting to be held on Friday, 18th December, 2020 at 11:00 A.M. (IST) at Auditorium of Extension, Chandra Shekhar Azad (CSA) University of Agriculture and technology, Nawabganj, Kanpur-208002.

Please take the above on your record.

Kindly acknowledge the receipt.

For MIRZA INTERNATIONAL LIMITED


**(Priyanka Pahuja)
Company Secretary**

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

Annual Report

2019-20



Identifying Opportunities

amid challenges

FOLLOW US

01-22

Corporate Overview



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The COVID-19 contagion has unleashed a harsh and far-ranging impact on almost every business and industry across the globe. It is also true that in every challenge lies an opportunity. More than ever before, we, at Mirza International, are resolute to unearth this opportunity. The opportunity to be more agile and customer-centric, the opportunity to capitalize on our strong online presence, reduce import dependence, optimize expenditure and processes, and get leaner and more efficient.

We also believe that the current crisis has enhanced India's attractiveness as an emerging hub for the international footwear industry. With our integrated and modernized facilities and our rich legacy as a preferred overseas supplier, we are at a vantage point to serve global markets once the demand rebounds.

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Attendance Slip
AGM Venue Route Map
Proxy Form



Visit www.mirza.co.in/annual-report.html



Fortifying our strengths and fine-tuning our response to the new normal, we are determined to identify the opportunities for the future. Rethinking and realigning our production, distribution and marketing, we will not only navigate the challenges but also emerge as a stronger and more resilient organization.



About Mirza International

Established in 1979, Mirza International is among India's leading leather footwear manufacturers and exporters.

Backed by our robust manufacturing and distribution operations, popular brands and vast experience of over four decades, we have established a strong presence in the domestic and global markets. We also manufacture and sell processed leather through our in-house tannery unit and have forayed into the adjacent segments of apparels and accessories on the strength of our deep domain knowledge of retail operations.



In India, our multiple footwear brands straddle different price points and consumer preferences, while being available both on offline and online channels. In the global markets, we are recognized as a preferred supplier to leading footwear brands and have also earned the distinction of being among the select few Indian companies to sell under our own brand name.



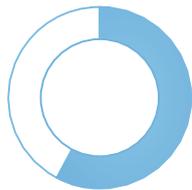
The Company's Corporate Office is located in New Delhi.



DIVERSIFIED REVENUE STREAMS

insulating us from business challenges

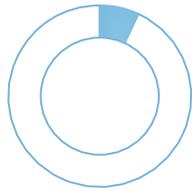
Revenue Share by Geography



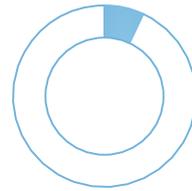
58%
from India



28%
from UK

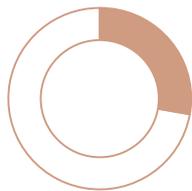


7%
from US

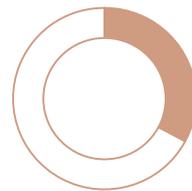


7%
from rest of the World

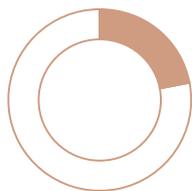
Revenue Share by Category



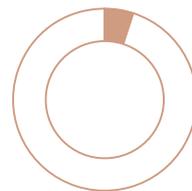
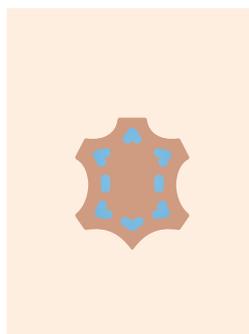
33%
Branded Footwear



40%
Non-Branded Footwear & Others



22%
Apparels & Accessories



5%
Leather

Strong brand portfolio

offering significant opportunities



REDTAPE

A premium lifestyle brand offering international style, quality and comfort at competitive prices. REDTAPE footwear is available across India and at select international markets. Leveraging REDTAPE's strong brand equity, brand extensions have been launched in the categories of garments and accessories.



REDTAPE ATHLEISURE

An aspirational brand offering attractively priced, quality Athleisure shoes for men. The brand seeks to meet the preferences of young Indians who have embraced Athleisure and fitness as an integral part of their lives or are always on-the-go.



BOND STREET

A fashionable footwear brand available at low price points for mass appeal. The brand offers footwear in the polyurethane (PU) segment.



OAKTRAK

A high fashion leather footwear brand that embodies style and confidence to meet the preferences of a niche consumer base of senior professionals and upwardly mobile executives.



MODE

An exclusive women's wear brand from the house of REDTAPE providing stylish and elegant products in footwear and clothing. The brand is focused on offering fashionable designs that combine feminine charm and strength.



YEZDI

Yezdi is an all-out professional gear safety shoes brand from the house of REDTAPE. They are all about all-terrain durability and with no compromise on the safety aspect.



With strong and varied brands in our stable across the categories of footwear, apparels and accessories, we are well-positioned to address the preferences of a wide section of consumers.



Key Facts and Figures

Our experience is **extensive**

41+
years of
manufacturing
operations

28
years
of supplying
footwear to global
brands

Our infrastructure is **robust**

6
integrated
manufacturing
facilities

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

2
in-house design
studios

1
modern 70,000 sq.
ft. warehouse to
serve e-commerce
channels

3
distribution
branches

Our Domestic presence is **impressive**

222
exclusive
REDTAPE shops

100
cities

830
multi-brand outlets
and chain stores

210+
shop-in-shop
present across
all leading
e-commerce
platforms

(As on 31st March, 2020)

Our Global reach is **promising**

29
countries

5
continents

1,200+
multi-brand outlets
in UK selling
REDTAPE brand

500+
multi-brand outlets
in US selling
REDTAPE brand

2
exclusive
showrooms,

3
online portals

10
multi-brand outlets
in Dubai selling
REDTAPE brand

(As on 31st March, 2020)

Our production is **solid**

6.4 million
pairs of footwear
per annum

77.66%
footwear capacity
utilization

(For FY 2019-20)





Message from Chairman and Managing Director

Dear Shareholders,

As I write this year's annual letter, the world is recovering from an era-defining health crisis. With COVID-19 upsetting lives and livelihoods and triggering a deep economic crisis, the path to normalcy is going to be challenging. Even before the coronavirus outbreak, the global economy was already in a precarious state, mainly over the US-China trade war and Brexit concerns. Notwithstanding the current turbulence, we, at Mirza International, believe there are prospects that can be tapped for a buoyant business performance beyond this crisis; our sights are set on identifying these opportunities.

Our performance in FY 2019-20 has been resilient against the backdrop of a challenging operating environment. Total revenue for the year stood at ₹ 1,261.85 Crore as against ₹ 1,153.79 Crore in the previous year, led by satisfactory performance of our branded offerings in domestic and global markets. However, Profit before Tax (PBT) declined to ₹ 64.39 Crore from ₹ 75.97 Crore in the previous year. A build-up in inventory levels due to weak global demand and higher finance costs impacted our profitability.

Analyzing our performance segment-wise, revenue from overseas sales stood at ₹ 527.74 Crore in FY 2019-20 as against ₹ 501.87 Crore in the previous year, largely attributable to growth in the UK market. In the domestic market, our revenues stood at ₹ 734.11 Crore as against ₹ 651.92 Crore in the previous year, attributable to strong consumer sentiments.

Being in the category of non-essential services, our operations were temporarily shut down during the nationwide lockdown enforced to combat the spread of the pandemic. We had to contend with lost sales with all our retail outlets staying closed from 22nd March till the first week of May. The pandemic has also posed challenges of supply chain disruption and labor migration crisis for the footwear industry. I am pleased to share that our Company has successfully navigated these challenges led by our vast industry experience and high-degree of

backward and forward linkages. Strict safety and COVID-19 preventive measures are being implemented at our facilities and store locations as the health and well-being of our workforce and consumers remain our first priority.

While the lockdown has now been lifted across the country, it is expected that consumers will postpone visiting malls and stores due to the pandemic. However, with the festive season commencing from October, consumers will increasingly shop online to meet their requirements. Digital commerce is also expected to gain precedence due to favorable demographics and increasing digitalization. Our strong presence on e-commerce channels will enable us to capitalize on these opportunities.

Our confidence in our medium and long-term growth is also driven by the success that our brands have reaped in a relatively short span. Offering style, quality and value-for-money, our brands have proved to be a compelling proposition for new-age shoppers. As economic growth rebounds, India's burgeoning middle-income households are likely to drive an increase in discretionary spends focused on aspirational and branded products. With our omnichannel market strategy and consistent spends on advertising and brand promotion, we believe that we are well poised to generate higher sales as the shift from unbranded to branded products accelerates.

Amid all this uncertainty and disruption, companies across the world are looking to de-risk and diversify their supply chain or relocate their manufacturing hub. While India is the second-largest producer of footwear globally, its contribution to global exports stands at less than 2%, as against China which leads the exports market with a share of 65%. The Indian Government and footwear industry have been working collectively post the pandemic to project 'Brand India' as a footwear hub. Backed by our capabilities and experience, we remain focused on identifying and pursuing these unfolding opportunities.

While we work towards meeting the aspirations of our consumers across the world, we recognize that we also have a responsibility to meet the expectations of the communities

Analyzing our performance segment-wise, revenue from overseas sales stood at

₹ **527.74** Crore
in FY 2019-20

around where we live and work. As part of our corporate purpose, we are actively contributing to local welfare programs encompassing education, health and rural infrastructure. Our approach to responsible business is also manifested in our environmental sustainability efforts. Equipped with a state-of-the-art effluent treatment plant, our tannery enables us to reduce, reuse and recycle our waste in the best possible way.

The year ahead will be undeniably challenging with demand expected to remain low. By identifying the opportunities amid these challenges, we will navigate the expected headwinds in the coming months. We also remain focused on embedding agility to ensure that we are primed for a resurgence in improving market

conditions. Additionally, as part of our efforts in mitigating challenges, we are exercising prudence in managing costs and improving cash flow generation.

In closing, I would like to take this opportunity to extend my gratitude to our consumers for their trust in our products. I would also like to thank all our employees for their commitment and performance, particularly during this difficult period, and our bankers, business partners, vendors, shareholders and all other stakeholders for their steadfast support. Together, we shall strive towards a more resilient future.

Thanking you,

Rashid Ahmed Mirza
Chairman and Managing Director

“Offering style, quality and value-for-money, our brands have proved to be a compelling proposition for new-age shoppers.”





Ready to Partner Self-Reliance

As India steps up its ‘Vocal for Local’ strategy, we believe that our integrated set-up not only has the potential to reduce import of raw materials and finished goods in the footwear industry but also ensures that our products are at par with global standards and in line with consumer demand.



Design studios with the latest technology



New designs that resonate with consumers is critical for product success. Our innovation capabilities are bolstered by our two in-house design studios. Every year, our team of highly skilled designers release over 900 new footwear designs influenced by global fashion trends and consumer insights. By reinvigorating our portfolio at regular intervals we enhance consumer engagement and drive, higher purchases. Further, our design centers and manufacturing units are connected by advanced CAD/CAM software, which facilitates faster processes from the stage of ideation to implementation, resulting in speed to market.



Environmentally-friendly tannery



Equipped with a state-of-the-art effluent treatment plant, our tannery is not only among the largest and latest facilities in India but also meets the highest environmental standards. The high-quality tanning drums use ten 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. A study by IIT Roorkee has declared that our tannery causes no environmental pollution under the National Framework of Environmental Laws.

World-class manufacturing

Our leather footwear production is driven by six fully integrated manufacturing facilities incorporating the latest machinery and technology. To optimize our operations, we also outsource the production of footwear, apparel and accessories. Our vendors manufacture exclusively for our Company and are selected basis our strict internal parameters to ensure that the products meet the quality standards set by our brands. Our strict adherence to quality has reinforced our reputation as an admired global manufacturer.



Dedicated ancillary units

Our manufacturing facilities are supported by more than 25 dedicated ancillary units. Our robust ecosystem enables us to address the issues of raw material availability and achieve economies of scale and seamless operations. With the COVID-19 pandemic upending supply chains across the globe, our robust manufacturing set-up puts us at a vantage point to take our homegrown footwear brands to new heights in the domestic market, while strengthening India's position as a footwear destination on the global stage.



Supply chain agility

To compete more effectively in a post-pandemic world, it is important to drive agility in operations and build a lean organization. Thoughtful and targeted approaches must be applied to optimize inventory and maintain cash flows while also preventing stock-outs in case of disruptions. With a speed to market of only 25 days, we can promptly respond to consumer demand and drive a flexible and lean operating model. Also, as consumers increasingly shift to e-commerce channels, it is necessary to recalibrate e-commerce strategy. With our strong omnichannel presence in the domestic market, we are well placed to adapt quickly to changing consumer lifestyle and demands.



Identifying the need for sustainable products

As consumers become increasingly conscious of our planet's vulnerabilities, we believe that our ability to manufacture high-quality leather that is sustainable as well as eco-friendly makes us a better organization.





Seeing Change as Chance

As consumers adjust to the next normal, there is a significant change in buying patterns and behavior. Even before the COVID-19 outbreak, there have been some distinct trends underpinning India’s retail sector. We are seeing these changes as a chance to capitalize on our strengths and be responsive to opportunities that come our way.



Capturing the online opportunity

The pandemic has compelled people to stay away from crowds and public places as a health and safety precaution. Even after the lifting of the nationwide lockdown, shoppers are still avoiding physical stores and instead, migrating to online shopping. The rapid penetration of smartphones across the country and ever-declining cost of data has also facilitated the emergence of the online platform as a significant channel for reaching out to retail consumers.

At Mirza International, we are better prepared to serve consumers digitally through our presence on leading e-commerce platforms. We operate a direct e-commerce division in Noida, U.P. that caters exclusively to this fast-growing format. Our warehouse located in the strategic city of Bengaluru further facilitate faster deliveries and fulfillment of consumer demand. Our online infrastructure has also helped us to access opportunities in Tier II & III cities where consumers seek aspirational products, but physical stores are relatively fewer.

We have been able to drive strong online sales in recent years. As the shift to online channel accelerates, we are confident of exploiting the opportunities for our brands through our aggressive online strategy and proactive marketing and distribution efforts.



Addressing aspirations for branded offerings

Increase in disposable incomes, rising brand awareness, increased smartphone penetration and growing participation of women in the workforce is intensifying the shift towards branded products. Among the different lifestyle and retail categories, the Indian footwear industry has seen the highest propensity towards branded wear. As per the RedSeer Report December 2018, of the total footwear market of ₹ 635 Billion, the share of branded footwear stands at ~44.5%. The share of branded footwear is expected to reach 50% of total sales (₹ 954 Billion) in the next three years by CY2021. Moreover, growing at a CAGR of 19% over CY 2018-21, the branded footwear segment is expected to outpace the unbranded segment's sales CAGR of 11% for the same period.

Our wide brand portfolio, offering a mix of stylish, formal and casual footwear, provides us with a compelling opportunity to address the growing aspirations for branded wear. REDTAPE is well-entrenched as a leading leather footwear brand meeting the preferences of fashion-conscious consumers. The newer brands Bond Street and REDTAPE Athleisure have resonated well with the younger male population. In addition, our REDTAPE brand extensions in apparels and accessories have been well received in the market.

Brand MODE is enabling us to address the sizeable opportunity in the women's branded fashionable footwear segment. In the coming years, as per market reports, women's footwear is estimated to experience the highest market growth among all footwear segments.

Meeting the demand for omnichannel presence

Today's millennials are looking for a fully-integrated shopping approach to enjoy a unified and seamless brand experience across all touchpoints. Aligned with this change, we have expanded our presence to diverse formats, which includes a healthy mix of Exclusive Brand Outlets (EBOs), Multi-brand Outlets (MBOs) and E-commerce platforms.

Our EBOs are of two types: offline stores and online-offline stores. The offline EBOs are located at prime shopping destinations such as High Street and malls. During the year, we added 16 new offline/online EBOs of which 10 were set up in Tier II & III cities. With these smaller cities expected to be high potential retail markets in the coming years, we are staying ahead of this change through our early entry.

Our online-offline EBOs are located outside the cities and are much larger than our offline EBOs. We can maintain double the stock-keeping units (SKUs) at these distant stores in comparison to our offline stores. Products can be booked or viewed online, and purchases can be picked up in-store. We currently have 222 online-offline EBOs across the country, an increase of 16 stores from the previous year.

Our brands are also available at leading retail chains and large-format stores, such as Shoppers Stop, Metro Shoes, Lifestyle, Reliance Retail, Regal Shoe and Central. Our presence across 830+ MBOs strengthens our brand visibility and enables us to penetrate deeper into our targeted markets. While malls have been witnessing lower footfalls following the pandemic, we believe that this will improve once normalcy returns.

13.27%

increase in domestic revenue from branded offerings

Channel-wise domestic branded sales	FY 2018-19 (₹ in Crore)	FY 2019-20 (₹ in Crore)	Growth (In %)
EBOs	267.60	371.26	38.74%
MBOs	104.96	83.85	(20.11%)
E-commerce	216.30	211.92	(2.03%)
Total	588.86	667.03	13.27%



Identifying changes in technology as a chance to offer more engaging experiences

Several of our EBOs offer consumers a 'try-before-you-buy' digital option through the use of augmented reality solutions to provide an interactive and immersive shopping experience



Identifying Global Opportunities

The ongoing global trade conflict has the potential to have significant ramifications on the global footwear industry dynamics. Overseas companies are also keen to de-risk and diversify their supply chains or relocate their manufacturing hubs in the wake of the pandemic. We will aggressively scout for these opportunities to step up our growth.

Rich past of international success

Mirza International has an excellent track record of being an admired footwear exporter to global markets. Further, with around 42% contribution to our total sales, our international business segment has been a consistent performer.

We supply branded and white-label footwear to UK, US, France, Germany and Australia, among others, geographies where the best brands from around the world are available. The fact that our products have been able to capture mind and market share in these prime destinations is a testament to their quality and designs. We have established long-standing associations with reputed retail chains in these countries. Our extensive global reach to around 29 countries further reinforces the strength of our international business segment.

Our proven performance is an endorsement of our ability to stay nimble and quick. By innovating with speed, manufacturing high-quality products within compressed timelines, to ensuring that these products reach the right market at the right time, our agility has fostered our success in responding effectively to the demands of our global customers.

Strong acceptance for REDTAPE

In the international markets, REDTAPE is positioned as a premium men's footwear brand in the midsegment for the young and fashion-conscious. REDTAPE has been able to establish itself as a popular brand in these geographies on the strength of its superior quality and design at competitive prices. During FY 2019-20, 4% of our international revenue was attributable to REDTAPE sales.

UK is the biggest market for REDTAPE, followed by the US. In UK, REDTAPE is sold through an efficient distribution network comprising top chain stores and MBOs. As on 31st March, 2020, REDTAPE was present across 1,200+ MBOs. In US, REDTAPE is distributed across 500+ MBOs. We are driving brand awareness and sales by making our products available on dedicated sites and leading e-commerce platforms. The brand is also steadily strengthening its foothold across other European markets.

Tracking new possibilities

Amid rising labor costs and escalating trade wars with China, several businesses in the US are increasingly looking at alternative manufacturing and supply locations or expansion sites. The pandemic has also forced businesses across the world to reduce their supply chain reliance on any one region. Consumer demand in global markets is expected to revive once the pandemic situation is near-normal. We are continuously tracking all these developments to grow our international business segment. We are confident that the trust we have gained for our products, technology and processes along with our commitment towards environmental sustainability will enable us to stay at the forefront of harnessing these opportunities.

4.22 Million Pairs ↑

Branded and white label footwear exported in FY 2019-20

₹ 527.74 Crore ↑

Total overseas revenue in FY 2019-20

₹ 25.53 Crore ↑

Overseas revenue from REDTAPE in FY 2019-20

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Canada

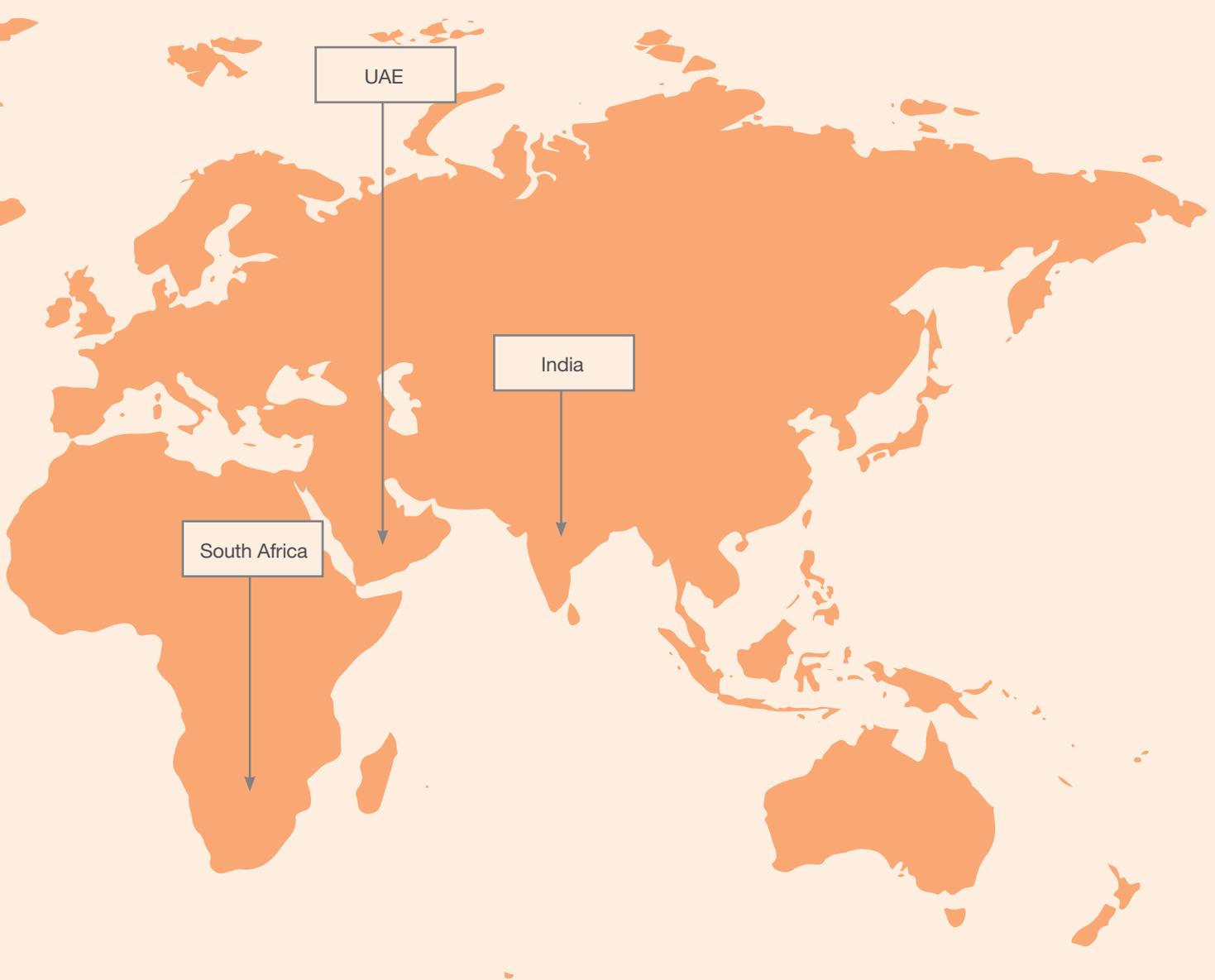


Operations in
29 countries
across
5 continents

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Identifying Opportunities to Build a Better Tomorrow

Our focus is on making a positive contribution in the areas where we live and work and building a more sustainable future for our communities and for us as an organization



Healthcare

India's huge population of over 1.3 billion, with a significant size living precariously close to low income level, poses an enormous challenge to the healthcare delivery system. The Government of India has prioritized healthcare with flagship initiatives like Ayushman Bharat. We deliver a recurring primary healthcare service through Mirza Charitable Hospital Limited, a multi-speciality hospital registered under Section 8 of the Companies Act, 2013, located at Unnao, Uttar Pradesh. It is administered by independent professional doctors specialized in the fields of orthopaedics, ophthalmology, and dental, among others. During the year, the Company contributed ₹ 1.45 Crore towards providing healthcare facilities to the villagers and poor and weaker sections of the society.





Education

The COVID-19 pandemic has severely impacted the education sector, accelerating the shift to digital-learning models as educational institutes remain closed in the wake of the virus outbreak. Education sector in India remains to be a strategic priority for the Government. The government has allowed 100% Foreign Direct Investment in the Education sector through the automatic route since 2002. During the year, the Company continued the efforts to promote education by contributing ₹19.68 lacs towards the education sector of the country. The Company also continued to extend direct support to the students belonging to poorer and underprivileged sections of the society.



Women Empowerment

Women's empowerment in rural India is often overlooked and this is of particular concern since much of India still lives in rural areas, despite a high rate of urbanization and expansion of cities. The principle of gender equality is enshrined in Indian Constitution in its preamble, fundamental rights, fundamental duties and directive principles. A survey claims that the impact of gender equality in 2025 in India is estimated to be US\$ 700 Billion. In other words, gender equality can increase the GDP of our country by a massive 27%. During the year, the Company continued to contribute towards empowering women in rural areas to enable them to become self-reliant.



Financial Highlights

Particulars	For FY 2019-20 (unless mentioned otherwise)
Total Revenue	₹ 1,26,185 Lacs
CAGR of Total Revenue	6.55% in last five years
Overseas Revenue	₹ 52,774 Lacs
Domestic Revenue	₹ 73,411 Lacs
Profit before Tax	₹ 6,439 Lacs
EBITDA Margin	₹ 17,334 Lacs
EBITDA Margin (%)	13.74%
Profit after Tax	₹ 4,766 Lacs
CAGR of PAT	-1.41% in last five years
Net Worth	₹ 62,785 Lacs (as on 31 st March, 2020)
Annual Dividend	90.02% per share



Identifying Opportunities and Outperforming

Recognition for Exports



Recognition in E-commerce

June 2019	Platinum Partner Award from Paytm
November 2019	Best Men's Casual Footwear Brand (Tech Threads 2019) from Myntra
November 2019	Gold in "Top Notch Seller" from Flipkart
November 2019	2 nd Runner up in "APL Go For Gold (Advertiser Premier League 2019)" from Flipkart
December 2018	Gold in 'Top Overall Flipstar' from Flipkart
September 2018	Gold in 'Perfect Player in Softlines' category from Amazon
September 2018	Gold in 'Customer Excellence System' from Amazon
August 2018	Gold Seller Award from Flipkart
April 2018	Gold in 'Best Formal Footwear Brand' from Flipkart



Corporate Information

BOARD OF DIRECTORS & MANAGEMENT

Mr. Rashid Ahmed Mirza

Chairman and Managing Director

Mr. Shahid Ahmad Mirza

Whole-time Director

Mr. Tauseef Ahmad Mirza

Whole-time Director

Mr. Tasneef Ahmad Mirza

Whole-time Director

Mr. Shuja Mirza

Whole-time Director

Mr. Narendra Prasad Upadhyaya

Whole-time Director

Dr. Yashvir Singh

Independent Director

Mr. Sanjiv Gupta

Independent Director

Mr. Qazi Salam Noorus

Independent Director

Mr. Sudhindra Kumar Jain

Independent Director

Mr. Sanjay Bhalla

Independent Director

Ms. Saumya Srivastava

Independent Director

Mr. V.T. Cherian

Chief Financial Officer

Ms. Priyanka Pahuja

Company Secretary & Compliance Officer

STATUTORY AUDITORS

M/s. DRA & Co.

Chartered Accountants

BANKERS

Punjab National Bank

HDFC Bank

Citi Bank N.A.

REGISTERED OFFICE

14/6, Civil Lines, Kanpur - 208 001

CORPORATE & MARKETING OFFICE

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

WORKS

- Kanpur-Unnao Link Road, Magarwara, Unnao - 209 801
- Kanpur-Unnao Link Road, Sahjani, Unnao - 209 801
- C-4, 5, 36 & 37, Sector-59, Noida - 201 303
- UPSIDC Industrial Area, Site II, Unnao - 209 801
- 1A, Sector Ecotech-I, Extension-I, Greater Noida - 201 308
- Plot No. 18-19, Nand Nagar Industrial Estate, Phase-1, Mahua Khera Ganj, Kashipur, Udham Singh Nagar, Uttarakhand - 244 713

REGISTRAR & TRANSFER AGENTS

KFin Technologies Private Limited
Selenium Tower B, 6th Floor,
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Management Discussion and Analysis Report

ECONOMIC OVERVIEW

Global

A dynamic and inclusive global economy is essential to attain collective growth and wealth. Amid prolonged trade disputes and wide-ranging policy uncertainties, the world economy has seen a significant and broad-based deterioration over the past year. According to the International Monetary Fund (IMF) estimates in April 2020, global Gross Domestic Product (GDP) grew by 2.9% in 2019, slightly lower than the 2018 growth of 3.6%. The US-China trade wars, protectionism, and auto industry slowdown in the Euro area on account of new emission standards were some of the major causes of the slow growth.

Rising tariffs and months of shifting between the escalation and de-escalation of global trade tensions have fueled policy uncertainty and significantly curtailed investments. Bilateral trade between United States and China has plummeted, with significant disruptions to international supply chains. The sluggish growth in manufacturing and trade in 2019 is expected to be further derailed with the unprecedented novel coronavirus pandemic throttling almost all economic activities in the first half of 2020. The IMF revised the growth outlook in April 2020 and estimated the global economy to contract by 3% in 2020. Advanced Economies are projected to register a negative growth of 6.1%, while Emerging Markets and Developing Economies (EMDEs) are projected to see a 1% decline in growth. Only India and China are expected to remain in the positive growth zone at 1.9% and 1.2%, respectively.

Several of the development challenges faced by countries are global in nature and cannot be adequately addressed by domestic structural policies alone. National policies need to be complemented by more effective international cooperation in order to achieve shared goals, particularly in the areas of climate change, international trade and finance. As the global economic balance is shifting from the European Union, the United States and other developed countries towards China, India and other developing countries, global economic decision-making power is shifting as well.

India

The global economic slowdown and the COVID-19 outbreak along with country-specific issues made its impact felt on the performance of the Indian economy. Growth during FY 2019-20 stood at 4.2%, down from 6.1% in the previous year. Even while government expenditure growth remained intact, economic progress was hit by slower growth in private consumption, further exacerbated by tight liquidity conditions and crisis in the Non-Banking Financial Company (NBFC) sector. Lower Goods and Services Tax (GST) collections and strain on fiscal deficit further

enhanced pressure on economic activities. In FY 2019-20, fiscal deficit was budgeted at ₹ 7.04 lac crore (US\$ 99.56 billion) (3.3% of GDP), as compared to ₹ 6.49 lac crore (US\$ 91.86 billion) (3.4% of GDP) in FY 2018-19.

Notwithstanding the disappointing growth figures, the Indian economy did witness some positive developments during the fiscal. A jump of 79 positions to 63 in 2019 from 142 in 2014 in World Bank's "Ease of Doing Business" rankings has fueled India's attractiveness as a destination for Foreign Direct Investments. India has also emerged as one of the favorable trade destination for rest of the world as many large multinational companies look to shift their operations from China. Supported by "Make in India" initiative of the Government of India, many overseas manufacturing units have relocated to India, resulting in creation of job opportunities for young Indians. Further, as per the Government of India's Economic Survey 2019-20, by integrating "Assemble in India for the World" into "Make in India", India can:

- Raise its export market share to about 3.5% by 2025 and 6% by 2030; and
- Create 4 crore well-paid jobs by 2025 and 8 crore by 2030.

The Government of India has also undertaken various reforms to boost investment, consumption, exports and ease of doing business, which includes but not limited to:

- Speeding up the Insolvency Resolution Process under Insolvency and Bankruptcy Code (IBC);
- Easing of credit, particularly for the stressed real estate and NBFC sectors; and
- Decriminalizing various provisions of Companies Act, 2013.

Severely hit by the coronavirus outbreak, the Indian economy is projected to contract significantly in FY 2020-21. However, with the country's fundamentals being strong, the IMF has stated that India is likely to bounce back with an impressive growth rate of 8.8% in FY 2021-22, thus surpassing China's projected growth rate of 8.2% and regaining its status as the fastest growing emerging economy. Export and manufacturing in India may even benefit from the contagion, as some companies look at it as a viable alternative to China for cost-effective outsourcing.

INDUSTRY STRUCTURE AND DEVELOPMENTS

The leather industry has been consistently identified as a focus sector under Government of India's Foreign Trade Policy. The leather industry also remains one of the prominent foreign exchange earners for the Indian economy. The growth in demand for leather is driven by

the fashion industry, especially footwear. India's leather industry accounts for around 12.9% of the world's leather production of hides/skins and handles a robust annual production of about 3 billion sq. ft. of leather. India also accounts for 9% of the world's footwear production.

The leather industry in India is an employment-focused industry, providing jobs to about 4.42 million people. The major production centers for footwear, leather and leather products are located in the States of Tamil Nadu – Chennai, Ambur, Ranipet, Vaniyambadi, Vellore, Pernambut, Trichy, Dindigul and Erode; West Bengal – Kolkata; Uttar Pradesh – Kanpur, Agra, Noida, Saharanpur; Maharashtra – Mumbai; Punjab – Jalandhar; Karnataka – Bengaluru; Telangana-Hyderabad; Haryana – Ambala, Gurugram, Panchkula, Karnal and Faridabad; Delhi; Madhya Pradesh – Dewas; Kerala – Kozhikode and Ernakulam / Kochi; Rajasthan - Jaipur; Jammu & Kashmir - Srinagar.

GST Reduction

In recent years, to encourage the promotion of the leather industry, the Government has reduced the Goods and Services Tax (GST) rates for leather industry items, as mentioned below:

- Finished leather from 12% to 5%;
- Certain leather chemicals, leather goods, leather garments and saddlery items from 28% to 18%;
- Common Effluent Treatment Plants (CETPs) from 18% to 12%;
- Job work from 18% to 5%; and
- Footwear from 18% to 5%.

India's Leather Exports

As per the records of Council for Leather Exports (CLE), which is an autonomous non-profit organization, exports of leather and leather products touched US\$ 5 billion during FY 2019-20. In rupee terms, leather exports touched ₹ 3,59,503.25 million in April 2019-March 2020 as against ₹ 3,97,937.38 million in April 2018-March 2019, registering a decline of 9.66%.



Major Markets

The major markets for Indian leather and leather products are the US with a share of 17.22%, Germany 11.98%, UK 10.43%, Italy 6.33%, France 5.94%, Spain 5.01%, Netherlands 3.52%, UAE 3.35%, China 2.61%, Hong Kong 2.15%, Belgium 2.21% and Poland 2.11%. The top 12 countries together account for nearly 72.86% of India's total leather and leather products export.

Export of leather and leather products to major markets like the US and Spain have shown positive growth and markets like Germany, UK, Italy, France, Netherlands, Hong Kong and China have shown negative growth during FY 2019-20.

Emerging Strengths

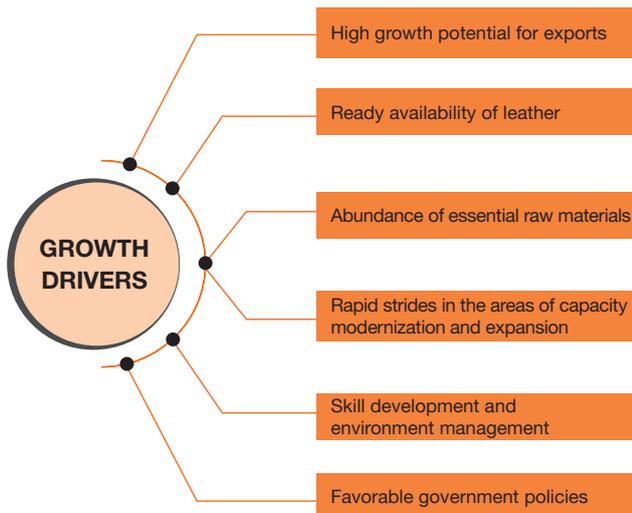
- Design development initiatives by institutions and individuals
- Continuous modernization and technology up-gradation
- Economic size of manufacturing units
- Constant human resource development program to enhance productivity
- Increasing use of quality components
- Shorter prototype development time
- Delivery compliance

FOOTWEAR INDUSTRY

India is the second-largest producer of footwear after China. Within India's leather and leather products export, footwear exports accounted for 51.77% share during April 2019 to March 2020 worth US\$ 2.6 billion. India produces 2 billion pairs of different categories of footwear constituting almost equal percentage of leather and non-leather footwear.

The Indian footwear market is witnessing a steady popularity among teenagers and youths. They are using online platforms, inter alia, for purchase of footwear which is slowly occupying a significant share of total sales volume. The bricks and mortar retail industry shall witness intensifying competition from the e-commerce offerings in the coming years.

Under the "New Normal" as India Inc. shifts to "Work From Home" and with socializing becoming a rare occasion, shoppers are purchasing casual and comfortable open footwear. The silver lining, however, is the increasing awareness about health, thereby driving the demand for sports footwear.



OPPORTUNITIES

- Amid domestic economic glitches during FY 2019-20, the Company witnessed upward movement in terms of turnover, number of consumers and product lines on the strength of its brands. Notwithstanding weak consumer sentiments in the short term, the Company believes that India's favorable demographics, the shift towards branded products, and e-commerce growth offer considerable market opportunity in the medium and long term. To leverage the success of its brands, the Company is aggressively expanding its domestic supply and distribution network. This will enable it to cater the increased demand of its consumers and increase market share.
- The Company's products are focused on the fashion conscious youth and middle-class population. India has largest population of the Company's targeted consumers. Its wide portfolio comprising branded footwear, garments and fashion accessories holds significant potential to address the growing consumerism and serve the requirements of its increasing targeted segment in the domestic market.
- With the increased percentage of educated and earning woman in India and rise in disposable earnings, India has seen an upside trend towards branded fashion amongst women in the age group of 20-50 years. Inspired by this, the Company has introduced women's footwear segment under the brand MODE. This provides a humungous opportunity to cater the fashion demand of half of the population.
- The Company has a strong global presence, which enables it to capitalize on global opportunities. Apart from reinforcing its position as a preferred global supplier as overseas companies look to diversify their manufacturing and supply base, the Company is also focused at growing the market share of its homegrown brand REDTAPE. During the year, the Company launched its first exclusive store in Dubai, which will enable it to cater the fashion demand of one of the

most favorable shopping cities of world. The Company already has a strong presence for REDTAPE in the lucrative markets of the UK and US.

THREATS

- With the liberalized FDI policy of Government of India, it becomes easier for foreign brands to expand their domestic presence. The intense competition in the domestic market can impact the Company's market share.
- The UK is among the prime export destinations for Indian footwear. However, the exit of the UK from the European Union (BREXIT) and the country's entry into a 11-month transition period until January 2021 until the separation is completed have impacted Indian leather exports.
- The footwear industry is a highly fashion-conscious segment. Difficulty to adapt to the fast-changing fashion trends may threaten the Company's sales in the global market or even among the aspirational shoppers in the domestic market.
- Indirect non-tariff barriers are increasingly being resorted by developing countries.
- Stricter international standards require higher quality products. Failure to meet quality standards may erode the reputation of the Company's products and the trust reposed by global customers.

SEGMENT-WISE PERFORMANCE

The Company's business segments are primarily Shoe Division and Tannery Division. During the year under review, revenue from the Shoe Division increased to ₹ 912.96 crore as against ₹ 871.57 crore in the previous year. Revenue from the Tannery Division stood at ₹ 189.53 crore for the year as against ₹ 179.11 crore in the previous year.

DOMESTIC SALES

During the year under review, Company focused primarily on developing and expanding domestic market. Domestic sales stood at ₹ 734.11 crore as against ₹ 651.92 crore in the previous year, thus registering an increase of 12.61% year-on-year. With a strong presence in the domestic market, flagship brand REDTAPE enjoys consumer's admiration and confidence. The product range is targeted towards the youth, who are fashion-savvy and are always on the hunt for innovative branded designs. With this philosophy, the garment line comprises Denims, Casual Shirts, T-shirts, Cargos, Trousers, Shorts, Sweaters and Jackets while the accessory line includes Belts, Socks, Hankies and Wallets.

The Company has followed a strategy of adding new retail stores in Malls and High Street locations to enhance its retail footprint. These spacious new stores are located in the growing markets of the country and are based on global design. Contemporary product display at these stores also attracts new-age shoppers. Apart from its robust



retail network, the Company has also invested in growing its online presence to cater to the growing segment of consumers who increasingly access digital platforms to meet their shopping requirements. The Company's strong presence on major online portals has enabled it to boost market visibility and attract tech-savvy millennials.

OVERSEAS REVENUE

Apart from the primary focus on expansion of Domestic Market, the Company also retained its focus on Overseas Market. Revenue from overseas sales during FY 2019-20 stood at ₹ 527.74 crore as against ₹ 501.87 crore in the previous year. While revenue from UK operations increased to ₹ 355.25 crore from ₹ 317.20 crore in FY 2019-20, revenue from the US operations decreased from ₹ 88.48 crore to ₹ 82.20 crore in previous year.

OUTLOOK

The Company's long-term outlook continues to be promising given the following:

- a. With the footwear industry being highly market-driven, there are sustained opportunities for driving growth. Leveraging its leadership position in manufacturing and marketing of leather goods, the focus shall be on creation of long-term value for all stakeholders.
- b. Online platforms now offer a new growth engine for retail companies. Cognizant of this opportunity, the Company will be looking at engaging with more consumers through a well-thought-out digital strategy.
- c. With the change in customer preferences, footwear has become a style statement, especially among the teenagers, youth and the affluent working class. The domestic demand for footwear is thus projected to grow at a fast pace. The Company, through its aspirational footwear brands, is optimistic of seizing this opportunity.

Today, REDTAPE 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 222 exclusive brand outlets (EBOs) across 100 cities along with a presence in 210+ shop-in-shops. Extending brand offerings beyond footwear to allied areas of garments and accessories, REDTAPE has also emerged as a premium lifestyle brand.

The Company's other brands – Bond Street, MODE and REDTAPE Athleisure – have also resonated well in the domestic market. Encompassing the segments of value fashion, women's footwear and men's sportswear, these diverse offerings will enable the Company to reach out to a wide section of the people and grow overall sales.

RISKS 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 Labor: Shortage of skilled labor and the urgent need to train them is a matter of concern for the Indian footwear industry. It is estimated that 90% of the total workforce (directly or indirectly) is either semi-skilled or unskilled. To ensure that its operations are driven by a skilled workforce and the Company's products are of high quality, the Company places strong emphasis on regular training and upskilling of its employees. Training of workers encompasses all areas from tanning and stitching to designing and manufacturing.

Raw Material Base: The Indian leather industry is aiming to achieve an export target of US\$ 10 billion by 2025 while the domestic market for leather, leather products and footwear is projected to double from the present value of US\$ 5 billion. This will considerably enhance the requirement of leather in the coming years. Inability to efficiently manage raw material requirements will hamper the Company's manufacturing capacity. The Company's in-house tannery, vast industry experience of over decades and continued focus on strengthening associations with suppliers safeguard it considerably from the risk of raw material availability.

Geopolitical Tensions and Global Pandemic: The Company's export segment can be negatively impacted by geopolitical tensions. Similarly, a global pandemic like the COVID-19 crisis can seriously impact the business and profitability of the Company. To mitigate this risk, the Company actively monitors its cashflows and undertakes extensive analysis before taking decisions on investments and expanding to new geographies. The Company's business continuity planning and experienced management play an equally important role in ensuring smooth operations during crisis.

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.

HUMAN RESOURCES

It is the Company's belief that people are at the heart of corporate purpose and constitute the primary source of sustainable competitive advantage. For continued success in the footwear industry, the 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. The Company's belief in trust, transparency and teamwork improved employee productivity at all levels. The Company has strength of 3,188 employees as on 31st March, 2020.

Details of significant changes in key financial ratios along with explanation

In compliance with the requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the key financial ratios of the Company along with explanation for significant changes (i.e., for change of 25% or more as compared to the immediately previous financial year will be termed as “significant changes”), has been provided hereunder:

Sl. No.	Particulars#	FY	FY
		2019-20	2018-19
(i)	Debtors Turnover	6.33	6.15
(ii)	Inventory Turnover	3.05	2.66
(iii)	Interest Coverage Ratio	3.17	3.21
(iv)	Current Ratio	1.53	1.56
(v)	Debt Equity Ratio	0.45	0.82
(vi)	Operating Profit Margin (%)	8.71	10
(vii)	Net Profit Margin (%)	3.78	4
(viii)	Return on Net Worth (%)	7.59	8

- #a. The significant changes in Operating Profit Margin (%), Net Profit Margin (%) and the Net Worth Ratio (%) is due to cost efficiencies/productivity improvement and premiumization of our product range leading to increased sales.
- b. The significant changes in Debtor Turnover Ratio has been recorded on account of increase in turnover.
- c. The significant changes in Interest Coverage Ratio has been recorded due to significant decrease in Earnings Before Interest and Taxes (EBIT).

CAUTIONARY STATEMENT

Statement in this Management Discussion and Analysis Report describing the Company’s objective, projects, estimates and expectations may be “forward-looking statement” 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, among others, over which the Company does not have any direct control.



Directors' Report

To,
The Members of
Mirza International Limited

Your Directors are pleased to present the forty first Annual Report on the business and operations of the Mirza International Limited ("the Company" or "MIL") along with the Audited Financial Statements for the Financial Year ended 31st March, 2020.

FINANCIAL SUMMARY

The Company's standalone and consolidated financial performance for the year ended 31st March, 2020 is summarised below:

Particulars	(₹ in Crore)			
	Standalone		Consolidated	
	2019-2020	2018-2019	2019-2020	2018-2019
Total Income	1261.85	1153.79	1262.87	1153.79
Earning before Finance Costs, Depreciation and Amortization Expenses and Taxes	173.34	145.74	173.46	145.75
Less: Finance Charges	45.57	34.31	45.58	34.31
Depreciation & Amortization Expenses	63.38	35.46	63.44	35.46
Profit Before Tax	64.39	75.97	64.44	75.98
Less: Provision for Taxes	16.73	27.19	16.73	27.19
Profit After Taxes	47.66	48.78	47.71	48.79
Other Comprehensive Income	(0.02)	3.75	(0.01)	3.75
Total Comprehensive Income for the year	47.64	52.53	47.70	52.54

STATE OF COMPANY AFFAIRS

The FY 2019-20 has been a remarkable year for your Company. The Company has crossed ever highest turnover of ₹ 1261.85 crore. The major highlights are given below:

Standalone and Consolidated

- The Revenue from operations increased to ₹ 1261.85 Crore from ₹ 1151.70 Crore in the previous year. Thus, showing an increase of about 9.42%.
- The Profit before Tax has declined to ₹ 64.39 Crore as compared to ₹ 75.97 Crore for the previous year, thereby showing the decrease of about 15.24%.
- The EBITDA increased to ₹ 173.34 Crore from ₹ 145.75 Crore in the previous year, thus showing the increase of about 18.92%.
- Cash Profit increased to ₹ 86.64 Crore from ₹ 84.24 Crore in the previous year, showing a increase of about 2.85%.
- The Earning Per Share has decreased to ₹ 3.96 as against ₹ 4.05 in the Previous Year.

GROWTH STRATEGY

- With the continuous focus on Domestic market which is also one of largest market in world, REDTAPE remain successful in expanding its presence across the length and breadth of India. With 16 Number of

retail outlets opened during FY 2019-20 only, total number of retail outlets has been reached to 222 which resulted into ever high turnover of ₹ 734.11 crore from domestic market only with 12.61% increase. Inspired by this, REDTAPE is retaining its aggressive marketing strategy with clear focus to reach and attract the growing middle class youth of the Country.

- Your Company is also focusing on export marketing of its product with facts that during FY 2019-20, export turnover of the Company was ₹ 527.74 as against ₹ 501.87 during FY 2018-19. Company is looking positive to get upward movement from last achieved export turnover subject to global economic conditions.
- During FY 2019-20, Company has increased its product lines by launching new products under REDTAPE brands like travel bags, undergarments etc. and also increased its product mix in Garment and Shoes Segments as well. Company has achieved turnover of ₹ 278.37 Crore in Garment segment which shows its increasing customer confidence for future growth as well. Company's sport brand REDTAPE *athleisure* is rapidly finding its place in foots of young and sporty Indians.

MATERIAL CHANGES AND COMMITMENTS

In the last month of FY 2019-20, the COVID-19 pandemic developed rapidly into a global crisis, forcing government

to enforce lockdowns of all economic activity. It has caused global widespread economic disruptions leaving uncertainties with respect to severity and its impact on businesses, which currently cannot be reasonably ascertained. The Company has up to the date of approval of financial results, evaluated and factored into the extent possible likely material events and circumstances arising from COVID-19 pandemic and their impact on carrying value of its Assets and Liabilities as at 31st March, 2020. Based on current indicators of future economic conditions, the Company expects to recover the carrying amount of its Assets as on 31st March, 2020. The impact of any future events and developments emerging out of COVID-19 pandemic, if any, and occurring after the balance sheet date and relating to the Assets and Liabilities of the Company as on 31st March, 2020 will be recognised prospectively.

SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company has two foreign subsidiaries as on 31st March, 2020 viz. Mirza (H.K) Limited and Mirza Bangla Limited. During the year under review, no new subsidiaries have been incorporated and there are no other associate companies or joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act"). There has been no material change in the nature of the business of the subsidiaries.

During the year, the Board of Directors reviewed the affairs of the subsidiaries. In accordance with Section 129(3) of the Act, we have prepared consolidated financial statements of the Company and all its subsidiaries, which form part of the Annual Report. Further, a statement containing the salient features of the financial statements of our subsidiaries in the prescribed format AOC-1 is appended as **Annexure I** to the Directors' Report. The statement provide the details of performance, financial positions of each of the subsidiaries.

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

DIVIDEND

The Company has declared an Interim Dividend of ₹ 0.90 per share i.e. 45% of 12,03,06,000 Equity Shares of the Company. The Company is not declaring any Final Dividend for the Financial Year ended on 31st March, 2020 due to impact on Profit of the Company on account of COVID-19 outbreak.

TRANSFER TO RESERVE

The Board proposes to transfer the amount of ₹ 5 Crore to General Reserve.

DEPOSITS

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

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The term of Mr. Rashid Ahmed Mirza, Chairman and Managing Director, Mr. Shahid Ahmad Mirza, Mr. Tauseef Ahmad Mirza, Mr. Tasneef Ahmad Mirza and Mr. Narendra Prasad Upadhyaya, Whole Time Directors of the Company expired on 30th September, 2020. Accordingly, the aforesaid Directors have been re-appointed w.e.f. 1st October, 2020 by passing of resolution by the shareholders of the Company through Postal Ballot/E-Voting Process on 22nd October, 2020.

Pursuant to the provisions of Companies Act, 2013 and Articles of Association of the Company Mr. Rashid Ahmed Mirza, Chairman and Managing Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offered himself for re-appointment.

During the year under review, CA Sanjiv Gupta was appointed as Additional Director on 12th November, 2019 to be designated as Independent Director of the Company. He holds office upto the conclusion of ensuing Annual General Meeting ("AGM") of the Company and is due for appointment as Director for his term. The Notice of the ensuing AGM proposes resolution for appointment of aforesaid Additional Director on the Board of Directors of the Company and forms part of the Annual Report.

Profiles of Directors seeking appointment/re-appointment are given in the Statement under Section 102 of the Companies Act, 2013 to the Notice of the ensuing AGM of the Company.

During the year, Mr. Pashupati Nath Kapoor and Ms. Vinita Kejriwal ceased to be the Non-Executive Independent Directors of the Company w.e.f. 19th September, 2019 subsequent to the completion of their tenure. Mr. Subhash Sapra tendered his resignation as Non-Executive Independent Director of the Company w.e.f. 12th November, 2019.

Mr. Ankit Misra tendered his resignation from the Office of Company Secretary and Compliance Officer w.e.f. 1st August, 2020. Subsequent to his resignation, Mr. Gaurav Rajoriya was appointed as the Company Secretary and Compliance Officer of the Company. Further, Mr. Gaurav Rajoriya ceased to be the Company Secretary and



Compliance Officer of the Company w.e.f. 14th September, 2020. The Board of Directors in their meeting held on 14th September, 2020 appointed Ms. Priyanka Pahuja as the Company Secretary and Compliance Officer of the Company.

DECLARATION BY INDEPENDENT DIRECTORS

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

EVALUATION OF BOARD’S PERFORMANCE

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual Directors on the basis of the criteria and framework adopted by the Board. In addition, the performance of Board as a whole and Committees were evaluated by the Board after seeking inputs from all the Directors based on various criteria. In a separate meeting of Independent Directors, performance of Non-Independent Directors, performance of Board as a whole and performance of the Chairman was evaluated, considering the views of the Executive Directors and Non-Executive Directors. The evaluation process has been explained in the Corporate Governance Report section of the Annual Report.

FAMILIARISATION PROGRAMMES FOR INDEPENDENT DIRECTORS

The details of programmes conducted for familiarisation of Independent Directors with the Company, nature of the industry in which the Company operates, business model of the Company etc. has been uploaded on the Company’s website at the web link: <https://www.mirza.co.in/corporate-information.php>. For further details, please refer to the Report on Corporate Governance which is forming part of this Annual Report.

REMUNERATION POLICY

The Company has in place a Nomination and Remuneration Policy for appointment of Directors, Key Managerial Personnel, Senior Management and fixation of their remuneration as per the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Remuneration Policy is available on Company’s website at the link: <https://www.mirza.co.in/corporate-information.php>.

RISK MANAGEMENT POLICY

The Company has in place a Risk Management Policy which was reviewed by the Audit Committee and approved by the Board of Directors of the Company. The Policy provides for a

robust Risk Management Framework to identify and assess strategic, operational, financial and compliance risks and monitors the effectiveness and efficiency of risk mitigation and control measures. The major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continual basis.

Audit Committee of the Company has been entrusted with responsibility to assist the Board in the matters which are given below:

- (a) Providing a framework that enables future activities to take place in consistent and controlled manner.
- (b) Improve decision making, planning and prioritization by comprehensive and structured understanding of business activities, volatility and opportunities /threats.
- (c) Contributing towards more efficient use/allocation of resources within the organization.
- (d) Protecting and enhancing assets and Company image.
- (e) Reducing volatility in various areas of the business.
- (f) Developing and supporting people and knowledge base of organization.
- (g) Optimizing operational efficiency.

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.

VIGIL MECHANISM (WHISTLE BLOWER)

The Company has in place a Whistle Blower Policy to establish a vigil mechanism for Directors/Employees and other Stakeholders of the Company to report concerns affecting the smooth and efficient running of operations of the Company. This Policy documents the Company’s commitment to maintain an open work environment in which employees, consultants and contractors are able to report instances of unethical or undesirable conduct, actual, suspected fraud or violation of the Company’s Code of Conduct. The Vigil Mechanism (Whistle Blower) Policy is available on Company’s website at the <https://www.mirza.co.in/corporate-information.php>.

DISCLOSURE UNDER SECRETARIAL STANDARDS

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

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company has not given any guarantees covered under the provisions of section 186 of the Companies Act, 2013 and rules made there under. Particulars of loans and investments form part of the notes to the Financial Statements (Please refer Note No. 7 & 8).

INTERNAL CONTROL SYSTEM

The internal control systems commensurate with the size, scale and complexity of the operations of the Company. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with the applicable statutes, safeguarding assets from unauthorised use, executing transactions with proper authorisation, and ensuring compliance with corporate policies.

The Audit Committee of the Board of Directors, comprising of Independent Directors, reviews the effectiveness of the internal control system across the Company including annual plan, significant audit findings and recommendations,

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

Year	Type of dividend	Dividend Per Share	Date of declaration	Due date for transfer	Amount*
2012-13	Final	0.50	28 th September, 2013	27 th October, 2020	6,50,324.00
2013-14	Final	0.50	20 th September, 2014	19 th October, 2021	6,54,784.00
2014-15	Final	0.50	29 th September, 2015	28 th October, 2022	5,30,209.00
2015-16	Final	0.50	29 th September, 2016	28 th October, 2023	6,18,431.50
2016-17	Final	0.90	28 th September, 2017	27 th October, 2024	9,76,678.20
2017-18	Final	0.90	26 th September, 2018	25 th October, 2025	7,76,220.30
2018-19	Final	0.90	19 th September, 2019	17 th October, 2026	33,74,712.00
2019-20	Interim	0.90	12 th February, 2020	12 th March, 2027	95.40

*Amount unclaimed as on 31st March, 2020.

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

Details of the Nodal Officer:

Ms. Priyanka Pahuja, Company Secretary and Compliance Officer of the Company has been appointed as the Nodal officer as per the provisions of IEPF. The details of the same may be accessed on the Company's website at: <https://www.mirza.co.in/shareholders-information.php>.

Share Transferred to IEPF

During the year, the Company transferred 28,453 shares on 11th December, 2019 to the IEPF. The shares transferred were on account of dividends unclaimed for seven consecutive years.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company has a Corporate Social Responsibility Committee in place as per the provisions of Section 135

adequacy of internal controls and compliance with accounting policies and regulations.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

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

of the Companies Act, 2013. As on 31st March, 2020, the Committee consisted of Mr. Rashid Ahmed Mirza, Chairman, Mr. Tasneef Ahmad Mirza and Mr. Sudhindra Kumar Jain, Members.

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

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

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

The CSR Policy may be accessed on the Company's website at the link: <https://www.mirza.co.in/corporate-information.php>.

The Annual Report on CSR activities for the FY 2019-20 is enclosed as **Annexure-II** to this Report.



HUMAN RESOURCES

Company believes that Human Resource is the key to its success. A well planned Human Resource policy and its proper implementation with employees satisfaction nurture the Company's growth story for long run. The Company provides a fair and inclusive environment that promotes new ideas, respect for the individual and equal opportunity to succeed. Experience, merit and performance, leadership abilities, strategic vision, collaborative mindset, teamwork and result orientation are actively promoted and rewarded through an objective appraisal process.

The number of people employed as on 31st March, 2020 was 3188 (31st March, 2019: 3848). Industrial Relations were satisfactory during the year.

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

PARTICULARS OF EMPLOYEES AND OTHER ADDITIONAL INFORMATION

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

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

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

(a) Conservation of energy:

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

- (i) To achieve above objectives, the following steps are being undertaken by the Company:-
- Continuously monitoring the energy parameters such as maximum demand, power factor, load factor on regular basis.

- Installation of energy efficient LED lights by replacing high energy consuming lights.
 - Increasing the awareness of energy saving within the organization to avoid the wastage of energy.
- (ii) Steps taken for utilization of alternate source of energy:-
- Introduction of "Solar Power" is under implementation.

Capital investment on energy conservation equipments:

Financial Year	2019-20
Amount	₹ 111 Lac

(b) Technology Absorption

Efforts made towards technology absorption

Following efforts are made during the year towards technology absorption:

- Replacement of old Desktops / Laptops with latest technology Laptops and data processing units;
- Introduction of Women sports / running shoes with memory foam socks;
- Introduction of new designs for shoe uppers; and
- Expansion of retail base of Online stores in domestic market.

Benefits derived

- Speedy and real time updated flow of information between management and staff level;
 - Adding customer base remaining half population i.e. Indian Women;
 - Introduction of approx. 965 new articles during the year;
 - Value addition and Brand building via online outlets with more customer reach;
- (i) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) –N/A
- (ii) Expenditure incurred on Research and Development: ₹ 963.16 Lac

c) Foreign Exchange Earnings And Outgo

During the year, the foreign exchange earned was ₹ 465.06 Crore as compared to ₹ 454.50 Crore during the previous year. The foreign exchange outgo was ₹ 330.07 Crore in the Previous Year.

CORPORATE GOVERNANCE

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

The report on Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Annual Report. The requisite certificate from the Practicing Company Secretary confirming compliance with the conditions of corporate governance is attached to the Report on Corporate Governance.

AUDITORS

a) Statutory Auditors

At the 38th Annual General Meeting (AGM) of the Company held on 28th September, 2017, the Shareholders approved the appointment of M/s. DRA & Co., Chartered Accountants, as Statutory Auditors of the Company having Firm's Registration No. 006476N to hold the office till the conclusion of the 43rd AGM subject to ratification of the appointment by the Shareholders, at every AGM.

Pursuant to the notification issued by Ministry of Corporate Affairs (MCA) dated 7th May, 2018 for the Companies (Amendment) Act, 2017 and Companies (Audit and Auditors) Amendment Rules, 2018, the appointment of Statutory Auditors is not required to be ratified at every AGM, therefore no resolution for such ratification is taken in the Notice of the ensuing AGM.

The Company has received a certificate from M/s. DRA & Co., Chartered Accountants, (ICAI Firm Registration No.006476N) confirming their eligibility to continue as Auditors of the Company in terms of the provisions of Section 141 of the Companies Act, 2013 and the rules framed thereunder. They have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India as required under the provisions of Regulation 33 of the Listing Regulations.

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

b) Secretarial Auditor

The Board had appointed CS K.N. Shridhar, Proprietor of M/s. K.N. Shridhar & Associates, Company Secretaries, (CP No. 2612) to conduct Secretarial Audit for the FY 2019-20, pursuant to the provisions of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Secretarial Audit Report in Form No. MR – 3 for the FY 2019-20 is enclosed as **Annexure-IV** to this Report. The Secretarial Audit Report does not contain any observation or adverse remark.

c) Cost Auditor

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014 and Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost accountant for auditing the cost records of the Company and the remuneration payable to the said cost accountant is required to be ratified by the Shareholders of the Company.

Accordingly, on the recommendation made by the Audit Committee, the Board of Directors of the Company appointed Mr. A.K. Srivastava, Cost Accountant to audit the cost records of the Company for the year ended 31st March, 2020.

EXTRACT OF ANNUAL RETURN

In accordance with Section 134(3)(a) of the Companies Act, 2013, the extract of the Annual Return in Form No. MGT – 9 is enclosed as **Annexure-V** to this Report.

NUMBER OF BOARD MEETINGS

During the year under review, four Board Meetings were convened and held on 30th May, 2019, 9th August, 2019, 12th November, 2019 and 12th February, 2020, the details of which are given in the Corporate Governance Report which is forming part of this Annual Report.

AUDIT COMMITTEE

The Audit Committee comprises of Non-Executive Independent Directors namely CA Sudhindra Kumar Jain, Mr. Qazi Salam Noorus, CA Sanjiv Gupta and CA Saumya Srivastava. For further details, please refer Report on Corporate Governance which is forming part of this Annual Report.

All the recommendations made by the Audit Committee were accepted by the Board.

RELATED PARTY TRANSACTIONS

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. The disclosure in Form No. AOC-2 is enclosed as **Annexure-VI** to this Report.

During the year, the Company entered into Related Party Transactions with Euro Footwear Private Limited and Mirza U.K. Limited (related parties), which exceeded the amount prescribed under the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and were considered material in accordance with the policy of the Company on Materiality of Related Party Transactions. The aforesaid transaction was approved by Shareholders of the Company in the fortieth Annual General Meeting held on 19th September, 2019, by way of an ordinary resolution.



The Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions as approved by the Board may be accessed on the Company's website at the link: <https://www.mirza.co.in/corporate-information.php>.

Your Directors draw attention of the members to Note No. 30 to the financial statements which set out related party disclosures.

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

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

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

The Directors further state that during the year under review, there were no complaints filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

DIRECTORS RESPONSIBILITY STATEMENT

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

- (a) in the preparation of the annual accounts for the year ended 31st March, 2020, the applicable accounting standards read with requirements set out under Schedule III to the Act, has been followed and there are no material departures;
- (b) the Directors has selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2020 and of the profit of the Company for the year ended on that date;

- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors has prepared the annual accounts on a 'going concern' basis;
- (e) the Directors has laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) the Directors has devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

GENERAL

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

- a) Details relating to deposits covered under Chapter V of the Companies Act, 2013.
- b) Issue of equity shares with differential right as to dividend, voting or otherwise.
- c) Issue of shares (including Sweat Equity Shares) to employees of the Company under any scheme.
- d) Issue of Employees Stock Option to employees of the Company under any scheme.
- d) 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.
- e) No fraud has been reported by the Auditors to the Audit Committee or the Board.

ACKNOWLEDGEMENT

Your Directors would like to express their appreciation for assistance and co-operation received from the financial institutions, banks, government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by all employees of the Company.

For and on behalf of the Board of Directors

Place: Dubai

Rashid Ahmed Mirza

Date: 10th November, 2020 Chairman and Managing Director

Annexure-I

Form AOC-1

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

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

Sl. No.	Particulars	Details	Details
1	Name of the subsidiary	MIRZA (H.K.) LIMITED	MIRZA BANGLA LIMITED
2	The date since when subsidiary was acquired	17/10/2017	08/10/2018
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA	NA
4	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Hong Kong Dollar (HK\$); 1 HKD=9.72INR	TAKA 1 TAKA=0.89 INR
5	Share capital	10,000 Hong Kong Dollar (HK\$)	4,692,000 TAKA
6	Reserves & surplus	64,359 Hong Kong Dollar (HK\$)	(117,357) TAKA
7	Total Assets	82,985 Hong Kong Dollar (HK\$)	4,696,352 TAKA
8	Total Liabilities	82,985 Hong Kong Dollar (HK\$)	4,696,352 TAKA
9	Investments	0.00	0.00
10	Turnover	7,50,814 Hong Kong Dollar (HK\$)	5,077,505 TAKA
11	Profit/Loss before taxation	58,839 Hong Kong Dollar (HK\$)	(113,357) TAKA
12	Provision for taxation	0.00	0.00
13	Profit after taxation	58,839 Hong Kong Dollar (HK\$)	(113,357) TAKA
14	Proposed Dividend	0.00	0.00
15	Extent of shareholding (in percentage)	100	99.90

Part "B": Associates and Joint Ventures

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



Annexure-II

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR)

Pursuant to Clause (o) of Sub-Section (3) of Section 134 of the Companies Act, 2013 and Rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014

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

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 <https://www.mirza.co.in/corporate-information.php>.

2. Composition of the CSR Committee

Sl. No.	Name	Designation
1	Mr. Rashid Ahmed Mirza	Chairman & Managing Director, Chairman of the Committee
2	Mr. Tasneef Ahmad Mirza	Whole Time Director, Member
3	CA Sudhindra Kumar Jain	Independent Director, Member
4	Ms. Priyanka Pahuja	Company Secretary & Compliance officer

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

Average Net Profit ₹ 10051 Lac

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

The Company is required to spend ₹ 201 Lac

5. Details of CSR spent for the financial year:

- a) Total amount spent for the financial year: ₹ 201.50 Lac
- b) Amount unspent, if any: NIL

DETAILS OF AMOUNT SPENT ON CSR ACTIVITIES DURING THE FINANCIAL YEAR 2019-20

Sl. No.	Particulars	(A)	(B)	(C)	(D)	TOTAL
(1)	CSR Project or activity identified	Scholarships for the Students, Donation for Education	Healthcare	Empowering Women	Cultural Promotions	
(2)	Sector in which the Project is covered	Education	Funding to Hospital and Treatment to patients	Women empowerment	Art and Culture	
(3)	Projects or programme					
	(i) Local area or other	Unnao, Kanpur, New Delhi	Unnao, Kanpur	Kanpur	Kanpur	
	(ii) Specify the State and other district where projects or programme was undertaken	Uttar Pradesh, New Delhi	Uttar Pradesh	Uttar Pradesh	Uttar Pradesh	
(4)	Amount outlay (budget) project or programme wise	20.00	145.00	0.50	-	165.50
(5)	Amount spent on the project or Programme Sub Heads:					
	(i) Direct expenditure on projects or Programmes	19.68	144.62	0.66	0.25	165.21
	(ii) Overheads					
(6)	Cumulative expenditure up to the reporting period	19.68	144.62	0.66	0.25	165.21
(7)	Amount spent directly by the Company	5.82	2.26	0.66	-	8.74
(8)	Through implementing agency*					192.76

Implementing Agencies:

- Quami Ekta Inter College, Maswasi, Unnao
- Jyoti Bal Vikas Sansthan, Bithoor, Kanpur
- Kilkari Charitable Trust, Delhi
- Mirza Charitable Hospital Limited
- Nida-e-aman Foundation
- Mirza Foundation
- Rotary Club of Kanpur, Kanpur
- Ebix Smartclass Educational Services Private Limited
- Amrita Charitable Trust

6. The amount spent is more than the amount to be spent.

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

For and on behalf of CSR Committee

Rashid Ahmed Mirza
Chairman of the Committee



Annexure-III

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

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

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

Name of Director	Ratio to Median Remuneration***
Executive Directors	
Mr. Irshad Mirza [§]	22.19
Mr. Rashid Ahmed Mirza	199.34
Mr. Shahid Ahmad Mirza	167.12
Mr. Tauseef Ahmad Mirza	190.85
Mr. Tasneef Ahmad Mirza	165.17
Mr. Shuja Mirza	121.61
Mr. Narendra Prasad Upadhyaya	34.84
Non-executive Directors	
CA Sudhindra Kumar Jain	0.32
Mr. Qazi Noorus Salam	0.32
Mr. Pashupati Nath Kapoor*	0.08
Ms. Vinita Kejriwal*	NIL**
CA Saumya Srivastava [#]	0.16
Mr. Sanjay Bhalla [#]	0.16
Mr. Subhash Sapra [§]	0.16
Dr. Yashvir Singh	0.32
CA Sanjiv Gupta [^]	0.16

[§]Mr. Irshad Mirza ceased to be the Chairman and Managing Director of the Company w.e.f. 30th May, 2019.

*Mr. Pashupati Nath Kapoor and Ms. Vinita Kejriwal ceased to be Director w.e.f. 19th September, 2019.

[#]CA Saumya Srivastava and Mr. Sanjay Bhalla were appointed as Non-Executive Independent Directors w.e.f. 9th August, 2019.

[§]Mr. Subhash Sapra ceased to be Director w.e.f. 12th November 12, 2019.

[^]CA Sanjiv Gupta was appointed as Non-Executive Independent Director w.e.f. 12th November 12, 2019.

** Fee of ₹ 9000/- (Net of TDS) paid to Mrs. Vinita Kejriwal for the meeting dated 30th May, 2019 returned unpaid on 1st September, 2019 due to non-clearance.

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

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

Director, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase/(decrease) in remuneration in the financial year***
Mr. Irshad Mirza [§]	427.22%
Mr. Rashid Ahmed Mirza	1.94%
Mr. Shahid Ahmad Mirza	1.09%
Mr. Tauseef Ahmad Mirza	3.68%
Mr. Tasneef Ahmad Mirza	0.36%
Mr. Shuja Mirza ^{##}	NA
Mr. Narendra Prasad Upadhyaya	0.57%
CA Sudhindra Kumar Jain	(20%)
Mr. Qazi Salam Noorus	(20%)
Mr. Pashupati Nath Kapoor*	(80%)
Ms. Vinita Kejriwal*	NA**
CA Saumya Srivastava [#]	NA

Director, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase/(decrease) in remuneration in the financial year***
Mr. Sanjay Bhalla [#]	NA
Mr. Subhash Sapra ^{&}	(33.33%)
Dr. Yashvir Singh	NA
CA Sanjiv Gupta [^]	NA
Mr. V.T. Cherian	0.90
Mr. Ankit Misra	4.77
Ms. Priyanka Pahuja [%]	NA

[#]Mr. Irshad Mirza ceased to be the Chairman and Managing Director of the Company w.e.f. 30th May, 2019.

^{##}Mr. Shuja Mirza was appointed as Director w.e.f. 1st June, 2019.

^{*}Mr. Pashupati Nath Kapoor and Mrs. Vinita Kejriwal ceased to be Directors w.e.f. 19th September, 2019.

[#]CA Saumya Srivastava and Mr. Sanjay Bhalla were appointed as Non-Executive Independent Directors w.e.f. 9th August, 2019.

[&]Mr. Subhash Sapra ceased to be Director w.e.f. 12th November, 2019.

[^]CA Sanjiv Gupta was appointed as Non-Executive Independent Director w.e.f. 12th November, 2019.

^{**}Fee of ₹ 9000/- (Net of TDS) paid to Mrs. Vinita Kejriwal for the meeting dated 30th May, 2019 returned unpaid on 1st September, 2019 due to non-clearance.

[%]Ms. Priyanka Pahuja was appointed as Company Secretary and Compliance Officer w.e.f. 14th September, 2020.

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

- (iii) the percentage increase/decrease in the median remuneration of employees in the financial year: 29.11%
- (iv) The number of permanent employees on the rolls of the Company as on 31st March, 2020: 3188
- (v) Average percentile increase already made in the salaries of the employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:
- There is an Average percentile increase/decrease made in the salaries of the employees other than the managerial personnel in the last financial year: 19.46%
- Percentile increase/(decrease) in the managerial remuneration: 3.21%
- (vi) Affirmation that the remuneration is as per the Remuneration Policy of the Company: The Company affirms that the remuneration is as per the Remuneration Policy of the Company.



Annexure-IV

Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2020

[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]

To,
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 (CIN: L19129UP1979PLC004821)** (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 our verification of the Mirza International Ltd's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

We have examined the books, papers, minute, books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulation made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009;
- (d) 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;
- (e) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

(vi) Other applicable Laws:

- (a) The Employees Provident Fund & Miscellaneous Provisions Act, 1952;
- (b) The Employees State Insurance Act, 1948;
- (c) The Maternity Benefit Act, 1961;
- (d) The Payment of Bonus Act, 1965;
- (e) The Payment of Gratuity Act, 1972;
- (f) Environmental Laws like The Water (Prevention and Control of Pollution) Act, 1974, The Environment (Protection) Act, 1986

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.

- (ii) The Listing Agreement/Listing Regulation entered into by the Company with BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) (hereinafter called as “Listing Agreement/Listing Regulation);

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 Meetings, agenda and detailed notes on agenda were sent atleast seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

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.

For K. N. SHRIDHAR & ASSOCIATES
Company Secretaries

K. N. SHRIDHAR

Proprietor

FCS No. 3882

CP No. 2612

UDIN: F003882B000385538

Place: Kanpur

Date: 23rd June, 2020



Annexure-V

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

as on financial year ended on 31st March, 2020

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

I. REGISTRATION & OTHER DETAILS

1	CIN	L19129UP1979PLC004821
2	Registration Date	5 th 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: cherian@redtapeindia.com Phone: 0512-2530775
6	Whether listed company	YES
7	Name, Address & contact details of the Registrar & Transfer Agent, if any	KFin Technologies Private Limited Selenium Tower B Plot no. 31-32 Financial District, Nanakramguda, Gachibowli, Hyderabad- 500 032 Tell:+914067162222, 33211000 Toll Free No.:1800 425 8998 Fax:+914023420814

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company are as under:

Sl. No.	Name and Description of main products / services	NIC Code of the Product/Service	% to total turnover of the Company
1	Footwear	15209, 47713	72%
2	Garments & Accessories	14101	22%

III. PARTICULARS OF HOLDING/SUBSIDIARY/ASSOCIATE COMPANY

Sl. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1	Mirza (H.K.) Limited	Company Registration No.2592187	Subsidiary	100	2(87)
2	Mirza Bangla Limited	Company Registration No.:C-147543	Subsidiary	99.90	2(87)

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 1 st April, 2019]				No. of Shares held at the end of the year [as on 31 st March, 2020]				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	84439670	0	84439670	70.19	84728473	0	84728473	70.43	0.24
b) Central Government	0	0	0	0.00	0	0	0	0.00	0.00
c) State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00

Category of Shareholders	No. of Shares held at the beginning of the year [as on 1 st April, 2019]				No. of Shares held at the end of the year [as on 31 st March, 2020]				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
d) Bodies Corporate	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):-	84439670	0	84439670	70.19	84728473	0	84728473	70.43	0.24
(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) Banks/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)	84439670	0	84439670	70.19	84728473	0	84728473	70.43	0.24
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	1014180	0	1014180	0.84	33100	0	33100	0.03	(0.82)
b) Banks / FI	127858	0	127858	0.11	132685	0	132685	0.11	0.00
c) Central Government	0	0	0	0.00	0	0	0	0.00	0.00
d) State Government(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	752282	0	752282	0.63	77308	0	77308	0.06	(0.56)
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	1894320	0	1894320	1.58	243093	0	243093	0.20	(1.37)
2. Non-Institutions									
a) Bodies Corporate	5190094	4500	5194594	4.32	4296959	4500	4301459	3.58	(0.74)
i) Individual shareholders holding nominal share capital up to ₹ 1 Lac	18835483	562095	19397578	16.12	20606458	515595	21122053	17.56	1.43
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 Lac	6267311	0	6267311	5.21	6439752	0	6439752	5.35	0.14
b) Others (specify)									
NBFC Regd with RBI	50542	0	50542	0.04	7000	0	7000	0.01	(0.04)
Trusts	7500	0	7500	0.01	500	0	500	0.00	(0.01)
Non Resident Indians	962216	0	962216	0.80	1413194	0	1413194	1.17	0.37
Clearing Members	267201	0	267201	0.22	170019	0	170019	0.14	(0.08)
Non Resident Indians (Non Repatriable)	1452662	0	1452662	1.21	1484598	0	1484598	1.23	0.03
IEPF	372406	0	372406	0.31	395859	0	395859	0.33	0.02
Sub-total (B)(2):-	33405415	566595	33972010	28.24	34814339	520095	35334434	29.37	1.13
Total Public Shareholding (B)=(B)(1)+(B)(2)	35299735	566595	35866330	29.81	35057432	520095	35577527	29.57	(0.24)
Total Shareholding (A+B)	119739405	566595	120306000	100.00	119785905	520095	120306000	100.00	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	119739405	566595	120306000	100.00	119785905	520095	120306000	100.00	-



ii) Shareholding of Promoter

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year as on 1 st April, 2019			Shareholding at the end of the year as on 31 st March 2020			% change in Shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares pledged / of the encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares pledged/ of the encumbered to total shares	
1	Tauseef Ahmad Mirza	17587670	14.62	0.00	17558453	14.59	0.00	(0.03)
2	Tasneef Ahmad Mirza	14112321	11.73	0.00	14076104	11.70	0.00	(0.03)
3	Rashid Ahmed Mirza	13556869	11.27	0.00	13665520	11.36	0.00	0.09
4	Yasmin Mirza	11300850	9.39	0.00	5500850	4.57	0.00	(4.82)
6	Shahid Ahmad Mirza	10188270	8.47	0.00	10152053	8.44	0.00	(0.03)
7	Faraz Mirza	4798940	3.99	0.00	4798940	3.99	0.00	0.00
8	Shuja Mirza	4140000	3.44	0.00	10201740	8.48	0.00	5.04
9	Huma Mirza	3359800	2.79	0.00	3359800	2.79	0.00	0.00
10	Fauzia Mirza	3008450	2.50	0.00	3008450	2.50	0.00	0.00
11	Iram Mirza	939500	0.78	0.00	955500	0.79	0.00	0.01
12	Sara Mirza	0.00	0.00	0.00	0.00	0.00	0.00	0.00
13	Hiba Mirza	0.00	0.00	0.00	0.00	0.00	0.00	0.00
14	Mustafa Mirza	500000	0.42	0.00	500000	0.42	0.00	0.00
15	Farzan Mirza	500000	0.42	0.00	500000	0.42	0.00	0.00
16	Amaan Mirza	447000	0.37	0.00	447000	0.37	0.00	0.00
17	Yusra Mirza	0.00	0.00	0.00	0.00	0.00	0.00	0.00
18	Haya Mirza	0.00	0.00	0.00	63	0.00	0.00	0.00
19	Irshad Mirza	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL		84439670	70.19	0.00	84724473	70.42	0.00	0.20

iii) Change in Promoters' Shareholding

Sl. No.	Particulars	Shareholding at the beginning of the year (as on 1 st April, 2019)		Cumulative Shareholding during the Year 1 st April, 2019 to 31 st March, 2020	
		No. of shares	% of total shares of the Company	No. of shares	% total shares of the Company
1	TAUSEEF AHMAD MIRZA				
a)	At the beginning of the year	17587670	14.62	17587670	14.62
b)	Date wise increase/decrease in Promoters Shareholding during the year:				
	13/03/2020- 36217 Share Transfer			17551453	14.59
	27/03/2020- 7000 Share Purchase			17558453	14.59
c)	At the end of the year			17551453	14.59
2	TASNEEF AHMAD MIRZA				
a)	At the beginning of the year	14112321	11.73	14112321	11.73
b)	Date wise increase/decrease in Promoters Shareholding during the year:				
	28/02/2020- 36217 Share Transfer			14076104	11.70
c)	At the end of the year			14076104	11.70
3	RASHID AHMED MIRZA				
a)	At the beginning of the year	13556869	11.27	13556869	11.27
b)	Date wise increase/decrease in Promoters Shareholding during the year:				
	28/02/2020-36217 Share Purchase			13593086	11.30

Sl. No.	Particulars	Shareholding at the beginning of the year (as on 1 st April, 2019)		Cumulative Shareholding during the Year 1 st April, 2019 to 31 st March, 2020	
		No. of shares	% of total shares of the Company	No. of shares	% total shares of the Company
	06/03/2020-36217 Share Purchase			13629303	11.33
	13/03/2020-36217 Share Purchase			13665520	11.36
	c) At the end of the year			13665520	11.36
4	SHUJA MIRZA				
a)	At the beginning of the year	4140000	3.44	4140000	3.44
b)	Date wise increase/decrease in Promoters Shareholding during the year:				
	21/06/2019-3000000 Share Purchase			7140000	5.93
	06/03/2020-3000000 Share Purchase			10140000	8.43
	27/03/2020- 59641 Share Purchase			10199641	8.48
	31/03/2020-2099 Share Purchase			10201740	8.48
c)	At the end of the year			10201740	8.48
5	SHAHID AHMAD MIRZA				
a)	At the beginning of the year	10188270	8.47	10188270	8.47
b)	Date wise increase/decrease in Promoters Shareholding during the year:				
	06/03/2020-36217 Share Transfer			10152053	8.44
c)	At the end of the year			10152053	8.44
6	YASMIN MIRZA				
a)	At the beginning of the year	11300850	9.39	11300850	9.39
b)	Date wise increase/decrease in Promoters Shareholding during the year:				
	21/06/2019- 3000000 Share Transfer			8300850	6.90
	06/03/2020- 3000000 Share Transfer			5300850	4.41
	20/03/2020- 62431 Share Purchase			5363281	4.46
	27/03/2020- 137569 Share Purchase			5500850	4.57
c)	At the end of the year			5500850	4.57
7	IRAM MIRZA				
a)	At the beginning of the year	939500	0.78	939500	0.78
b)	Date wise increase/ decrease in Promoters Shareholding during the year:				
	27/03/2020- 16000 Share Purchase			955500	0.79
c)	At the end of the year			955500	0.79
8	HAYA MIRZA				
a)	At the beginning of the year	0	0	0	0.00
b)	Date wise increase/ decrease in Promoters Shareholding during the year:				
	31/03/2020- 63 Share Purchase			63	0.00
c)	At the end of the year			63	0.00



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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (as on 1 st April, 2019)		Cumulative Shareholding during the year (1 st April, 2019 to 31 st March, 2020)	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	WASIA UROOJ KHAN				
	a) At the beginning of the year	1403726	1.17	1403726	1.17
	b) Date wise increase/decrease in Shareholding during the year			-	-
	c) At the end of the year			1403726	1.17
2	MARIA KHAN				
	a) At the beginning of the year	1257848	1.05	1257848	1.05
	b) Date wise increase/decrease in Shareholding during the year			-	-
	c) At the end of the year			1257848	1.05
3	SABIHA HUSAIN				
	a) At the beginning of the year	1208859	1.00	1208859	1.00
	b) Date wise increase/decrease in Shareholding during the year			-	-
	c) At the end of the year			1208859	1.00
4	PARAG CHANDULAL MEHTA				
	a) At the beginning of the year	1071384	0.89	1071384	0.89
	b) Date wise increase/decrease in Shareholding during the year				
	05/04/2019- 49500 Share Transfer			1021884	0.85
	12/04/2019- 25000 Share Transfer			996884	0.83
	19/04/2019- 10000 Share Transfer			986884	0.82
	26/04/2019- 30000 Share Transfer			956884	0.80
	03/05/2019-10000 Share Transfer			946884	0.79
	26/07/2019-5000 Share Purchase			951884	0.79
	02/08/2019-145000 Share Purchase			1096884	0.91
	13/12/2019-6000 Share Transfer			1090884	0.91
	20/03/2020-20207 Share Transfer			1070677	0.89
	c) At the end of the year			1070677	0.89
5	PERPETUAL ENTERPRISES LLP				
	a) At the beginning of the year	1034000	0.86	1034000	0.86
	b) Date wise increase/ decrease in Shareholding during the year:				
	05/04/2019- 160000 Share Purchase			1194000	0.99
	09/08/2019- 235000 Share Transfer			959000	0.80
	23/08/2019- 25000 Share Transfer			934000	0.78
	30/08/2019- 95035 Share Transfer			838965	0.70
	13/09/2019- 6055 Share Transfer			832910	0.69
	20/09/2019- 702910 Share Transfer			130000	0.11
	17/01/2020- 130000 Share Transfer			0	0.00
	c) At the end of the year			0	0.00
6	L&T MUTUAL FUND TRUSTEE LIMITED				
	L&T EMERGING BUSIN				
	a) At the beginning of the year	1009680	0.84	1009630	0.84
	b) Date wise increase/ decrease in Shareholding during the year:				
	05/04/2019- 407774 Share Transfer			601906	0.50
	12/04/2019- 447611 Share Transfer			154295	0.13
	19/04/2019- 154295 Share Transfer			0	0.00
	c) At the end of the Year			0	0.00
7	ARC INTERNATIONAL PRIVATE LIMITED				
	a) At the beginning of the year	0	0.00	0	0.00
	b) Date wise increase/ decrease in Shareholding during the year:				
	05/07/2019- 184945 Share Purchase			184945	0.15
	12/07/2019- 131075 Share Purchase			316020	0.26
	19/07/2019- 2439 Share Purchase			318459	0.26
	02/08/2019- 23368 Share Purchase			341827	0.28
	09/08/2019- 20086 Share Purchase			361913	0.30
	16/08/2019- 156421 Share Purchase			518334	0.43
	23/08/2019- 36922 Share Purchase			555256	0.46
	30/08/2019- 102866 Share Purchase			658122	0.55
	06/09/2019- 14838 Share Purchase			672960	0.56
	c) At the end of the year			672960	0.56

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (as on 1 st April, 2019)		Cumulative Shareholding during the year (1 st April, 2019 to 31 st March, 2020)	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
8	AAKARSHAN TRACOM PRIVATE LIMITED				
	a) At the beginning of the year	636479	0.53	636470	0.53
	b) Date wise increase/ decrease in Shareholding of the year:				
	06/09/2019- 20000 Share Transfer			616479	0.51
	08/11/2019- 216479 Share Purchase			832958	0.69
	08/11/2019- 216479 Share Transfer			616479	0.51
	24/01/2020-136914 Share Transfer			479565	0.40
	31/01/2020- 377000 Share Purchase			856565	0.71
	31/01/2020- 400000 Share Transfer			456565	0.38
	14/02/2020- 68000 Share Transfer			388565	0.32
	c) At the end of the year			388565	0.32
9	ADESH ENTERPRISES LLP				
	a) At the beginning of the year	0	0.00	0	0.00
	b) Date wise increase/ decrease in Shareholding during the year:				
	21/02/2020-535238 Share Purchase			535238	0.44
	c) At the end of the year			535238	0.44
10	EMERGING MARKETS CORE EQUITY PORTFOLIO				
	a) At the beginning of the year	440899	0.37	440899	0.37
	b) Date wise increase/ decrease in Shareholding during the year:				
	05/04/2019-48400 Share Transfer			392499	0.33
	12/04/2019- 50988 Share Transfer			341511	0.28
	19/04/2019- 15145 Share Transfer			326366	0.27
	26/04/2019- 60235 Share Transfer			266131	0.22
	03/05/2019- 35708 Share Transfer			230423	0.19
	10/05/2019- 15517 Share Transfer			214906	0.18
	17/05/2019- 55428 Share Transfer			159478	0.13
	24/05/2019- 45493 Share Transfer			113985	0.09
	14/06/2019-14822 Share Transfer			99163	0.08
	21/06/2019- 40751 Share Transfer			58412	0.05
	28/06/2019-58412 Share Transfer			0	0.00
	c) At the end of the year			0	0.00
11	ADESH AGRICULTURE LLP				
	a) At the beginning of the year	0	0.00	0	0.00
	b) Date wise increase/ decrease in Shareholding during the year:				
	21/02/2020-405048 Share Purchase			405048	0.34
	c) At the end of the year			405048	0.34
12	PUNIT KHANNA				
	a) At the beginning of the year	377343	0.31	377343	0.31
	b) Date wise increase/ decrease in Shareholding during the year:				
	03/05/2019-3000 Share Purchase			380343	0.32
	24/05/2019-2400 Share Purchase			382743	0.32
	31/05/2019-2380 Share Purchase			385123	0.32
	14/06/2019-150 Share Purchase			385273	0.33
	21/06/2019-15000 Share Purchase			400273	0.33
	28/06/2019-1500 Share Purchase			401773	0.33
	30/08/2019-7000 Share Purchase			408773	0.34
	c) At the end of the year			408773	0.34
13	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY				
	a) At the beginning of the year	372406	0.31	372406	0.31
	b) Date wise increase/ decrease in Shareholding during the year:				
	19/07/2019- 2000 Share Transfer			370406	0.31
	13/12/2019- 28453 Share Purchase			398859	0.33
	24/01/2020- 3000 Share Transfer			395859	0.33
	c) At the end of the year			395859	0.33



v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	For Each of the Directors & KMP	Shareholding at the beginning of the year (as on 1 st April, 2019)		Cumulative Shareholding during the year (1 st April, 2019 to 31 st March, 2020)	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Rashid Ahmed Mirza (Managing Director)				
	a) At the beginning of the year	13556869	11.27	13556869	11.27
	b) Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):				
	28/02/2020-13593086 Share Purchase			13593086	11.30
	06/03/2020-13629303 Share Purchase			13629303	11.33
	13/03/2020-13665520 Share Purchase			13665520	11.36
	c) At the end of the year			13665520	11.36
2	Shahid Ahmad Mirza (Whole Time Director)				
	a) At the beginning of the year	10188270	8.47	10188270	8.47
	b) Date wise increase/decrease in share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):				
	06/03/2020- 36217 Share Transfer			10152053	8.44
	c) At the end of the year			10152053	8.44
3	Tauseef Ahmad Mirza (Whole Time Director)				
	a) At the beginning of the year	17587670	14.62	17587670	14.62
	b) Date wise increase/decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):				
	13/03/2020- 36217 Share Transfer			17551453	14.59
	27/03/2020- 7000 Share Purchase			17558453	14.59
	c) At the end of the year			17558453	14.59
4.	Tasneef Ahmad Mirza (Whole Time Director)				
	a) At the beginning of the year	14112321	11.73	14112321	11.73
	b) Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):				
	28/02/2020-36217 Share Transfer			14076104	11.70
	c) At the end of the year			14076104	11.70
5	Shuja Mirza (Whole Time Director)				
	a) At the beginning of the year	4140000	3.44	4140000	3.44
	b) Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):				
	21/06/2019- 3000000 Share Purchase			7140000	5.93
	06/03/2020- 3000000Share Purchase			10140000	8.43
	27/03/2020- 59641 Share Purchase			10199641	8.48
	31/03/2020-2099 Share Purchase			10201740	8.48
	c) At the end of the year			10201740	8.48
6	Narendra Prasad Upadhyaya (Whole Time Director)				
	a) At the beginning of the year	-	-	-	-
	b) Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):				
	c) At the end of the year	-	-	-	-

Sl. No.	For Each of the Directors & KMP	Shareholding at the beginning of the year (as on 1 st April, 2019)		Cumulative Shareholding during the year (1 st April, 2019 to 31 st March, 2020)	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
7	Sudhindra Kumar Jain				
	a) At the beginning of the year	-	-	-	-
	b) Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):	-	-	-	-
	c) At the end of the year	-	-	-	-
8	Pashupati Nath Kapoor*				
	a) At the beginning of the year	-	-	-	-
	b) Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):	-	-	-	-
	c) At the end of the year	-	-	-	-
9	Yashvir Singh				
	a) At the beginning of the year	-	-	-	-
	b) Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):	-	-	-	-
	c) At the end of the year	-	-	-	-
10	Subhash Sapra [§]				
	a) At the beginning of the year	-	-	-	-
	b) Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):	-	-	-	-
	c) At the end of the year	-	-	-	-
11	Qazi Salam Noorus				
	a) At the beginning of the year	-	-	-	-
	b) Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):	-	-	-	-
	c) At the end of the year	-	-	-	-
12	Vinita Kejriwal*				
	a) At the beginning of the year	-	-	-	-
	b) Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):	-	-	-	-
	c) At the end of the year	-	-	-	-
13	Saumya Srivastava [†]				
	a) At the beginning of the year	-	-	-	-
	b) Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):	-	-	-	-
	c) At the end of the year	-	-	-	-
14	Sanjay Bhalla [‡]				
	a) At the beginning of the year	-	-	-	-
	b) Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):	-	-	-	-
	c) At the end of the year	-	-	-	-



Sl. No.	For Each of the Directors & KMP	Shareholding at the beginning of the year (as on 1 st April, 2019)		Cumulative Shareholding during the year (1 st April, 2019 to 31 st March, 2020)	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
15	Sanjiv Gupta [^]				
	a) At the beginning of the year	-	-	-	-
	b) Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):	-	-	-	-
	c) At the end of the year	-	-	-	-
16	Priyanka Pahuja [§] (Company Secretary & Compliance Officer)				
	a) At the beginning of the year	-	-	-	-
	b) Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):	-	-	-	-
	c) At the end of the year	-	-	-	-
17	Ankit Misra [*] (Ex-Company Secretary & Compliance Officer)				
	a) At the beginning of the year	-	-	-	-
	b) Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):	-	-	-	-
	c) At the end of the year	-	-	-	-
18	Vadakke Elukkalyil Thomas Cherian (Chief Financial Officer)				
	a) At the beginning of the year	1100	0.00	1100	0.00
	b) Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):	-	-	-	-
	c) At the end of the year	-	-	1100	0.00

*Mr. Pashupati Nath Kapoor and Ms. Vinita Kejriwal ceased to be Directors w.e.f. 19th September, 2019.

§CA Saumya Srivastava and Mr. Sanjay Bhalla were appointed as Non-Executive Independent Directors w.e.f. 9th August, 2019.

^Mr. Subhash Sapra ceased to be Director w.e.f. 12th November, 2019.

^CA Sanjiv Gupta was appointed as Non-Executive Independent Director w.e.f. 12th November, 2019.

*Mr. Ankit Misra ceased to be the Company Secretary and Compliance Officer of the Company w.e.f. 1st August, 2020. Mr. Gaurav Rajoriya was appointed as Company Secretary and Compliance Officer of the Company w.e.f. 1st August, 2020. Further, he also ceased to be Company Secretary and Compliance Officer of the Company w.e.f. 14th September, 2020. He did not hold any equity shares of the Company during his tenure.

§Ms. Priyanka Pahuja was appointed as Company Secretary and Compliance Officer of the Company w.e.f. 14th September, 2020.

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

(Amount in ₹)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	3568087375	-	-	3568087375
ii) Interest due but not paid	1979920	-	-	1979920
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	3570067295	-	-	3570067295
Change in Indebtedness during the financial year				
Addition	127666936	-	-	127666936
Reduction	821597973	-	-	821597973
Net Change	(693931037)	-	-	(693931037)
Indebtedness at the end of the financial year				
i) Principal Amount	2876136258	-	-	2876136258
ii) Interest due but not paid	2424473	-	-	2424473
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	2878560731	-	-	2878560731

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(₹ in Lac)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager							Total
		Mr. Irshad Mirza (Chairman)	Mr. Rashid Ahmed Mirza (Managing Director)	Mr. Shahid Ahmad Mirza (Whole Time Director)	Mr. Tauseef Ahmad Mirza (Whole Time Director)	Mr. Shuja 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	-	240	204	228	150	204	42.6	1068.6
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	27.55	7.07	3.15	8.55	0.74	0.73	0.58	48.37
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-	-	-	-	-	-
2	Stock Option	-	-	-	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-	-	-	-
4	Commission - as% of profits - others, specify	-	-	-	-	-	-	-	-
5	Others, please specify	-	-	-	-	-	-	-	-
	Total (A)	27.55	247.07	207.15	236.55	150.74	204.73	43.18	1116.97
	Ceiling as per the Act	₹ 756.99 (Being 10% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013). Company has passed special Resolution at the 38 th AGM held on 28 th September, 2017 for payment of remuneration above the ceiling limit.							

B. Remuneration to Other Directors

(₹ in Lac)

Sl. No.	Particulars of Remuneration	Name of Directors									Total Amount
		Mr. Sudhindra Kumar Jain	Mr. Qazi Salam Noorus	Mr. Pashupati Nath Kapoor	Dr. Yashvir Singh	Ms. Saumya Srivastava	Mr. Subhash Sapra	Mr. Sanjay Bhalla	Mr. Sanjiv Gupta	Ms. Vinita Kejriwal	
1	Independent Directors										
	Fee for attending board/committee meetings	0.40	0.40	0.10	0.40	0.20	0.20	0.20	0.20	NIL**	2.10
	Commission	-	-	-	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-	-	-	-
	Total (1)	0.40	0.40	0.10	0.40	0.20	0.20	0.20	0.20	-	2.10
2	Other Non-Executive Directors										
	Fee for attending board/committee meetings	-	-	-	-	-	-	-	-	-	-
	Commission	-	-	-	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-	-	-	-	-
	Total (B)=(1+2)	0.40	0.40	0.10	0.40	0.20	0.20	0.20	0.20	0.01	2.10
	Total Managerial Remuneration (₹ in Lac)(A+B)										1119.07
	Overall Ceiling as per the Act	₹ 832.70 (Being 11% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013). Company has passed special Resolution at the 38 th AGM held on 28 th September, 2017 for payment of remuneration above the ceiling limit.									

**Fee of ₹ 9000/- (Net of TDS) paid to Ms. Vinita Kejriwal for the meeting dated 30th May, 2019 returned unpaid on 1st September, 2019 due to non-clearance.

**C. Remuneration to Key Managerial Personnel (Other than MD/Manager/WTD)**

(₹ in Lac)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel	
		Mr. Ankit Mishra	Mr. Vadakke Elukkalyil Thomas Cherian
1	Gross salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income tax Act, 1961	13.00	32.25
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission		
	- as% of profit	-	-
	- others, specify	-	-
5	Others, please specify	-	-
	Total	13.00	32.25

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act, 2013	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty					
Punishment			NIL		
Compounding					
B. DIRECTORS					
Penalty					
Punishment			NIL		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment			NIL		
Compounding					

Annexure-VI

Form No. AOC-2

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

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

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

(a) Name(s) of the related party and nature of relationship	
(b) Nature of contracts/arrangements/transactions	
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	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 and Mirza (UK) Limited, Related Parties u/s 2(76)(iv) of Companies Act, 2013
(b) Nature of contracts/arrangements/transactions	Purchase of Footwear and other Component, jobwork and sale of Leather & Footwear
(c) Duration of the contracts / arrangements/transactions	One year w.e.f. 01.10.2019 to 30.09.2020
(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 & Footwear aggregating to ₹ 302.35 crore
(f) Date(s) of approval by the Board	30 th May, 2019
(g) Amount paid as advances, if any	-



Report On Corporate Governance

Pursuant to Regulation 34 read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), the Directors present the Report on Corporate Governance of the Company as follows:

COMPANY PHILOSOPHY ON CORPORATE GOVERNANCE

Mirza International Limited defines Corporate Governance as an ethically driven business process that is committed to values aimed at enhancing an organisation’s brand and reputation. The Company has a strong legacy of fair, transparent and ethical governance practices and it believes that good Corporate Governance is essential for achieving long-term corporate goals and enhancing stakeholders’ value. Good Corporate Governance is a synonym for sound management, transparency and disclosure, encompassing good corporate practices, procedures, standards and implicit rules which propel a company to take sound decisions, thus maximising long term shareholders value without compromising on integrity, societal obligations, environment and regulatory compliances.

In order to keep up the highest level of standards, the Company reviews its Corporate Governance practices periodically against the backdrop of the latest developments in the corporate arena, thereby endeavouring to confirm to the highest standards of Corporate Governance practices. The Company firmly believes in being transparent in all the areas of its operations and also to all the stakeholders. This is practiced through open working methods, emphasis

on continuous communication, timely and complete disclosures and being transparent about its entire gamut of activities.

The Board of Directors is responsible for and committed to sound principles of Corporate Governance in the Company. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board. We are continuously nurturing and strengthening this framework through concerted and collective efforts of our people, under the guidance of our leadership team. Through this robust Corporate Governance Mechanism that interlinks values, ethics and positive culture, the Company aims to achieve long-term sustainability.

BOARD OF DIRECTORS

(a) Composition and Category of Board of Directors

The Company is managed and controlled by professional Board comprising of blend of Executive and Non-Executive Directors with considerable professional expertise and experience which provides leadership and guidance to the management thereby enhancing Stakeholders’ value. As on 31st March, 2020, the Board of Directors of the Company comprises of twelve Directors out of which six are Executive Directors and six are Non-Executive Independent Directors including one Woman Director. The composition of Board is in conformity with the provisions of the Companies Act, 2013 (“**Act**”) and Regulation 17 of Listing Regulations which are as follows:

Category	Name of Directors
Executive Directors	Mr. Rashid Ahmed Mirza
	Mr. Shahid Ahmad Mirza
	Mr. Tauseef Ahmad Mirza
	Mr. Tasneef Ahmad Mirza
	Mr. Shuja Mirza
	Mr. Narendra Prasad Upadhyaya
Non-Executive Independent Directors	CA Sudhindra Kumar Jain
	Mr. Qazi Salam Noorus
	Mr. Pashupati Nath Kapoor*
	Ms. Vinita Kejriwal*
	CA Saumya Srivastava#
	Mr. Sanjay Bhalla#
	Mr. Subhash Sapra&
Dr. Yashvir Singh	
CA Sanjiv Gupta^	

*Mr. Pashupati Nath Kapoor and Mrs. Vinita Kejriwal ceased to be Directors w.e.f. 19th September, 2019.

#CA Saumya Srivastava and Mr. Sanjay Bhalla were appointed as Non-Executive Independent Directors w.e.f. 9th August, 2019.

&Mr. Subhash Sapra ceased to be Director w.e.f. 12th November, 2019.

^CA Sanjiv Gupta appointed as Non-Executive Independent Director w.e.f. 12th November, 2019.

As on 31st March 2020, none of the Directors on the Company's Board was a Director in more than ten Public Companies (including seven Listed Companies), neither a Chairman of more than five Committees nor a member of more than ten Committees in all the public companies in which they are Directors. Further, all the Directors have made necessary disclosures regarding their Directorship and Chairmanship/Committee Membership in other Companies as per the requirement of Listing Regulations, Act and other applicable provisions, if any.

No Director is related to other Director on the Board except Mr. Rashid Ahmed Mirza, Managing Director of the Company, Mr. Shahid Ahmad Mirza, Mr. Tauseef Ahmad Mirza and Mr. Tasneef Ahmad Mirza, Whole Time Directors of the Company (Brothers) and Mr. Shuja Mirza, Whole Time Director of the Company (Son of Mr. Rashid Ahmed Mirza).

The Appointment/re-appointment of the Managing Director, Whole Time Directors and Non-Executive Directors including the tenure of their appointment/re-appointment and terms of their remuneration, are approved by the members at their General Meetings or through the process of Postal Ballot.

(b) Number of Board Meetings

Four Board Meetings were held during the Financial Year 2019-2020 and the maximum time gap between any two consecutive meetings did not exceed one hundred and twenty days. The dates, on which the Board Meetings were held, are as follows:

30th May, 2019, 9th August, 2019, 12th November, 2019 and 12th February, 2020.

The Agenda, along with the supporting documents, explanatory notes and information, as enumerated under Listing Regulations, are made available to the Board along with the notice of respective meetings in advance in order to enable them to make value addition and discharge their duties diligently during the meetings. The Board periodically reviews compliance reports of all laws applicable to the Company. The Company undertakes steps to rectify instances of non-compliance, if any.

(c) Attendance of Directors at Board Meetings, Annual General Meeting and number of Directorship(s) and Chairmanship(s) / Membership(s) of Committees of each Director in other Companies:

The names and categories of the Directors on the Board, along with their attendance at the Board Meetings held during the year ended 31st March 2020, and at the last Annual General Meeting, and the number of other Directorships and Chairmanships/ Memberships of Committees held by them, are given below:

Name of Directors	No. of Board Meetings attended during the year	Whether attended the Last AGM	Number of Directorships and Committee Memberships /Chairmanships in other Companies as on 31/03/2020		
			Directorships	Committee Memberships	Committee Chairmanships
Executive Directors					
Mr. Rashid Ahmed Mirza (Managing Director, Promoter)	3	No	-	-	-
Mr. Shahid Ahmad Mirza (Whole Time Director, Promoter)	4	Yes	-	-	-
Mr. Tauseef Ahmad Mirza (Whole Time Director, Promoter)	4	No	-	-	-
Mr. Tasneef Ahmad Mirza (Whole Time Director, Promoter)	4	Yes	1	-	-
Mr. Narendra Prasad Upadhyaya (Whole Time Director)	3	Yes	-	-	-
Mr. Shuja Mirza (Whole Time Director, Promoter Group)	3	Yes	-	-	-
Non-Executive Directors					
CA Sudhindra Kumar Jain (Independent Director)	4	Yes	-	-	-
Mr. Qazi Salam Noorus (Independent Director)	3	Yes	-	-	-
Dr. Yashvir Singh (Independent Director)	4	No	-	-	-
CA Saumya Srivastava* (Independent Director)	2	Yes	-	-	-



Name of Directors	No. of Board Meetings attended during the year	Whether attended the Last AGM	Number of Directorships and Committee Memberships /Chairmanships in other Companies as on 31/03/2020		
			Directorships	Committee Memberships	Committee Chairmanships
Mr. Sanjay Bhalla* (Independent Director)	2	No	-	-	-
CA Sanjiv Gupta# (Independent Director)	1	No	-	-	-
Mr. Subhash Sapra& (Independent Director)	2	Yes	-	-	-
Mr. Pashupati Nath Kapoor^ (Independent Director)	1	NA	-	-	-
Ms. Vinita Kejriwal^ (Independent Director)	0	NA	-	-	-

*Appointed w.e.f. 9th August, 2019.

#Appointed w.e.f. 12th November, 2019.

&Resigned w.e.f. 12th November, 2019.

^Ceased to be Directors w.e.f 19th September, 2019.

Notes:

1. Non-Executive Directors do not hold any share in the Company as on 31st March, 2020 and the Company has not issued any convertible instruments.
2. This includes Directorship in Public Limited Companies (including subsidiaries of Public Limited Companies) and excludes Directorship in this Company, associations, private, foreign and Section 8 companies.
3. Represents Chairmanships/Memberships of Audit Committee and Stakeholders Relationship Committee. This includes Chairmanships/Memberships in Public Limited Companies (including subsidiaries of Public Limited Companies) and excludes Chairmanships/ Memberships in this Company, private, foreign and Section 8 companies.

(d) 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. As per Regulation 25(7) of Listing Regulations, the Company shall provide suitable training to the Independent Directors to familiarise them with the Company, their roles, rights, responsibilities, nature of the industry in which the Company operates, business model of the Company and any other relevant information, if any. The details of such training imparted are also required to be disclosed in the Annual Report.

The details of programmes conducted for familiarization of Independent Directors with 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 at the link: <https://www.mirza.co.in/corporate-information.php>.

(e) Core Skills/Expertise/Competencies of Directors

The existing Board of Directors of the Company comprises of appropriate skills/expertise/competencies in diversified domains for its effective functioning. Further, the Board has identified the skills/expertise/competencies of each Director in accordance with their rich and varied experience across different sectors, in the following manner:

Area of Expertise	Name of Directors											
	Mr. Rashid Ahmed Mirza	Mr. Shahid Ahmad Mirza	Mr. Tauseef Ahmad Mirza	Mr. Tasneef Ahmad Mirza	Mr. Shuja Mirza	Mr. Narendra Prasad Upadhyaya	CA Sudhindra Kumar Jain	Mr. Qazi Salam Noorus	Dr. Yashvir Singh	CA Saumya Srivastava	Mr. Sanjay Bhalla	CA Sanjiv Gupta
Strategy	✓	-	✓	-	✓	-	✓	-	-	✓	-	✓
Business Administration & Management	✓	✓	✓	✓	✓	✓	✓	-	✓	✓	✓	✓
Corporate Governance	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓

Area of Expertise	Name of Directors											
	Mr. Rashid Ahmed Mirza	Mr. Shahid Ahmad Mirza	Mr. Tauseef Ahmad Mirza	Mr. Tasneef Ahmad Mirza	Mr. Shuja Mirza	Mr. Narendra Prasad Upadhyaya	CA Sudhindra Kumar Jain	Mr. Qazi Salam Noorus	Dr. Yashvir Singh	CA Saumya Srivastava	Mr. Sanjay Bhalla	CA Sanjiv Gupta
Manufacturing	✓	✓	✓	✓	-	✓	-	-	-	-	-	-
Sales & Marketing	✓	✓	✓	✓	✓	-	-	-	-	-	-	-
Community Services	✓	✓	✓	✓	✓	-	✓	✓	✓	-	✓	-
Business Development	✓	✓	✓	✓	✓	✓	-	-	-	✓	✓	✓
Finance & Legal	✓	-	-	-	✓	✓	✓	✓	-	✓	-	✓
Global Vision	✓	-	✓	✓	✓	-	-	-	-	-	-	✓

Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the Listing Regulations and Section 149(6) of the Act. The maximum tenure of Independent Directors is in compliance with the Act. Till the date of this report, all the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the Listing Regulations and Section 149(6) of the Act.

During the Financial Year 2019-2020, Mr. Subhash Sapra has resigned from the office of Independent Director of the Company w.e.f. 12th November, 2019 due to his health issues and incapability in attending the Board Meetings. Mr. Pashupati Nath Kapoor and Ms. Vinita Kejriwal ceased to be Independent Directors of the Company subsequent upon their retirement due to completion of the tenure as Independent Directors w.e.f. 19th September, 2019.

COMMITTEES OF THE BOARD

The Company has constituted the following committees for the smooth functioning of the Board:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Corporate Social Responsibility Committee

The composition of all Board Committees is in accordance with the provisions of the Companies Act, 2013 and the Listing Regulations.

The Company's guidelines relating to Board Meeting are applicable to Committee Meetings. Each Committee has the

authority to engage outside experts, advisers and counsels to the extent it considers appropriate to assist in its function. The minutes of proceedings of Committee Meetings are circulated to the respective committee members and placed before Board Meetings for discussion/noting.

Detail of the composition, number of meetings held during the year, attendance of members and scope of the committees are as below:

(a) Audit Committee

Composition

The Audit Committee of the Company comprises of four Non-Executive Independent Directors. Mr. Sudhindra Kumar Jain, a Chartered Accountant is the Chairman of the Committee. The composition of the Committee meets with the requirements of Section 177 of the Act read with Regulation 18 of the Listing Regulations. The representatives of Statutory Auditors, Executives from Accounts Department, Finance Department and Internal Audit Department are invited to the meetings of the Committee, as and when required. The Internal Auditor reports directly to the Committee. The Company Secretary acts as the secretary of the Committee.

Meeting and Attendance

During the Financial Year 2019-2020, four Meetings of the Audit Committee were held on 30th May, 2019, 9th August, 2019, 12th November, 2019 and 12th February, 2020. The Chairman of the Audit Committee attended the Annual General Meeting of the Company.



The following table summarises attendance details of Audit Committee members during the year under review:

Name of Member	Category	Meetings Attended
CA Sudhindra Kumar Jain	(Chairman) Non-Executive, Independent Director	4
CA Saumya Srivastava [#]	(Member) Non-Executive, Independent Director	2
CA Sanjiv Gupta ^{&}	(Member) Non-Executive, Independent Director	1
Mr. Qazi Salam Noorus	(Member) Non-Executive, Independent Director	3
Mr. Pashupati Nath Kapoor [*]	(Member) Non-Executive, Independent Director	1
Mr. Subhash Sapra [*]	(Member) Non-Executive, Independent Director	2

^{*}Mr. Pashupati Nath Kapoor and Mr. Subhash Sapra ceased to be the members of the Committee subsequent to their retirement/resignation from the Board w.e.f. 19th September, 2020 and 12th November, 2020 respectively.

[#]CA Saumya Srivastava was appointed as Member of the Committee w.e.f. 9th August, 2019 subsequent to her appointment on the Board.

[&]CA Sanjiv Gupta was appointed as Member of the Committee w.e.f. 12th November, 2019 subsequent to his appointment on the Board.

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.

Scope of the Audit Committee

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

The scope of the Audit Committee is as follows:

Powers of Audit Committee

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

Terms of Reference

- 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; and
 - 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 Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- Reviewing reports of internal audit and discussing with Internal Auditors on any significant findings of any internal investigations by the Internal Auditors and the executive management's response on matters and follow-up thereon;
- Reviewing reports of Cost Audit, if any, and discussion with Cost Auditors on any significant findings by them;
- Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Looking into the reasons for substantial defaults in the payment to the Depositors, Debenture Holders, Shareholders (in case of non-payment of declared dividends) and Creditors;
- Reviewing the functioning of the Whistle Blower Mechanism;
- Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- Recommending to the Board, the appointment and fixation of remuneration of Cost Auditors, if applicable;
- Evaluating Internal Financial Controls and Risk Management Systems and reviewing the Company's financial and risk management policies;
- Reviewing the Management Discussion and Analysis of financial condition and results of operations;
- Reviewing the statement of significant Related Party Transactions (as defined by the Audit Committee), submitted by management;
- Reviewing the management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- Reviewing the Internal Audit Reports relating to internal control weaknesses;
- Reviewing compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, and verify that the systems for internal controls are adequate and are operating effectively; and
- Reviewing the utilisation of loans and/or advances from/investment by the Company in its subsidiary companies exceeding ₹ 100 crore or 10% of the asset size of the subsidiary, whichever is lower;
- Recommending to the Board, the appointment, removal and terms of remuneration of Chief Internal Auditor; and
- Reviewing the statement of deviations as follows:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

(b) Nomination and Remuneration Committee

Composition

The Nomination and Remuneration Committee of the Company comprises of four Non-Executive Independent Directors. Mr. Sudhindra Kumar Jain, a Chartered Accountant is the Chairman of the Committee. The composition of the Committee meets with the requirements of Section 178 of the Act read with Regulation 19 of the Listing Regulations. The Company Secretary of the Company acts as the secretary of the Committee.

Meeting and Attendance

During the Financial Year 2019-2020, four Meetings of the Nomination and Remuneration Committee were held on 30th May, 2019, 9th August, 2019, 12th November, 2019 and 12th February, 2020.

The following table summarises attendance details of Nomination and Remuneration Committee members during the year under review:

Name of Member	Category	Meeting Attended
CA Sudhindra Kumar Jain	(Chairman) Non Executive, Independent Director	4
Mr. Qazi Salam Noorus	(Member) Non Executive, Independent Director	3
Dr. Yashvir Singh	(Member) Non Executive, Independent Director	4
CA Saumya Srivastava [#]	(Member) Non Executive, Independent Director	2
Mr. Pashupati Nath Kapoor [*]	(Ex-Chairman) Non Executive, Independent Director	1

^{*}Mr. Pashupati Nath Kapoor ceased to be the Chairman of the Committee subsequent to his retirement as Director from the Board w.e.f. 19th September, 2020.

[#]CA Saumya Srivastava was appointed as Member of the Committee w.e.f. 9th August, 2019 subsequent to her appointment on the Board.



Terms of Reference

The Nomination and Remuneration Committee is empowered to review and recommend to the Board of Directors, appointment/re-appointment, remuneration and commission of the Directors and Senior Management of the Company with the guidelines laid down under the statute.

The terms of reference of the Committee inter alia, includes the following:

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

The Remuneration Policy of the Company is available on the website of the Company at the link: <https://www.mirza.co.in/corporate-information.php>.

Performance evaluation criteria for Independent Directors

Pursuant to the provisions of the Act and Listing Regulations, the Nomination and Remuneration Committee has laid down the Criteria for performance evaluation of the Board of Directors. The Board carries out the annual performance evaluation of its own performance, the Directors individually, Chairman as well as the evaluation of the working of its Nomination and Remuneration Committee. The performance of individual Directors including the Chairman is evaluated on the parameters such as level of understanding and contribution, leadership skills, interpersonal skills, independence of judgment, safeguarding the interest of the Company and its shareholders etc. The performance evaluation of the Independent Directors is carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors is carried out by the Independent Directors and the Directors expressed their satisfaction with the evaluation process.

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, 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 table below provides the details of the sitting fees paid to the Non-Executive Directors during the Financial Year 2019-2020:

(Amount in ₹)		
S. No	Name of the Non-Executive Director	Sitting fees*
1	CA Sudhindra Kumar Jain	40000.00
2	Mr. Qazi Salam Noorus	40000.00
3	Mr. Pashupati Nath Kapoor [#]	10000.00
4	Ms. Vinita Kejriwal [#]	NIL**
5	CA Saumya Srivastava [^]	20000.00
6	Mr. Sanjay Bhalla [^]	20000.00
7	Mr. Subhash Sapra [§]	20000.00
8	Dr. Yashvir Singh	40000.00
9	CA Sanjiv Gupta [§]	20000.00

*Sitting Fees include fees for attending a separate meeting of Independent Directors held on 21st March, 2020.

[#]ceased to be Directors w.e.f. 19th September, 2019.

[§]ceased to be a Director w.e.f. 12th November, 2019.

[^]Appointed as Directors w.e.f. 9th August, 2019.

[§]Appointed as Director w.e.f. 12th November, 2019.

** Fee of ₹ 9000/- (Net of TDS) paid to Ms. Vinita Kejriwal for the meeting dated 30th May, 2019 returned unpaid on 1st September, 2019 due to non-clearance.

The Company has not issued any stock option to its Directors/Employees.

(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, to the Board for their approval.

The table below provides the details of the remuneration paid to the Executive Directors during the Financial Year 2019-2020:

(Amount in ₹)

Name of the Directors	Designation	Perquisites	Salary	Total Remuneration
Mr. Irshad Mirza*	Chairman (Executive)	2755483	-	2755483
Mr. Rashid Ahmed Mirza	Managing Director	707259	24000000	24707259
Mr. Shahid Ahmad Mirza	Whole Time Director	314562	20400000	20714562
Mr. Tauseef Ahmad Mirza	Whole Time Director	855083	22800000	23655083
Mr. Tasneef Ahmad Mirza	Whole Time Director	72866	20400000	20472866
Mr. Narendra Prasad Upadhyaya	Whole Time Director	58470	4260000	4318470
Mr. Shuja Mirza	Whole Time Director	73786	15000000	15073786
Total		4837509	106860000	111697509

*Mr. Irshad Mirza ceased to be the Director w.e.f. 30th May, 2020

Directors with materially significant, pecuniary or business relationship with the Company

The transactions with related parties are furnished in note no. 30 of Financial Statements, as stipulated under Accounting Standard (Ind AS) 24. Apart from Related Party Transactions furnished in note no. 30, there are no transactions of material nature with Directors or their relatives and others, which may have potential conflict with the Company's interest. The Register of Contracts required to be maintained under Section 189(1) and Rule 16(1) of the Act, containing the details of the contracts, in which the Directors are concerned or interested, is placed at the meeting of the Board of Directors for their approval and noting, on a periodical basis.

During the year, no pecuniary or business relationship existed between the Non-Executive and Independent Directors and the Company.

With the applicability of the Act and Listing Regulations, transactions attracting provisions of Section 188 which are in ordinary course of business and are at arm's length have been entered into after being reviewed, scrutinized and approved by the Audit Committee and with approval of the Board. No transactions which are not in ordinary course of business and are not at arm's length have been entered into with any related party.

The Company entered into Related Party Transactions with Euro Footwear Private Limited and Mirza (UK) Limited

(related parties), which exceeded the limit prescribed under the provisions of Act and Listing Regulations and was considered material in accordance with the policy of the Company on Materiality of Related Party Transactions. The aforesaid transaction were approved by Shareholders of the Company in the fortieth Annual General Meeting held on 19th September, 2020, by way of an Ordinary Resolution.

The Related Party Transactions Policy of the Company is available on the website of the Company at the link: <https://www.mirza.co.in/corporate-information.php>.

(c) Stakeholders Relationship Committee

The Stakeholders Relationship Committee of the Company comprises of four Members, out of which three members are Non-Executive Independent Directors and one is Executive Director. Mr. Qazi Salam Noorus is the Chairman of the Committee. The composition of the Committee meets with the requirements of Section 178 of the Act read with Regulation 20 of the Listing Regulations. The Company Secretary of the Company acts as the secretary of the Committee.

Meeting and Attendance

During the Financial Year 2019-2020, four Meetings of the Stakeholders Relationship Committee were held on 30th May, 2019, 9th August, 2019, 12th November, 2019 and 12th February, 2020.

The following table summarises attendance details of Nomination and Remuneration Committee members during the year under review:

Name of Member	Category	Meeting Attended
Mr. Qazi Salam Noorus	(Chairman) Non Executive, Independent Director	4
Mr. Sanjay Bhalla#	(Member) Non Executive, Independent Director	2
Mr. Tasneef Ahmad Mirza	(Member) Executive Director, Promoter	4
CA Sudhindra Kumar Jain	(Member) Non Executive, Independent Director	4
Mr. Pashupati Nath Kapoor*	(Ex-Chairman) Non Executive, Independent Director	1

*Mr. Pashupati Nath Kapoor ceased to be the Chairman of the Committee subsequent to his retirement as Director from the Board w.e.f. 19th September, 2020.

#Mr. Sanjay Bhalla was appointed as the Member of the Committee w.e.f. 9th August, 2019 subsequent to his appointment on the Board.



Scope of Stakeholders Relationship Committee

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.

The terms of reference of the Committee inter-alia, include the following:

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

During the year under review, Company received 55 complaints all of which were resolved to the satisfaction of the shareholders.

(d) Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee of the Company comprises of three members, out of which

two are Executive Directors and one being the Non-Executive Independent Director. Mr. Rashid Ahmed Mirza is the Chairman of the Committee. The composition of the Committee meets with the requirements of Section 135 of the Act. The Company Secretary acts as the secretary of the Committee.

Scope of the Corporate Social Responsibility Committee

The Committee oversees the activities/functioning in identifying the area of Corporate Social Responsibility activities as specified in the Corporate Social Responsibility Policy of the Company in accordance with Schedule VII of the Act and execution of initiative as per pre-defined guidelines. The Corporate Social Responsibility Policy of the Company is available on the website of the Company at the link: <https://www.mirza.co.in/corporate-information.php>.

OTHER MEETING

Independent Directors Meeting

During the year under review, the Independent Directors met on 21st March, 2020, inter alia, to discuss:

- Evaluation of the performance of Non-Independent Directors;
- Evaluation of the Board of Directors as a whole;
- Evaluation of the performance of the Chairman of the Company, taking into account the view of the Executive and Non-Executive Directors; and
- The quality, quantity and timelines 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.

5. GENERAL BODY MEETINGS:

The last three Annual General Meetings were held as under:

Financial Year	Date	Venue	Time
2016-17	28.09.2017	Auditorium of Council for Leather Exports, HBTI Campus, Nawabganj, Kanpur-208002	01:00 P.M.
2017-18	26.09.2018	Auditorium of Directorate of Extension, Chandra Shekhar Azad (CSA) University of Agriculture and Technology, Nawabganj, Kanpur-208002	01:00 P.M.
2018-19	19.09.2019	Auditorium of Directorate of Extension, Chandra Shekhar Azad (CSA) University of Agriculture and Technology, Nawabganj, Kanpur-208002	01:00 P.M.

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

Date of Annual General Meeting	No. of Special Resolutions passed	Particulars
28 th September, 2017	8	<ol style="list-style-type: none"> 1. Re-appointment of Mr. Irshad Mirza as Chairman of the Company for the period of 3 years w.e.f. 1st October, 2017 2. Re-appointment of Mr. Rashid Ahmed Mirza as Managing Director of the Company for a period of 3 years w.e.f. 1st October, 2017 3. Re-appointment of Mr. Shahid Ahmad Mirza as Whole Time Director of the Company for the period of 3 years w.e.f. 1st October, 2017 4. Re-appointment of Mr. Tauseef Ahmad Mirza as Whole Time Director of the Company for the period of 3 years w.e.f. 1st October, 2017 5. Re-appointment of Mr. Tasneef Ahmad Mirza as Whole Time Director of the Company for the period of 3 years w.e.f. 1st October, 2017 6. Re-appointment of Mr. Narendra Prasad Upadhyaya as Whole Time Director of the Company for the period of 3 years w.e.f. 1st October, 2017 7. Re-appointment of Mr. Shuja Mirza as President (Marketing) of the Company for a period of 3 years w.e.f. 1st October, 2017 8. Re-appointment of Mr. Faraz Mirza as President (Production) of the Company for a period of 3 years w.e.f. 1st October, 2017
26 th September, 2018	0	No Special Resolution was passed in the Annual General Meeting held on 26 th September, 2018
19 th September, 2019	11	<ol style="list-style-type: none"> 1. Re-appointment of Dr. Yashvir Singh (DIN: 00049360) as an Independent Director 2. Re-appointment of Mr. Qazi Salam Noorus (DIN: 00051645) as an Independent Director 3. Re-appointment of CA Sudhindra Kumar Jain (DIN: 00189602) as an Independent Director 4. Re-appointment of Mr. Subhash Sapra (DIN: 00049243) as an Independent Director 5. Appointment of Mr. Shuja Mirza (DIN: 01453110) as Whole-time Director 6. Approval for increase in the Borrowing Power of the Company 7. Approval for creation of mortgages and /or charges in addition to the existing mortgage(s) / charge(s) created by the Company 8. Consent for continuation of directorship of Mr. Narendra Prasad Upadhyaya (DIN:00049196) as Whole Time Director 9. Consent for continuation of directorship of Mr. Qazi Salam Noorus (DIN: 00051645) as Non-Executive Director 10. Consent for continuation of directorship of Mr. Subhash Sapra (DIN: 00049243) as Non- Executive Director 11. Consent for continuation of directorship of Mr. Pashupati Nath Kapoor (DIN: 00058126) as Non- Executive Director

Extra Ordinary General Meeting

During the Financial Year 2019-20, no Extra Ordinary General Meeting was held.

Postal Ballot

During the Financial Year 2019-20, the Company did not pass any resolution through Postal Ballot process. As on the date of this Report, no Special Resolution is proposed to be passed through postal ballot.



6. MEANS OF COMMUNICATION

(a) Publications of Quarterly Results

The Quarterly, Half Yearly and Annual Results are submitted to the Stock Exchange(s) in accordance with the Listing Regulations. Further, the quarterly/half yearly/annual results in the prescribed format, are published within 48 hours in any prominent daily newspaper, such as Business Standard (English and Hindi). All vital information of the Company's performance, including Financial Results, Annual Reports of the last three years and Shareholding Pattern have been posted on the Company's website i.e. www.mirza.co.in.

(b) Website

The Company's website www.mirza.co.in contains a separate dedicated section 'Investor Relations' where shareholders' information is available. The Company's Annual Report is also available in a user-friendly and downloadable form.

(c) News Releases, Presentations, among others

Official news releases and official media releases etc. are displayed on the Company's website i.e. www.mirza.co.in.

(d) Presentation

The Company makes financial presentations to institutional investors, mutual funds and others who have invested or intends to invest in the Company's share capital and such presentations are available on the website of the Company.

(e) Annual Report

The Annual Report containing, inter alia, Audited Financial Statements, Directors' Report, Auditors' Report, Business Responsibility Report, if applicable, and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report and is displayed on the Company's website i.e. www.mirza.co.in.

(f) Stock Exchanges

The Company makes timely disclosures of necessary information to BSE Limited and National Stock Exchange of India Limited in terms of the Listing Regulations and other Rules and Regulations issued by the Securities and Exchange Board of India.

(g) NSE Electronic Application Processing System (NEAPS)

The NEAPS is web based application designed by NSE for corporates. All periodical compliance filings like

Shareholding Pattern, Corporate Governance Report, results and other requirement of Listing Regulations, media releases, among others are filed electronically on NEAPS, by the Company.

(h) BSE Corporate Compliance & Listing Centre ("Listing Centre")

BSE Listing Centre is web based application designed for corporates. All periodical compliance filings like Shareholding Pattern, Corporate Governance Report, results, media releases, among others are also filed electronically on the Listing Centre by the Company.

(f) SEBI Complaints Redress System (SCORES)

The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are: Centralized database of all complaints, online upload of Action taken Reports (ATRs) by concerned Companies and online viewing by investors of actions taken on the complaint and current status.

(g) Reminders to Investors

Reminders to shareholders for claiming returned undelivered share certificates, unclaimed dividend and transfer of shares thereto, email registration, are regularly communicated and dispatched.

(h) Designated Exclusive E-mail Id:

The Company has designated the following email ids exclusively for investor servicing:

- 1) priyanka.pahuja@redtapeindia.com
- 2) shivakumar.n@karvy.com

GENERAL SHAREHOLDER INFORMATION

Company Registration details

The Company is registered with the Registrar of Companies, in the state of Uttar Pradesh, India. The Corporate Identification Number (CIN) allotted to the Company by Ministry of Corporate Affairs (MCA) is L19129UP1979PLC004821.

Registered Office

14/6, Civil lines, Kanpur-208001

Corporate Office

A-7, Mohan Cooperative Industrial Estate, New Delhi-110044

Locations of the Company

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

Company Secretary & Compliance Officer

Ms. Priyanka Pahuja

Annual General Meeting

The forty first Annual General Meeting of the Company is scheduled to be held on Friday, 18th December, 2020 at Auditorium of Directorate of Extension, Chandra Shekhar Azad (CSA) University of Agriculture and Technology, Nawabganj, Kanpur-208002 at 11:00 A.M.

Financial Calendar

The Company follows April to March as its Financial Year. The results for every quarter, beginning from April, will be declared within 45 days of the end of quarter, except for the last quarter, which will be submitted, along with the annual audited results within 60 days of the end of the last quarter, as permitted under the Listing Regulations.

Listing on Stock Exchanges

The Stock Exchanges, at which the Company's Equity Shares are listed, and the respective stock codes are:

National Stock Exchange of India Limited (NSE): MIRZAINTECH
Exchange Plaza,
5th Floor, Plot No. C/1, G Block,
Bandra-Kurla Complex, Mumbai – 400 051,
Maharashtra, India

BSE Limited (BSE): 526642
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001,
Maharashtra, India

Market Price Data

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

Month	National Stock Exchange		NIFTY Index	
	High	Low	High	Low
April' 19	60.60	54.00	11856.15	11549.10
May' 19	63.95	49.55	12041.15	11108.30
June' 19	68.90	54.05	12103.05	11625.10
July' 19	68.80	58.00	11981.75	10999.40
August' 19	64.50	52.95	11181.45	10637.15
September' 19	67.80	52.10	11694.85	10670.25
October' 19	64.90	52.75	11945.00	11090.15
November' 19	63.70	55.05	12158.80	11802.65
December' 19	60.70	53.10	12293.90	11832.30
January' 20	72.00	55.10	12430.50	11929.60
February' 20	65.40	51.60	12246.70	11175.05
March' 20	57.25	27.25	11433.00	7511.10

International Securities Identification Number (ISIN) of the Company's Equity Shares, having face value of ₹ 2 each, is INE771A01026.

Listing fees for the Financial Year 2020-21 have been paid to the Stock Exchanges.

Registrar and Share Transfer Agent

M/s. KFin Technologies Private Limited is the Registrar and Share Transfer Agent (RTA) of the Company. The contact details of the RTA are:

KFin Technologies Private Limited
Selenium Tower B, Plot no. 31-32
Gachibowli Financial District,
Nanakaramguda , Hyderabad-500 032
Tel: + 91-40-67162222
Fax: + 91-040-23001153
E-mail: einward.ris@kfintech.com

Share Transfer System

Transfers of Equity Shares in electronic form are done through the depositories with no involvement of the Company.

Transfer of equity shares in physical form are processed by our Registrar and Share Transfer Agent i.e. KFin Technologies Private Limited, Hyderabad within 10 to 12 working days from the date of receipt, provided the documents are complete in all respects. The Directors and certain officials of the Company are authorised by the Board severally to approve transfers, which are noted at subsequent Board Meetings.

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

Month	Bombay Stock Exchange		BSE Sensex	
	High	Low	High	Low
April' 19	60.25	54.05	39487.45	38460.25
May' 19	63.60	49.70	40124.96	36956.10
June' 19	68.75	53.60	40312.07	38870.96
July' 19	68.70	57.95	40032.41	37128.26
August' 19	66.00	53.00	37807.55	36102.35
September' 19	67.65	52.10	39441.12	35987.80
October' 19	64.45	51.50	40392.22	37415.83
November' 19	63.60	55.10	41163.79	40014.23
December' 19	61.00	53.30	41809.96	40135.37
January' 20	71.80	55.25	42273.87	40476.55
February' 20	65.30	54.30	41709.30	38219.97
March' 20	57.20	27.35	39083.17	25638.90

Distribution Schedule as on 31st March, 2020

Category	No. of Cases	% of Cases	Amount	% of Amount
1-5000	40687	96.47	24365110.00	10.13
5001- 10000	793	1.88	5826490.00	2.42
10001- 20000	340	0.81	4957004.00	2.06
20001- 30000	125	0.30	3032334.00	1.26
30001- 40000	79	0.19	2833330.00	1.18
40001- 50000	25	0.06	1149212.00	0.48
50001- 100000	69	0.16	4879212.00	2.03
100001 and above	58	0.14	193569308.00	80.45
Total:	42176	100.00	240612000.00	100.00

Category of Shareholders as on 31st March, 2020

Category	Cases	Shares	% of holding
MUTUAL FUNDS	3	33100	0.03
TRUSTS	1	500	0.00
RESIDENT INDIVIDUALS	40127	26754350	22.24
PROMOTERS	14	84724473	70.42
NON RESIDENT INDIANS	547	1413194	1.17
CLEARING MEMBERS	80	170019	0.14
INDIAN FINANCIAL INSTITUTIONS	1	90180	0.07
FOREIGN PORTFOLIO INVESTORS	2	77308	0.06
BANKS	3	42505	0.04
NON RESIDENT INDIAN NON REPATRIABLE	212	1484598	1.23
BODIES CORPORATES	287	4301459	3.58
NBFC	1	7000	0.01
I E P F	1	395859	0.33
H U F	897	811455	0.67
Total	42176	120306000	100.00

Dematerialisation of Shares and Liquidity

The break-up of 12,03,06,000 equity shares held in Physical and Dematerialised form as on 31st March, 2020 is given below:

Particulars	No. of shares	Percentage
Physical Segment	520095	0.43
Demat Segment		
NSDL	107346455	89.23
CDSL	12439450	10.34
Total	120306000	100

Outstanding GDRs /ADRs / Warrants or any Convertible Instruments Conversion Date and likely impact On Equity

The Company does not have any outstanding GDRs/ADRs/Warrants/Convertible instruments as on 31st March, 2020.

Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

Company use Forward Contracts for hedging the risk.

Details of Shareholders Suspense Account

Particulars	Demat		Physical	
	Number of Shareholders	Number of Equity Shares	Number of Shareholders (phase wise transfers)	Number of Equity Shares
Aggregate Number of Shareholders and outstanding shares in the Suspense Account lying as on 1 st April, 2019	0	0	13	26000
Number of Shareholders who approached the Company for transfer of shares	0	0	0	0
Number of shares transferred from Suspense Account during the year	0	0	0	0
Number of shareholders and aggregate no. of shares transferred to the Unclaimed Suspense Account during the year	0	0	0	0
Number of shares transferred to IEPF Authority during the year	50	7453	18	21000
Aggregate No of shareholders and the Outstanding Shares in the Suspense Account lying as 31 st March, 2020	0	0	13	26000

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

Credit Ratings

The Company has obtained the following credit ratings during the financial year:

Sr. No.	Name of rating Agency	Instrument Type	Rating	Revision, if any
1.	CRISIL Limited	Fund based-Long Term	A-/ Stable	Rating reaffirmed and Outlook revised from "Negative" to "Stable"
		Fund based-Short Term	A2+	Rating reaffirmed
2.	ICRA Limited	Fund based-Long Term	A-	Rating reaffirmed and Outlook revised from "Stable" to "Negative"
		Fund based-Working Capital facilities	A-	Rating reaffirmed and Outlook revised from "Stable" to "Negative"
		Non-fund based- Working Capital Facilities	A2+	Rating reaffirmed

DISCLOSURES**Strictures/Penalties**

No strictures/penalties were imposed on the Company by Stock Exchanges or SEBI or any statutory authority, or any matter related to capital markets during the last three years.

Proceeds from Public Issues, Right Issues, Preferential Issues

During the Financial Year 2019-20, the Company did not raise capital through public, rights and/or preferential issue.

Subsidiary Companies

During the year under review, the Company has no material subsidiaries.

Vigil Mechanism (Whistle Blower) Policy

The Company has put in place a mechanism for reporting illegal, unethical behavior, malpractice, impropriety, abuse, insider trading or wrongdoing. The Company has a Vigil Mechanism (Whistle Blower) Policy under which the employees are free to report violations of applicable Laws and Regulations and the Code of Conduct. The email Id where employees can post their complaints / observations is "cherian@redtapeindia.com". During the year under review, no employee was denied access to Audit Committee.

Adoption of Mandatory and Non-Mandatory Requirements of Listing Regulations

The Company has complied with all mandatory requirements of Listing Regulations. The Company has adopted following non-mandatory requirements of the Listing Regulations:

**Audit Qualification**

The Company is in the regime of Unqualified Financial Statements.

Reporting of Internal Auditor

The Internal Auditor directly reports to the Audit Committee.

Certificate from a Company Secretary in Practice

The certificate from a Company Secretary in Practice, stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the companies by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority, is enclosed to this Report.

Deviations, if any, of mandatory recommendations by the Committees to the Board of Directors

During the year, there was no instance wherein the Board of Directors of the Company did not accept any recommendation of the Committees.

Details of total fees paid to Statutory Auditor

The details of total fees for all services paid by the Company for the Financial Year 2019-20, to the Statutory Auditor and all entities in the network firm / network entity of which the Statutory Auditor is a part, are as follows:

(Amount in ₹)

Sr. No.	Nature of Services	Amount
1.	Statutory Audit Fee	1619700
	Total	1619700

Sexual Harassment of Women at Workplace

The disclosures in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are mentioned in the Directors' Report which form part of this Annual Report.

CEO AND CFO CERTIFICATION

The Certificate, as required under Regulation 17(8) of the Listing Regulations, duly signed by the Chairman and Managing Director and Chief Financial Officer of the Company, was placed before the Board, and the same is enclosed to this Report and forms part of the Annual Report.

CERTIFICATION BY SECRETARIAL AUDITORS

As required under Listing Regulations, M/s. K.N. Shridhar & Associates, Company Secretaries, the Company's Secretarial Auditors, have verified the compliances of the Corporate Governance by the Company. We have obtained a Certificate affirming the compliance from M/s. K.N. Shridhar & Associates, Company Secretaries, and the same is enclosed to this Report and forms a part of the Annual Report.

Declaration by Chairman and Managing Director under Listing Regulations regarding adherence to the Code of Conduct

In accordance with Listing Regulations, I hereby confirm that all the Directors and the Senior Management Personnel have affirmed compliance with their respective Code of Conduct, as applicable to them, for the year ended 31st March 2020.

Place: Dubai

Mr. Rashid Ahmed Mirza

Date: 10th November, 2020 Chairman and Managing Director

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To
The Members of
MIRZA INTERNATIONAL LIMITED
14/6, CIVIL LINES,
KANPUR- 208001

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

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of the companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. No.	Name of Director	DIN	Date of appointment
1	Mr. Rashid Ahmed Mirza	00049009	05/09/1979
2	Mr. Shahid Ahmad Mirza	00048990	06/09/1979
3	Mr. Tauseef Ahmad Mirza	00049037	06/09/1989
4	Mr. Tasneef Ahmad Mirza	00049066	01/01/1997
5	Mr. Shuja Mirza	01453110	01/06/2019
6	Mr. Narendra Prasad Upadhyaya	00049196	01/04/1997
7	Mr. Qazi Salam Noorus	00051645	08/07/1994
8	Dr. Yashvir Singh	00049360	08/07/1994
9	Mr. Sudhindra Kumar Jain	00189602	30/07/2008
10	Mr. Sanjiv Gupta	02240256	12/11/2019
11	Ms. Saumya Srivastava	08206547	09/08/2019
12	Mr. Sanjay Bhalla	00699901	09/08/2019

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

For **K.N. Shridhar & Associates**
Company Secretaries

K. N. Shridhar

FCS No.- 3882

COP No.- 2612

UDIN-F003882B001075612

Place: Kanpur

Date: 27th October, 2020



CEO/CFO Certification

To
The Board of Directors

We hereby certify that:

- a) We have reviewed Financial Statements and Cash Flow Statement of Mirza International Limited (“the Company”) for the quarter and year ended 31st March 2020 and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the Company’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the above said period which are fraudulent, illegal or violative of the Company’s Code of Conduct.
- c) We accept the responsibility of establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
 - i. significant changes in internal control over financial reporting during the above said period;
 - ii. significant changes in accounting policies during the above said period and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud, of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company’s internal control system over financial reporting.

Rashid Ahmed Mirza
Chairman and Managing Director
Place: Dubai

V.T. Cherian
Chief Financial Officer
Place: New Delhi

Date: 10th November, 2020

CERTIFICATE ON CORPORATE GOVERNANCE

To
**The Members of
 Mirza International Limited**

1. We have examined the compliance of the conditions of Corporate Governance by Mirza International Limited (“the Company”) for the year ended 31st March, 2020 as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“Listing Regulations”).

Management’s Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. This responsibility includes the designing, implementing and operating effectiveness of internal control to ensure compliance with the conditions of Corporate Governance as stipulated in the Listing Regulations.

Our Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

Opinion

5. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended 31st March, 2020.
6. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the company.

For **K.N. Shridhar & Associates**
 Company Secretaries

K.N. Shridhar

FCS No.- 3882

COP No.- 2612

UDIN-F003882B001075581

Place: Kanpur

Date: 27th October, 2020



Business Responsibility Report

As a responsible corporate citizen, Mirza International Limited (“MIL”) is committed to enhance the welfare of the communities. MIL is engaged actively with all its stakeholders to drive their growth for all. The Company believes in accelerating India’s transition to a knowledgeable economy and continues its efforts to create value for India by elevating the quality of life across the entire socio-economic spectrum.

This report conforms to the Business Responsibility Reporting (BRR) requirement of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulation’) and its amendments thereon and the National Voluntary Guidelines (NVG) on Social, Environmental and Economic Responsibilities of Business released by the Ministry of Corporate Affairs, India.

SECTION A : GENERAL INFORMATION ABOUT THE COMPANY

- Corporate Identity Number (CIN) of the Company:** L19129UP1979PLC004821
- Name of the Company:** Mirza International limited
- Registered Address:** 14/6, Civil Lines, Kanpur-208001
- Website:** www.mirza.co.in
- Email ID:** cherian@redtapeindia.com
- Financial year reported:** 1st April, 2019-31st March, 2020
- Sector(s) that the company engaged in (industrial activity code-wise)**

S. No	Activity	Code
1.	Manufacturing of Leather	15112, 15113, 15115, 15119
2.	Manufacturing and Trading of Footwear	15209, 47713
3.	Manufacturing of Textile Garments and Clothing Accessories	14101

- List three key products/services that the Company manufactures/provides (as in balance sheet):**
 - Footwear;
 - Garments; and
 - Accessories
- Total number of locations where business activity is undertaken by the Company**
 - Number of International locations:** UK, US, UAE
 - Number of National locations:** The Company has 5 operational manufacturing units located at (i) Magarwara, Unnao, Uttar Pradesh (Unit-1) (ii) Magarwara, Unnao, Uttar Pradesh (Unit-2),

(iii) Site-2 Unnao, Uttar Pradesh (Unit-5), (iv) Greater Noida, Uttar Pradesh (Unit-6) (v) Kashipur, Uttarakhand (Unit 8 & 9) and also operates through more than 250 retail stores across cities / towns in India

10. Market served by the Company-Local/State/National/International:

The Company has its retail presence mainly in the Metro cities, A-1 cities, Tier I, Tier II and Tier III cities across India.

SECTION B: FINANCIAL DETAILS OF THE COMPANY

Paid up Capital (INR)	₹ 1203.06 Lac
Total Turnover (INR)	₹ 126287 Lac
Total Profit after taxes (INR)	₹ 4771 Lac
Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	During the year under review, the Company has spent ₹ 201 Lac towards CSR activities.
List of activities in which expenditure in above has been incurred	The details of CSR activities undertaken by the Company and CSR expenditures incurred thereon during the financial year 2019-20 by the Company have been provided in the Board’s Report and also in the ‘Annual Report on CSR Activities’, annexed to the Board’s Report marked as Annexure II

SECTION C: OTHER DETAILS

- Do the Company have any Subsidiary Company/ Companies?**

Yes, the Company has two (2) Foreign Subsidiaries as on 31st March, 2020 viz. (i) Mirza Bangla Limited and (ii) Mirza (H.K.) Limited.
- Do the subsidiary Company/ Companies participate in BR initiatives of the parent Company? If yes, then indicate the number of such subsidiary Company(s).**

The Company has two (2) Foreign subsidiaries, all these subsidiaries are complying with the applicable laws of their country. The subsidiary companies define their own initiatives specific to their business context whilst having access to information and expertise residing with the Parent company.

3. Do any other entity/ entities that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? (Less than 30%, 30-60%, More than 60%)

The Company does not mandate its suppliers/ distributors to participate in the Company's BR initiatives. However, they are encouraged to adopt such practices and follow the concept of being a responsible business.

SECTION D: BR INFORMATION

1. Details of Director/Directors responsible for Business Responsibility

- (a) Details of Director/Director responsible for implementation of the BR policy/policies

- DIN: 00049009
- Name: Mr. Rashid Ahmed Mirza
- Designation: Chairman and Managing Director

- (b) Details of the BR head

No.	Particulars	Details
1.	DIN Number (if applicable)	00049009
2.	Name	Mr. Rashid Ahmed Mirza
3.	Designation	Chairman and Managing Director
4.	Telephone number	9810100156
5.	E-mail id	rashid@redtapeindia.com

- (a) Details of compliances (reply in Y/ N)

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do you have a policy for...	Y	Y	Y	Y	Y	Y	Y	Y	Y
2.	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3.	Does the policy conform to any national/ international standards? If yes, specify.	Yes, the policies are based on the 'National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business' released by the Ministry of Corporate Affairs.								
4.	How the policy being approved by the Board? If yes, has it been signed by MD/owner/CEO/appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5.	Does the Company have a specified committee of the Board/Director/Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6.	Indicate the link for the policy to be viewed online	https://www.mirza.co.in/corporate-information.php								
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8.	Does the Company have in-house structure to implement the policy/policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
9.	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholder's grievance related to the policy/ policies?	Yes, any grievances or feedback to the policies can be sent to priyanka.pahuja@redtapeindia.com								
10.	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	No, this is the first Business Responsibility Report of the Company								

- Principle-wise (as per NVGs) BR Policy/policies (Reply in Y/N)

Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.

Principle 3: Businesses should promote the well-being of all employees.

Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.

Principle 5: Businesses should respect and promote human rights.

Principle 6: Businesses should respect, protect and make efforts to restore the environment.

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

Principle 8: Businesses should support inclusive growth and equitable development.

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner.



(b) If answer to the question at serial number 1 against any principle, is 'NO', please explain why:

No.	Question	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	The Company has not understood the principles									
2.	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3.	The company does not have financial or manpower resources available for the task						Not Applicable			
4.	It is planned to be done with next 6 months									
5.	It is planned to be done with next 1 year									
6.	Any other reason (please specify)									

2. Governance related to BR

(a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the company. Within 3 months, 3-6 months, More than 1 year
The BR head shall annually assess the BR performance of the Company.

(b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?
Not applicable. Since, this is the first Business Responsibility Report of the Company.

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

- i. The Company is manufacturing Sports Shoes with memory foam technology for the end consumers of various organizations where it is sold.
- ii. The Company has also replaced Natural Rubber & Leather with synthetic EVA (Ethylene Vinyl Acetate) in sole making & PU coated PVC in shoe upper making respectively, thereby contributing towards natural resource conservation.
- iii. The Company has also introduced usages of recycled waste rubber from tyre waste for rubber outsole production which is environment friendly.

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product(optional):

(a) Reduction during sourcing/production/distribution achieved since the previous year throughout the value chain?

As on the date of this report, the data is not evaluated. Since, this is the first Business Responsibility Report of the Company.

(b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

Your Company has taken following steps to reduce the consumption of energy, water & raw material:

- Regular training for employees to manage the resources in an efficient manner.
- The solar power unit with a capacity of 700 KW in our manufacturing site at Magarwara, Unnao adds to efforts of conservation of energy and using of natural resources.

SECTION E: PRINCIPLE WISE PERFORMANCE

Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.

1. Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/ No. Does it extend to the Group/Joint ventures/ Suppliers/ Contractors/NGOs/Others?

The Company's policies on Ethics, Transparency and Accountability, along with the Code of Conduct, is applicable to all individuals working in the Company and its subsidiaries. For the foreign subsidiaries, the code is applicable in line with the local requirements prevailing in the country of operation. The Company encourages its business partners to follow the code.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof. In about 50 words or so

Stakeholder	Complaints received during FY 2019-2020	Complaints resolved during FY 2019-2020	Complaint Resolved (%)
Investors' Complaints	55	55	100%
Consumer Complaints	450	450	100%
Total	505	505	100%

- By-product recycling of EVA, PVC led to material wastage reduction and gain in yield.
- Water conservation initiatives included recycling of waste water. Rainwater harvesting facility is operational at our manufacturing facility.
- Safe and environmental-friendly disposal mechanism of waste.

3. Does the Company have procedures in place for sustainable sourcing (including transportation)?

(a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so

Yes, for maintaining sustainability of supply line, MIL prefers indigenous sourcing wherein locally available raw materials are generally used by the Company. To support the sustainability and environmental purpose MIL also uses some packing materials made of waste products. About 40 % of our overall raw material procured is based on sustainable sourced materials. Most of our suppliers are located very close to our manufacturing plants, thus putting minimum strain on environment due to transportation.

4. Has the Company taken any steps to procure goods or services from local & small procedures, including communities surrounding their place of work?

(a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

Yes, the Company has taken necessary steps to procure goods and services from the local and small producers surrounding its manufacturing units and enhancing their capabilities for a sustainable growth. The Company always prefers to procure goods and services, e.g Finished Goods Supplies, Security / Housekeeping / loading-unloading operations, etc. from nearby suitable source of supply.

5. Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so

Yes, your Company constantly endeavor to minimize waste generation, reduction at the source and ensure responsible waste disposal. Our sites are committed to 'Zero Waste to Landfill' and full recovery of unavoidable by products. MIL has in-house facility to recycle byproduct generated during the process. Non-hazardous waste such as packaging material

and scrap are recycled and reused. Company has mechanism to recycle waste & products >10% in Eva & rubber processing units.

Principle 3: Businesses should promote the well-being of all employees

- 1. Please indicate the total number of employees:** 3188
- 2. Please indicate the total numbers of employees hired on temporary/Contractual/casual basis:** 1078
- 3. Please indicate the number of permanent women employees:** 83
- 4. Please indicate the number of permanent employees with disabilities:** No
- 5. Do you have an employee association that is recognised by management?** No
- 6. What percentage of your permanent employees is members of this recognised employee association?** Not Applicable (NA)
- 7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending as on the end of the financial year.**

No.	Category	No of complaints filed during the financial year	No of complaints pending as on end of the financial year
1	Child labour/forced labour/involuntary labour	NIL	NA
2	Sexual harassment	NIL	NA
3	Discriminatory employment	NIL	NA

8. What percentage of your under mentioned employees were given safety and skill up gradation training in the last year?

- (a) **Permanent Employees :** 100%
 (b) **Permanent Women :** 100%
 (c) **Casual/temporary/contractual employees:** 100%
 (d) **Employees with Disabilities:** 100%

Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.

1. Has the Company mapped its internal and external stakeholders? Yes/ No

Yes, the Company's key stakeholders include employees, suppliers, customers, business partners, regulatory agencies and local communities around its sites of operation.



2. Out of the above, has the Company identified the disadvantaged, Vulnerable and marginalized stakeholders?

Yes, the Company has identified the disadvantaged, vulnerable and marginalised stakeholders.

3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders? If So, provide details thereof, in about 50 words or so

Since, this is the first year of applicability of BRR reporting, the Company will ensure to take such initiatives to engage with the disadvantaged, vulnerable and marginalised stakeholders in future.

Principle 5: Businesses should respect and promote human rights

1. Does the policy of the Company on human rights cover only the Company or extend to the group / Joint ventures / suppliers / contractors / NGO /Others?

The Company follows its policy on Human Rights which are applicable to all employees in the Company. For its foreign subsidiaries, the policy is applicable in line with the local requirements prevailing in the country of operation. The Company discourages dealing with any supplier/contractor if it is in violation of human rights and also prohibits the use of forced or child labour at all manufacturing units /with business associates.

2. How many stakeholder complaints have been received in the past Financial Year and what percentage was satisfactorily resolved by the Management?

No complaint was received pertaining to human rights violation during the reporting period.

Principle 6: Businesses should respect, protect and make efforts to restore the environment.

1. Does the policy related to principle 6 rights cover only the Company or extend to the group/ Joint ventures/ suppliers/contractors/ NGO/Others?

Quality, Environment & Safety Policy pertains to Principle 6 extend only to the Company.

2. Does the Company have strategies / initiatives to address global environment issues such as climate change, global warming etc.? Y/ N. If Yes , please give hyperlink for the webpage etc.

Your Company has a Quality Environment & Safety Policy which is communicated to all employees. The Policy is available at all the plants.

3. Does the Company identify and assess potential environment risks? Y/N

Y

4. Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if yes, whether any environmental compliance report is filed?

No

5. Has the Company undertake any other initiatives on – clean technology, energy efficiency, renewal energy, etc.? Y/N. If yes, please give hyperlink for the webpage etc.

The Company has installed solar power plant of 700 KW capacity in the Tannery Division situated at Magarwara, Unnao. Its hyperlink is not yet created in our website.

6. Are the Emissions/ Waste generated by the Company within the permissible limits given by CPCB/ SPCB for the financial year being reported?

Yes, Emission / Waste generated by the Company are well within the permissible limits prescribed by CPCB / SPCB. These emission and waste generated are being regularly monitored and reported to SPCB.

7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e not resolved to satisfaction) as on end of financial year.

We have not received any show cause notice from either CPCB or SPCB in financial year 2019-20.

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

1. Is your Company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:

- a) Federation of Indian Export Organisation, Delhi
- b) Merchants Chamber of Uttar Pradesh, Kanpur
- c) Federation of Indian Chamber of Commerce and India
- d) Indian Industries Association, Unnao
- e) Upper India Employer’s Association
- f) Council for Leather Exports - New Delhi

2. Have any advocated/lobbied through above associations for the advancement or improvement of public good? Y/N; if Yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy Security, Water, Food security, Sustainable Business Principles, Others)

We actively participate in these forums on issues and policy matters that impact the interest of our stakeholders. We prefer to be part of the broader policy development process and do not practice lobbying on any specific issue.

Principle 8: Businesses should support inclusive growth and equitable development.**1. Does the Company have specified programmes/ initiatives/ projects in pursuit of the policy related to principle 8? If yes, details thereof**

The Company has CSR Policy in place to ensure the inclusive growth and equitable development of down trodden people affected or associated by business in any manner.

2. Are the programmes/ project undertaken through in-house team/own foundation/ external NGO/ Government structures/any other organisation?

The Company has constituted Mirza Foundation (Special Purpose Vehicle), a Society registered under Societies Registration Act, 1860 which takes up all the CSR activities. Mirza Foundation engages credible NGOs that have an established track record of carrying out CSR activities for designing and on-ground implementation of the CSR projects.

3. Have you done any impact assessment of your initiative?

The Company conducts periodic assessments for its projects under the CSR programmes. This includes baseline assessment and end-line surveys by the end of the project to assess the overall impact of the project. Continuous Monitoring and Evaluation (M & E) of the programmes take place throughout the year, which helps to improve the quality of the project and achieve maximum results to ensure benefits to the stakeholders.

4. What is your Company's direct contribution to community development projects- Amount in INR and the details of the project undertaken.

During the financial year ended 31st March, 2020, the Company has spent a total amount of ₹ 201 Lac towards various CSR projects. The details thereof have been provided in the "Annual Report on CSR Activities" as attached to the Board's Report.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words or so

Considering community as the most important stakeholder for CSR objective, the Company's CSR projects at several locations are developed in consultation and participation with various stakeholders including the local communities. Mirza Foundation ensures their active involvement at all the stages from need assessment to impact assessment.

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner.**1. What percentage of customer complaints/consumer cases are pending as on the end of Financial Year?**

Nil consumer complaints are pending as on 31st March, 2020

2. Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N. A/Remark (additional Information)

The company displays all information as mandated by the statutory regulations to ensure full compliance with relevant laws

3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of Financial Year? If So, provide details thereof, in about 50 words or so.

No case was filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year.

4. Did your company carry out any consumer survey/ Consumer satisfaction trends?

Yes, the Company has introduced a strong Customer Feedback Mechanism to capture feedback from customers on their shopping experience and measuring it as per the global standard tool NPS (Net Promoter Score). The Company has started an initiative to close loop Detractors (customers who give negative feedback) by calling them and addressing / resolving their queries.

FINANCIALS ▶

Independent Auditor's Report

To
The Members of Mirza International Limited
**Report on the Audit of the Standalone
Financial Statements**

Opinion

We have audited the accompanying standalone financial statements of Mirza International Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information. Unit 8 and Unit 9 at Plot No 18 & 19, Nandnagar Industrial Estate, Kashipur have been audited by branch auditors of the company which are included in the financial statement for the year ended on that date, (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for opinion

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

Key audit matters

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

Key Audit Matter	How the key audit matter was addressed in the audit
<p>1. Transition to Ind AS 116 'Leases' with effect from 1 April 2019</p> <p>Refer Note No-35(H) and Note 33 to the standalone financial statements.</p> <p>The Company, as a lessee, has entered into many lease contracts mainly for its retail outlets with different lease terms & conditions including the options to extend or terminate the leases.</p> <p>Ind AS 116, Leases, effective from 1 April 2019 requires lessees to recognise a right-of-use (ROU) asset and a lease liability in their balance sheet in respect of contracts which qualify as a lease.</p>	<p>In addition to other audit procedures, we applied following audit procedures on adoption of Ind-AS 116 to obtain sufficient & appropriate audit evidence:</p> <ul style="list-style-type: none"> New processes and controls in respect of the lease accounting standards (Ind AS 116) were assessed and tested. The company's evaluation on the identification of leases based on the contractual agreements and our knowledge of the business were assessed.



Key Audit Matter	How the key audit matter was addressed in the audit
<p>The Company has implemented Ind AS 116 with effect from 1 April 2019 and is required to disclose the impact of implementation of Ind AS 116 in its standalone financial statements. The Company has opted for the modified retrospective approach for transition to Ind AS 116. Opening balance of retained earnings as at 1 April 2019 has been adjusted for recognising the cumulative effect of implementing Ind AS 116 w.e.f. 1 April 2019. Without restating the comparative information.</p> <p>The impact of transition to Ind AS 116 comprises selection of the transition option and identification and dispensing all relevant data relating to the leases which is complex and voluminous therefore it is significant to our audit. The assumptions and estimates which were made in the measurement of the ROU asset and lease liability, it required Significant judgement. Such assumptions and estimates include assessment of lease term including termination and renewal options, and identification of appropriate discount rates.</p> <p>As per the above assessment, the adjustments arising from the first-time adoption of Ind AS 116 are material and are considered as a key audit matter.</p>	<ul style="list-style-type: none"> • Evaluation of the reasonableness of the discount rate applied in the determining the lease liabilities • Upon transition as at 1 April 2019: <ul style="list-style-type: none"> ➢ Evaluated the method of transition and related adjustments; ➢ Tested completeness of the lease data used in computing ROU asset and liabilities. • On the statistical sample , following procedures were performed: <ul style="list-style-type: none"> ➢ Assessment of the key terms and conditions of each of the leases with the underlying lease contracts; and ➢ Evaluated computation of lease liabilities, especially with reference to the key estimates such as discount rates and lease terms . • The presentation and disclosures relating to Ind AS 116 including disclosures relating to transition were assessed and tested.

2. Net Realisable Value Of Inventories Of Finished Goods

Refer Note No.- 35(K) and Note No.- 4 to the standalone financial statement.

Inventory is carried in the Financial Statements at the lower of cost and net realisable value. The major portion of the Company's inventory consist of finished goods which are lying at multiple locations such as retail stores, depots and factories. Finished goods are counted on a recurring basis and determination of NRV is made based on various estimates as at end of the reporting period.

Since the company is dealing in footwear, apparel and accessories, sales in the fashion industry can be extremely volatile with consumer demand changing significantly based on current trend.

As a result, the carrying value of inventory may exceed in net realisable value.

We have designed the procedure to challenge the adequacy and effectiveness of the Company's determination of Net Realisable Value of finished goods, our procedures included:

- Testing classification : Testing on a sample basis that items on the stock ageing listing were classified in the appropriate ageing bracket by reference to season;
- Historical trends of the company & market: evaluated the current year provision by assessing historical trends. We examined the Company's historical trading patterns of inventory sold at full price and inventory sold below full price due to discount and season offers through alternative clearance routes, together with the related margins achieved for each channel. We used the information on trading patterns to assess whether the provisions held have historically been set at an appropriate level; and
- Our understanding on the Company Business: based on our knowledge of the Company and the market, the appropriateness of the provision percentages applied by challenging the assumptions made by the Company on the extent to which older season's inventory can be sold through various channels.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including

Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon. These reports are expected to be made available to us after the date of this audit report.

Our opinion on the standalone financial statements does not cover the other information and we will not express

any form of assurance conclusion thereon. In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to communicate the matter to those charged with governance.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of 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, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India.

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

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

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are

considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope



of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements / information of Unit 8 and Unit 9 situated at Plot No 18 &19, Nandnagar Industrial Estate, Kashipur included in the standalone Ind AS financial statements of the Company whose financial statements reflect total assets of ₹ 2345.87 lakh as at 31st March, 2020 and total revenues of ₹ 223.41 lakh for the year ended on that date, as considered in the financial statements / information of these units have been audited by the branch auditors whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of branches, is based solely on the report of such branch auditors.

Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order
2. (A) As required by Section 143(3) of the Act, based on our audit we report that :
 - (a) We have sought and obtained all the information and explanations which to

the best of our knowledge and belief were necessary for the purposes of our audit.

- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper financial statements adequate for the purposes of our audit have been received from the branches not visited by us.
- (c) The Reports on the accounts of the two units (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 including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account and with the financial statements received from the branches not visited by us.
- (e) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (f) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 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". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- (h) With respect to other matter to be included in the auditor's report in accordance with the requirements of the section 197 (16) of the Act, as amended; In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

(B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us :

- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements. Refer Note No-27.
- ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There is no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Place: Kanpur
Date: 28th July-2020

For D R A & Co.
Chartered Accountants
FRN:006476N

Himanshu Singh
Partner
M.No.418577
UDIN:



Annexure 'A' to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulator Requirements' section of our report to the Members of Mirza International Limited of even date on standalone financial statements)

- i. In respect of the Company's fixed assets :
- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed asset;
- (b) The Company has a regular program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed made available to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company except given below as at the balance sheet date.
- In case of land:**
Total number of cases are two (Unit-II & Hapur) land, which are freehold.
- Gross block ₹ 90.11 Lakh and net block ₹ 90.11 Lakh as at Balance Sheet date
- Remarks:** Although the company has initiated the process of mutation for transfer of title deeds in the name of company, still in the above two cases the Mutation is pending to be done, title of which are held in the old name of company.
- In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the standalone financial statements, the lease agreements are in the name of company.
- ii. The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification including goods lying at third party locations & Goods in transit.
- iii. The Company has 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.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. The Company has not accepted deposits from public during the year.
- vi. Cost records, prescribed by the Central Government in terms of provisions of clause (1) of Section 148 of the Act, are being maintained by the company. We have however, not made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. According to the information and explanations given to us, in respect of statutory dues :
- (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
- (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2020 for a period of more than six months from the date they became payable.

- (c) Details of dues of Income Tax, Sales Tax, Service Tax, Excise Duty and Value Added Tax which have not been deposited as at March 31, 2020 on account of dispute are given below:

Nature of the Statute	Nature of dues	Amount In ₹ Lakh	Period to which the amount relates	Forum where dispute is Pending
UP Entry Tax Act 2007	Entry Tax	4.06	1999-2000	Hon'ble High Court , Allahabad
UP VAT Act-2008 & CST Act-1956	VAT & CST	9.75	2008-2009	Jt. Commissioner, Corporate Circle -2, Commercial Tax Department, Kanpur
UP VAT Act-2008 & CST Act-1956	VAT & CST	61.33	2010-2011	Jt. Commissioner, Corporate Circle -Zone 2, Commercial Tax Department, Kanpur
UP VAT Act-2008 & CST Act-1956	VAT & CST	63.21	2015-2016	Additional Commissioner Grade-2, Appeal, Commercial Tax Department, Kanpur
Gujarat VAT	VAT	37.27	2009-2010 2010-2011 2011-2012	Deputy Commissioner (Appeal), Ahmedabad
West Bengal VAT & CST Act	CST	9.77 3.78 3.17 2.70	2012-13 2015-16 2016-17 2017-18	West Bengal Commercial Appellant Revision Board, Kolkata
Kerala VAT	VAT	3.44	2012-13	Deputy Commissioner Appeal-II, Ernakulam, Kerala
Hyderabad	GST	2.60	2019-20	Assistant Commissioner Ashok Nagar, Secunderabad, Telangana
Delhi	GST	20.39 10.00	2019-20 2019-20	Assistant Commissioner Ward 206 Zone11, Delhi
Uttar Pradesh	GST	1.53 0.20 0.53 16.80	2019-20 2019-20 2019-20 2019-20	Assistant Commissioner Uttar Pradesh

- viii. On the basis of information we are of the opinion that the company has not defaulted in repayment of loans or borrowing to a financial institutions, banks or Government. Further, the company has not issued any debentures.
- ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments). However term loans raised by the company during the year have been applied for the purpose for which they were raised.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year
- xi. In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For D R A & Co.
Chartered Accountants
FRN:006476N

Himanshu Singh
Partner

M.No.418577
UDIN:

Place: Kanpur
Date: 28th July-2020



Annexure “B” to the Independent Auditor’s Report on Standalone Financial Statements

(Referred to in paragraph 2(g) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Mirza International Limited of even date)

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

We have audited the internal financial controls over financial reporting of MIRZA INTERNATIONAL LIMITED (“the Company”) as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial

controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and

not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over

financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For D R A & Co.
Chartered Accountants
FRN:006476N

Himanshu Singh
Partner
M.No.418577
UDIN:

Place: Kanpur
Date: 28th July-2020



Balance Sheet

Particulars	Note No.	(₹ in Lakh)	
		As at March 31, 2020	As at March 31, 2019
Assets			
Non-current assets			
Property, plant and equipment	1A	42787	40853
Capital work-in-progress	1A	1065	539
Right of Use Assets	1B	15707	0
Financial Assets			
Investments (Non Current)	2	151	60
Other Financial Assets (Non Current)	3	1292	1190
Other Non Current assets	3.1	189	240
Total Non-Current assets		61191	42882
Current assets			
Inventories	4	41324	43360
Financial Assets			
Trade receivables	5	14051	15568
Cash and cash equivalents	6	1532	722
Other financial current assets	7	3015	3558
Other current assets	8	4875	5414
Total Current assets		64797	68622
Total Assets		125988	111504
Equity and Liabilities			
Equity			
Equity Share capital	9A	2406	2406
Other Equity	9B	60379	58758
Total Equity		62785	61164
Liabilities			
Non-current liabilities			
Financial Liabilities			
Borrowings (Non Current)	10	1800	2157
Provisions	11	1393	1273
Deferred tax liabilities (Net)	12	1765	1927
Other non-current Liabilities	13	16012	1058
Total Non-current liabilities		20970	6415
Current liabilities			
Financial Liabilities			
Borrowings	14	25214	31656
Trade payables	15		
(i) Total outstanding dues of micro enterprises and small enterprises		431	299
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		9111	7825
Other financial current liabilities	16	7181	3885
Non financial current liabilities	16.1	205	162
Provisions	17	91	98
Total current liabilities		42233	43925
Total Liabilities		63203	50340
Total Equity and Liabilities		125988	111504
See accompanying Notes to the Financial Statements	1-34		
Significant Accounting Policies	35		

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 DRA & Co
Chartered Accountants
FRN: 006476N

CA. Himanshu Singh
Partner
M. No. 418577

Place : Kanpur
Date : July 28, 2020

Rashid Ahmed Mirza
Chairman and Managing Director

V. T. Cherian
Chief Financial Officer

Ankit Misra
Company Secretary

For & on behalf of the Board of Directors

Shahid Ahmad Mirza
Tauseef Ahmad Mirza
Tasneef Ahmad Mirza
Shuja Mirza
N. P. Upadhyaya
Sanjay Bhalla
Q. N. Salam
Sudhindra Kumar Jain
Sanjiv Gupta
Saumya Srivastava
Yashvir Singh

Directors

Statement of Profit and Loss

(₹ in Lakh)

Particulars	Note No.	Year ended March 31, 2020	Year ended March 31, 2019
Income			
Revenue from operations			
Revenue from operations	18	126018	115170
Other income	19	167	209
Total Income		126185	115379
Expenses			
Cost of materials consumed	20	31756	30623
Purchases of Stock-in-Trade		37532	39347
Changes in inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	21	994	(4023)
Employee benefits expense	22	10759	9515
Finance costs	23	4557	3431
Depreciation and Amortization expense	24	6338	3546
Other expenses	25	27810	25343
Total Expenses		119746	107782
Profit before tax		6439	7597
Tax Expense			
Current tax		1827	2563
Deferred tax		(154)	156
Profit for the Year		4766	4878
Other comprehensive Income:			
i. Items that will not be reclassified to Statement of Profit and Loss			
Remeasurements of the defined benefits plans		20	74
Income tax relating to items that will not be reclassified to Profit and Loss		(5)	(26)
ii. Items that will be reclassified to Statement of Profit and Loss			
Debit instruments through Other Comprehensive statements of foreign operations (net of tax)			
Hedging reserve		(23)	502
Income Tax on above		6	(175)
Other Comprehensive Income for the year		(2)	375
Total comprehensive income for the year		4764	5253
Earning per equity share of face value of ₹ 2 each			
Basic (in ₹)	26	3.96	4.05
Diluted (in ₹)		3.96	4.05
See accompanying Notes to the Financial Statements	1-34		
Significant Accounting Policies	35		

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 DRA & Co
Chartered Accountants
FRN: 006476N

CA. Himanshu Singh
Partner
M. No. 418577

Place : Kanpur
Date : July 28, 2020

Rashid Ahmed Mirza
Chairman and Managing Director

V. T. Cherian
Chief Financial Officer

Ankit Misra
Company Secretary

For & on behalf of the Board of Directors

Shahid Ahmad Mirza
Tauseef Ahmad Mirza
Tasneef Ahmad Mirza
Shuja Mirza
N. P. Upadhyaya
Sanjay Bhalla
Q. N. Salam
Sudhindra Kumar Jain
Sanjiv Gupta
Saumya Srivastava
Yashvir Singh

Directors



Statement of Cash Flow

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
(A) CASH FROM OPERATING ACTIVITIES		
Net profit before tax	6439	7597
Adjustments for		
Add :		
(Profit)/Loss on sale of Property, Plant & Equipment	4	(60)
Depreciation & amortisation for the year	6338	3546
Finance cost	4557	3431
	10899	6917
Less :		
Interest Income	113	158
Income from Govt. Grant	30	30
Operating Profit before Working Capital Changes	17195	14326
Adjustments For		
Trade & other Receivables	1517	(2319)
Inventory	2036	(5083)
Trade Payables	2433	(895)
Others	1553	374
Cash Generated from Operations	24734	6403
Direct Taxes Paid	(1951)	(2857)
Cash flow before extra ordinary items	22783	3546
Net Cash generated from Operating Activity	22783	3546
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant & Equipment	(6912)	(7194)
Sales of Property, Plant & Equipment	601	298
Interest Received	113	158
Purchase of Investment	(91)	(2)
Net Cash used in Investing Activities	(6289)	(6740)

Statement of Cash Flow

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
(C) CASH FLOW FROM FINANCING ACTIVITIES		
Dividend Paid	(2142)	(1069)
Dividend Tax Paid	(445)	(223)
Proceeds from Long Term Borrowings	864	2303
Repayment of Long Term Borrowings	(1384)	(1250)
Proceeds from Short Term Loan Borrowings	(6395)	6304
Payment of lease liabilities	(2716)	0
Finance cost	(3466)	(3431)
Net cash used in financing activities	(15684)	2634
Net Increase/(Decrease) in Cash & Equivalents	810	(560)
Cash & Equivalents at the beginning of the year	722	1282
Cash & Equivalents at the end of the year	1532	722

Cash flows are reported using indirect method, thereby profit for the year is adjusted for the effects of the transactions of a non-cash nature, any deferrals of accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated. The company considers all highly liquid investments that are readily convertible to known amount of cash to be cash equivalents.

Notes on Financial Statements: Note No. 1-34 ; Significant Accounting Policies Note No. 35

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 DRA & Co
Chartered Accountants
FRN: 006476N

CA. Himanshu Singh
Partner
M. No. 418577

Place : Kanpur
Date : July 28, 2020

Rashid Ahmed Mirza
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Sanjay Bhalla
Q. N. Salam
Sudhindra Kumar Jain
Sanjiv Gupta
Saumya Srivastava
Yashvir Singh

Directors



Statement of Changes in Equity

(A) Equity Share Capital

	(₹ in Lakh)
As at March 31, 2018	2406
Changes in equity share capital	-
As at March 31, 2019	2406
Changes in equity share capital	-
As at March 31, 2020	2406

(B) Other Equity

Other Equity	Reserves & surplus			Other Comprehensive Income		Total equity
	General Reserve	Securities Premium	Retained Earnings	IDLS Subsidy Reserve	Hedging Reserves	
Balance as at March 31, 2018	10753	5	43924	256	(164)	54774
Add : Profit for the year 2018-19			4878			4878
Add : Other Comprehensive Income (net of tax)			48			48
Less : Change in Fair Value of Hedging instruments net of taxes					491	491
Less : Income Tax Adjustment (Net)			(97)			(97)
Less : Distribution to Shareholders			(1083)			(1083)
Less : Dividend Tax			(223)			(223)
Less : Transferred from Profit & Loss Account	500		(500)	(30)		(30)
Balance as at March 31, 2019	11253	5	46947	226	327	58758
Add : Profit for the year 2019-20			4766			4766
Add : Other Comprehensive Income (net of tax)			15			15
Less : Change in Fair Value of Hedging instruments net of taxes			(175)		(344)	(519)
Less : Distribution to Shareholders			(2166)			(2166)
Less : Dividend Tax			(445)			(445)
Less : Transferred from Profit & Loss Account	500		(500)	(30)		(30)
Balance as at March 31, 2020	11753	5	48442	196	(17)	60379

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 DRA & Co
Chartered Accountants
FRN: 006476N

CA. Himanshu Singh
Partner
M. No. 418577

Place : Kanpur
Date : July 28, 2020

Rashid Ahmed Mirza
Chairman and Managing Director

V. T. Cherian
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For & on behalf of the Board of Directors

Shahid Ahmad Mirza
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Yashvir Singh

Directors

Notes

Note 1A PROPERTY, PLANT & EQUIPMENT

	Gross Block			Accumulated Depreciation			Net Block		
	As at APRIL,01 2019	Additions/ (Disposals)	Deductions/ Adjustments	Balance as at 31st Mar 2020	Balance as at 1st April 2019	Depreciation charge for the year	On disposals	Balance as at 31st Mar 2020	Balance as at 31st Mar 2019
a. Land									
Land Freehold	918	0	-	918	-	-	-	918	918
Land Leasehold	3555	0	-	3555	406	43	-	3106	3149
Buildings	19843	1103	-	20946	4448	626	-	15872	15395
Plant & Machinery									
Machinery	27159	2576	1100	28635	13658	1558	595	14014	13501
Effluent Treatment Plant	1177	6	-	1183	363	72	-	748	814
Tools & Shoe Lasts	4556	694	534	4716	4363	535	567	385	193
Furniture Fixtures, Office Equipments & Electrical Installation	8261	1657	230	9688	2843	773	185	6258	5419
Vehicles	1960	361	244	2077	746	195	156	785	1214
Computers	1444	40	0	1484	1195	96	0	1291	250
Total	68873	6437	2108	73202	28022	3898	1503	30417	40853
b. Capital Work In Progress									
Previous Year: Property, Plant & Equipment	(61343)	(8938)	(1408)	(68873)	(25644)	(3546)	(1170)	(28020)	(38160)
Previous Year: Capital W.I.P.	-	-	-	-	-	-	-	-	(2462)

Note 1B Right of Use Assets

	Gross Block			Accumulated Depreciation			Net Block		
	As at APRIL,01 2019	Additions/ (Disposals)	Deductions/ Adjustments	Balance as at 31st Mar 2020	Balance as at 1st April 2019	Depreciation charge for the year	On disposals	Balance as at 31st Mar 2020	Balance as at 31st Mar 2020
Right of Use (Building)	0	18147	0	18147	0	2440	0	2440	15707
									0



Notes

Note 2 INVESTMENTS (NON CURRENT)

Particulars	As at	
	31 March 2020	31 March 2019
Investment in Equity instruments	151	60
Other non-current investments		
Total	151	60

Particulars	2020		2019	
	2020	2019	2020	2019
Aggregate amount of Quoted investments	1	1		
Aggregate Market Value of Quoted Investments	1	1		
Aggregate amount of unquoted investments	150	59		

A. S r. No.	Name of the Body Corporate Associate / JV/ Structured entity	Subsidiary / Associate / JV/ Structured entity	Details of Trade Investments						Market Value	
			No. of Shares / Units	Quoted / Unquoted	Partly Paid / Fully paid	Amount (₹ in Lacs)		2019 (9)		2020 (10)
						2020 (4)	2019 (5)			
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	
1	Mirza (H.K.) Limited*	Subsidiary	10000	10000	Unquoted	Fully Paid	0.8	0.8	-	
2	Mirza Bangla Limited**	Subsidiary	46920	1986	Unquoted	Fully Paid	40.4	1.7	-	
3	Industrial Infrastructure Services (India) Ltd.	Structured	240000	240000	Unquoted	Fully Paid	24.0	24.0	-	
4	Kanpur Unnao Leather Cluster Development Co. Ltd.	Structured	250000	250000	Unquoted	Fully Paid	25.0	25.0	-	
5	J.P.Associates Ltd.	Structured	2000	2000	Quoted	Fully paid	0.3	0.1	0.02	
6	Sarup Industries Ltd.	Structured	500	500	Quoted	Fully paid	0.3	0.2	0.15	
7	Superhouse Ltd.	Structured	150	150	Quoted	Fully paid	0.1	0.2	0.09	
8	Super Industries Ltd.	Structured	1000	1000	Quoted	Fully paid	0.1	0.0	0.01	
9	Mirza Charitable Hospital Limited (Sec.25 Co.)	Structured	80000	80000	Unquoted	Fully paid	8.0	8.0	-	
10	Senen Mirza Industrial Supply Chain LLP	Structured			Unquoted	Fully paid	52.0	-	-	
Total							151	60	-	

* M/s MIRZA (H.K) LIMITED is wholly owned subsidiary of Mirza International Limited during the year. Investment value has been arrived at based on conversion rate of HKD 10000 to INR as on the date of allotment.

** The Company has purchased 99.9% controlling stake in M/s MIRZA BANGLA LIMITED during the year. Investment value has been arrived at based on conversion rate of TAKA 4713000 to INR as on the date of allotment.

Notes

Note 3: Other Financial Assets (Non Current)

		(₹ in Lakh)	
Other Financial Assets (Non Current)	As at March 31, 2020	As at March 31, 2019	
Unsecured, considered good			
Security Deposits			
Security Deposit - Rent	961	888	
Security Deposit - Others	331	302	1190
Total	1292		1190

Note 3.1 Other Non Current Assets

		(₹ in Lakh)	
Other Non Current Assets	As at March 31, 2020	As at March 31, 2019	
Unsecured, considered good			
Advance for Capital Goods	189		240
Total	189		240

Note 4: Inventories*

		(₹ in Lakh)	
Inventories	As at March 31, 2020	As at March 31, 2019	
a. Raw Materials and components	6320	7347	
	6320	7347	
b. Work-in-progress	3730	5938	
	3730	5938	
c. Finished goods	30897	29683	
	30897	29683	
d. Stores and spares	377	392	
	377	392	
Total	41324		43360

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

Note 5: Trade Receivables

		(₹ in Lakh)	
Trade Receivables	As at March 31, 2020	As at March 31, 2019	
Unsecured, considered good			
Trade receivables considered good- unsecured	14051		15568
Total	14051		15568

Note 6: Cash and Cash Equivalents

		(₹ in Lakh)	
Cash and Cash Equivalents	As at March 31, 2020	As at March 31, 2019	
A. Balances with banks	1387		485
This includes:			
Earmarked Balances (Unpaid dividend accounts)	76	52	
Balance with banks held as margin money deposits against guarantees*	181	35	
B. Cash in hand	145		237
Total	1532		722

*Fixed Deposits that are pledged with the Bank as margin money for LCs

Notes

Note 7 Other Financial Current Assets

Other Financial Current Assets	(₹ in Lakh)	
	As at March 31, 2020	As at March 31, 2019
Incentive Receivable (Export)	1230	1332
Duty Drawback Receivable	317	245
Focus Product License	1077	545
Advances to Employees	142	118
Advance Others	129	497
Interest Receivable	15	74
Others	128	245
Foreign currency forward contract	(23)	502
Total	3015	3558

Note 8 Other Current Assets

Other Current Assets	(₹ in Lakh)	
	As at March 31, 2020	As at March 31, 2019
Advance Income Tax (Net of Provision)	865	517
Sundry Creditors (Advances to Suppliers)	1224	504
Duties & Taxes (Others)	15	36
Duties & Taxes (GST)	2556	4244
Prepaid Expenses	215	113
Total	4875	5414

Note 9A Equity Share Capital

Share Capital	As at March 31, 2020		As at March 31, 2019	
	Number	(₹ in Lakh)	Number	(₹ in Lakh)
Authorized				
Equity Shares of ₹ 2/- each	256250000	5125	256250000	5125
	256250000	5125	256250000	5125
Issued, Subscribed & Paid up				
Equity Shares of ₹ 2/- each fully paid up	120306000	2406	120306000	2406
Total	120306000	2406	120306000	2406

Note 9A.1 The reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

Particulars	Equity Shares	
	Number	(₹ in Lakh)
Shares outstanding at the beginning of the year	120306000	2406
Preference Shares converted into Equity Shares	NIL	NIL
Shares bought back during the year	NIL	NIL
Shares outstanding at the end of the year	120306000	2406

Note 9A.2 Terms / Rights attached to shares

a. Equity Shares

The Company has only one class of equity shares having a par value of ₹ 2 per share. Each holder of Equity Shares is entitled to one vote per share.

The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing general meeting.

Notes

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts.

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

Note 9A.3 The details of Shareholders holding more than 5% shares

Name of Shareholder	EQUITY SHARES			
	As at March 31, 2020		As at March 31, 2019	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
RASHID AHMED MIRZA	13665520	11.36%	13556869	11.27%
SHAHID AHMAD MIRZA	10152053	8.44%	10188270	8.47%
TAUSEEF AHMAD MIRZA	17558453	14.59%	17587670	14.62%
TASNEEF AHMAD MIRZA	14076104	11.70%	14112321	11.73%
SHUJA MIRZA	10201740	8.48%	4140000	3.44%

Note 9A.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

- Pursuant to the Scheme of Amalgamation of Genesisfootwear Enterprises Private Limited with Mirza International Limited as approved by Hon'ble Allahabad High Court order dated 15.12.2015

12000000, 0% Compulsory Convertible Preference Shares ("CCPS") of ₹ 2 each fully paid converted into equity shares on 01.04.2016 which rank pari passu with the existing equity shares of the Company.

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.

b. The Company has not issued any bonus shares during the last five years.

c. The Company has not undertaken any buy back of shares.

Note 9A.5 Disclosure pursuant to Note no. 6(U) of Part I of Schedule III to the Companies Act, 2013

Particulars	As at March 31, 2020		As at March 31, 2019	
	₹ in Lakh	₹ Per Share	₹ in Lakh	₹ Per Share
Dividends proposed to be distributed to equity shareholders	NIL	NIL	1083	0.90

Note (9B) Other Equity

Other Equity	Reserves & surplus			Other Comprehensive Income		Total equity
	General Reserve	Securities Premium	Retained Earnings	IDLS Subsidy Reserve	Hedging Reserves	
Balance as at March 31, 2018	10753	5	43924	256	(164)	54774
Add : Profit for the year 2018-19			4878			4878
Add : Other Comprehensive Income (net of tax)			48			48
Less : Change in Fair Value of Hedging instruments net of taxes					491	491
Less : Income Tax Adjustment (Net)			(97)			(97)
Less : Distribution of Shareholders			(1083)			(1083)
Less : Dividend Tax			(223)			(223)



Notes

Other Equity	Reserves & surplus			Other Comprehensive Income		Total equity
	General Reserve	Securities Premium	Retained Earnings	IDLS Subsidy Reserve	Hedging Reserves	
Less : Transferred from Profit & Loss Account	500		(500)	(30)		(30)
Balance as at March 31, 2019	11253	5	46947	226	327	58758
Add : Profit for the year 2019-20			4766			
Add : Other Comprehensive Income (net of tax)			15			
Less : Change in Fair Value of Hedging instruments net of taxes			(175)		(344)	
Less : Income Tax Adjustment (Net)						
Less : Distribution of Shareholders*			(2166)			
Less : Dividend Tax			(445)			
Less : Transferred from Profit & Loss Account	500		(500)	(30)		
Balance as at March 31, 2020	11753	5	48442	196	(17)	60379

Note-1 IDLS reserve is diminished every year by the amount in proportion of the depreciation of the assets considering the life of 15 years which is equivalent to Depreciation chargeable during the year to the machinery value purchased from IDLS subsidy.

Note-2 The company has designated certain foreign currency forward contracts as cash flow hedges in respect of foreign exchange risks.

* Rs. 2166 lakh includes payment of interim dividend of Rs. 1083 lakh for F.Y. 2019-20 and Rs. 1083 lakh final dividend for F.Y.- 2018-19.

Note 10 Borrowings (Non Current)

Borrowings (Non Current)	(₹ in Lakh)			
	As at March 31, 2020		As at March 31, 2019	
	Non-Current	Current	Non-Current	Current
Term Loans				
Secured	1575	1577	1979	1674
From banks *	168	124	145	109
From banks (Auto Loan)#	57	71	33	83
From others (Auto Loan)#				
Total	1,800	1,772	2,157	1,866

*(1) PNB Term loan Rs. 1623 lakh secured by first 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., Plot at Sector 90, Noida.

(2) HDFC Loan Rs. 1530 lakh secured by Equitable mortgage of properties situated at company's Unit-5 at Unnao by pass, Unnao, UP

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

Secured against the assets purchased under the arrangements.

Notes

Maturity Profile :

(₹ in Lakh)

Particulars	Current 0-1 years	Non Current 1-2 years	Non Current 2 - 3 years	Non Current 3-4 years
Term Loans from Banks				
Secured				
Term Loans	1577	1365	210	0
P.N.B. TERM LOAN (Machinery) A/c No.224008	213	0	0	0
P.N.B. TERM LOAN (Warehouse) A/c No. 223984	600	600	210	0
HDFC BANK TERM LOAN 0004	333	333	0	0
HDFC BANK TERM LOAN DELHI	432	433	0	0
Auto Loans	124	114	48	6
HDFC BANK AUTO LOAN (7)	4	0	0	0
HDFC BANK AUTO LOAN (8)	6	1	0	0
HDFC BANK AUTO LOAN (9)	7	7	3	0
HDFC BANK AUTO LOAN (10)	10	10	6	0
HDFC BANK AUTO LOAN (11)	9	9	10	0
HDFC BANK AUTO LOAN (12)	3	3	3	0
HDFC BANK AUTO LOAN (13)	3	3	3	0
HDFC BANK AUTO LOAN (14)	8	9	10	3
YES BANK LTD AUTO LOAN , FORTUNER	7	8	9	3
YES BANK LTD AUTO LOAN , DELHI	23	17	0	0
YES BANK LTD AUTO LOAN NO. 319480, DELHI	44	47	4	0
Auto Loans (From other)	71	40	18	0
BMW India Financial Services Pvt Ltd., Gurgaon (1)	11	0	0	0
BMW India Financial Services Pvt Ltd., Gurgaon (2)	23	0	0	0
BMW India Financial Services Pvt Ltd., Gurgaon (3)	37	40	18	0
Total	1772	1518	276	6

Note 11 Provisions (Non Current)

(₹ in Lakh)

Provision (Non Current)	As at March 31, 2020	As at March 31, 2019
Provision for employee benefits		
Superannuation (unfunded)		
Gratuity (unfunded)	1393	1273
Total	1393	1273

Note 12 Deferred tax liabilities (Net)

A) Tax expense recognised in the Statement of Profit & Loss

(₹ in Lakh)

Deferred tax liabilities (Net)	As at March 31, 2020	As at March 31, 2019
A. Liabilities:		
Related to fixed assets	2388	2396
B. Assets:		
Disallowance under the Income Tax Act, 1961	623	469
Total	1765	1927



Notes

Note 13 Other Non Current Liabilities

Other Non Current Liabilities	(₹ in Lakh)	
	As at March 31, 2020	As at March 31, 2019
Others		
Security deposits - for franchise	2163	1058
Lease Rent Liabilities	13849	
Total	16012	1058

Note 14 Borrowings (Current)

Borrowings (Current)	(₹ in Lakh)	
	As at March 31, 2020	As at March 31, 2019
Secured		
Working capital loans repayable on demand		
From banks#	25214	27060
Unsecured		
(a) Loans repayable on demand		
From banks**	0	4596
Total	25214	31656

The Above mentioned facilities are secured AS AT 31st March 2020 as per details below

- (1) PNB Rs. 13413 Lakhs Secured By First Charge by way of Hypothecation on entire current assets, present & future including entire stocks of raw materials, stock in process, finished goods, stock-in-transit, domestic Book Debts, Loans and advances or any other security required for the purpose of execution of export orders received, lying in the company's godowns, warehouses or shipping agents' custody waiting dispatch / shipment / and / or in transit etc. The facilities are collaterally secured by the Equitable Mortgage of Company's Properties mentioned in Note no 10 above.
- (2) HDFC Loan Rs. 6405 lakh secured by equitable mortgage of land at Companies Unit-5 at Unnao by pass Unnao.
- (3) Citi Bank Loan Rs. 5396 lakh Secured By Equitable Mortgage of Corporate office at Mohan Cooperative Industrial Estate, Mathura Road, New Delhi. Also as per sanction letter Charge on property situated at Plot No 18, 19 Nand Nagar, Industrial Estate, Phase 1, Mahuakheraganj Kashipur, Uttrakhand is also to be created, The company has deposited its title deed in original with the Bank, however requisite perfection of security and creation of charge is still under process.

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

Includes Rs 5396 lakh by a Foreign Bank.

POST 31st March 2020

** PNB -Lead Bank vide its letter dated 14th July 2020 addressed to HDFC and CITI Bank have issued No Objection for ceding First Pari-passu charge on entire current assets, present and future, including entire stocks, book Debts, Loans and Advances etc and hypothecation of entire stocks of raw material, stock in progress, finished goods, stock in transit, consumable stores and spares, Goods with clearing agents or wherever they may be and export debtors, shipping documents are already issued but not received/ submitted to Bank. However perfection in security and creation of Charge is still under process

Note 15 Trade Payable

Trade Payable	(₹ in Lakh)	
	As at March 31, 2020	As at March 31, 2019
Micro, Small and Medium Enterprises *	431	299
Others	9111	7825
Total	9542	8124

* 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 2020, to any Micro, Small & Medium Enterprises. This information is based on data available with the company.

Notes

Note 16 Other Financial Current Liabilities

		(₹ in Lakh)	
Other Financial Current Liabilities	As at March 31, 2020	As at March 31, 2019	
(a) Current maturities of long-term debt (Refer Note No. 3)			
Term Loans from banks	1701	1783	
Term Loans from others	71	83	
(b) Interest accrued but not due on borrowings	24	5	
(c) Interest accrued and due on borrowings	0	20	
(c) Unpaid dividends *	76	52	
(d) Other payables			
Commission Payable on Inland Sales	199	242	
Outstanding Liabilities #	973	361	
Salary Payable	394	416	
Bonus Payable	495	419	
Audit Fees Payable	15	17	
Unpaid Commission on Export Sales	364	230	
Duties & Taxes (TDS payable)	200	181	
Lease Rent Liabilities	2670		
Guarantee Commission payable	0	76	
Total	7181	3885	

* 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 ₹ lacs 75.06 (Previous Year ₹ 70.70 Lacs), Export Expenses payable ₹ 35.40 Lacs (Previous Year ₹ 34.55 lacs) & Power & Electricity charges of ₹ 103.73 Lacs (Previous Year ₹ 116.63 lacs).

Note 16.1 Non Financial Liabilities-Current

		(₹ in Lakh)	
Non Financial Liabilities-Current	As at March 31, 2020	As at March 31, 2019	
Advance Received From Customers	205	162	
Total	205	162	

Note 17 Provisions (Current)

		(₹ in Lakh)	
Provisions (Current)	As at March 31, 2020	As at March 31, 2019	
(a) Provision for employee benefits			
Gratuity (Unfunded)	91	98	
Total	91	98	

Note 18 Revenue From Operations

		(₹ in Lakh)	
Revenue From Operations	As at March 31, 2020	As at March 31, 2019	
Sale of products	121938	111339	
Other operating revenues	4080	3831	
Total	126018	115170	



Notes

Note 19 Other Income

(₹ in Lakh)

Other Income	As at March 31, 2020	As at March 31, 2019
Interest Income	113	158
Other non-operating income		
Other Income	24	21
Income from Govt. Grant	30	30
Total	167	209

Note 20 Cost of Materials Consumed

(₹ in Lakh)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Hides & Finished Leather	8223	7677
Chemicals	5455	5928
Others	17447	16469
Stores & Spares	631	549
Total	31756	30623

Note 21 Changes In Inventories Of Finished Goods And Work-In-Progress And Stock-In-Trade

(₹ in Lakh)

Particulars	As at March 31, 2020		As at March 31, 2019	
Inventories (at close)				
Finished Goods	30897		29683	
Stock-in-Process	3730	34627	5938	35621
Inventories (at commencement)				
Finished Goods	29683		24008	
Stock-in-Process	5938	35621	7590	31598
Change in Inventories Decrease/(Increase)		994		(4023)

Note 22 Employee Benefit Expenses

(₹ in Lakh)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Salaries and Wages	9500	8396
Contribution to Provident and Other Funds	566	501
Gratuity to Employees	251	226
Staff Welfare Expenses	442	392
Total	10759	9515

Note 22.1 Employee benefits :

The Company is providing the following benefits to their employees :

- Gratuity
- Provident Fund
- Leave encasement

Notes

The amounts recognised in Balance Sheet are as follows:

	(₹ in Lakh)	
	As at March 31, 2020	As at March 31, 2019
Present value of defined benefit obligation		
A) Wholly funded	-	-
Wholly unfunded	1484	1371
	1484	1371
Less: Fair value of plan assets	0	0
Add: Amount not recognised as an asset [limit in para 64(b)]	0	0
Amount to be recognised as liability or (asset)	1484	1371
B) Amounts reflected in the Balance Sheet		
Liabilities	1484	1371
Assets	0	0
Net liability/(asset)	1484	1371
Net liability/(asset) - current #	91	98
Net liability/(asset) - Non-current	1393	1273

(ii) The amounts recognised in Statement of Profit and Loss are as follows:

	(₹ in Lakh)	
Particulars	2019-20	2018-19
Current service cost	139	127
Interest cost	104	99
Interest income on plan assets	-	-
Remeasurement - Actuarial losses/(gains) -	-	-
Difference between actual return on plan assets and interest income	-	-
Remeasurement - Actuarial losses/(gains) - Others	(20)	(74)
Past service cost	-	-
Actuarial gain/(loss) not recognised in books	-	-
Adjustment for earlier years	-	-
Remeasurement - Effect of the limit in para 64(b)	-	-
Translation adjustments	-	-
Amount capitalised out of the above	-	-
Total	223	152
Amount included in "employee benefits expense"	243	226
Amount included as part of "finance cost"	-	-
Amount included as part of "other comprehensive income"	(20)	(74)

	(₹ in Lakh)	
Particulars	2019-20	2018-19
Opening balance of the present value of defined benefit obligation	1,371	1,284
Add: Current service cost	139	127
Add: Interest cost	104	99
Add: Contribution by plan participants		
i) Employer	-	-
ii) Employee	-	-
iii) Transfer-in/(out)	-	-
Add/(less): Remeasurement - Actuarial losses/(gains)		
i) Actuarial (gains)/losses arising from changes in demographic assumption	-	-
ii) Actuarial (gains)/losses arising from changes in financial assumptions	(5)	15
iii) Actuarial (gains)/losses arising from changes in experience adjustments	(15)	(89)
Less: Benefits paid	(110)	(65)
Add: Past service cost	-	-
Add: Liabilities assumed on transfer of employees	-	-
Add: Business combination/acquisition	-	-
Add: Adjustment for earlier years	-	-
Add/(less): Translation adjustments	-	-
Closing balance of the present value of defined benefit obligation	1484	1371



Notes

Change in Fair Value of Assets

Particulars	(₹ in Lakh)	
	2019-20	2018-19
Plan assets at beginning of period	-	-
Investment Income	-	-
Return on Plan Assets, Excluding amount recognised in Net Interest Expense	-	-
Actual Company contributions	110	65
Fund Transferred	-	-
Employee contributions	-	-
Benefits paid	(110)	(65)
Plan assets at the end of period	-	-

The key assumptions used in the calculations are as follows :

1. Financial Assumptions	2019-20	2018-19
Discount Rate	6.60% p.a.	7.60% p.a.
Rate of increase in salaries	6.00% p.a.	7.00% p.a.
2. Demographic Assumptions	2019-20	2018-19
Mortality Rate (% of IALM 06-08)	100.00%	100.00%
Normal Retirement Age	60 Years	60 Years
Attrition Rates, based on age (% p.a.) For all Ages	2	2
3. The discount rate indicated above reflects the estimated timing and currency of benefit payments. It is based on the yields / rates available on applicable bonds as on the current valuation date.		
4. The salary growth rate indicated above is the Company's best estimate of an increase in salary of the employees in future years, determined considering the general trend in inflation, seniority, promotions, past experience and other relevant factors such as demand and supply in employment market, etc.		
5. Attrition rate indicated above represents the Company's best estimate of employee turnover in future (other than on account of retirement, death or disablement) determined considering various factors such as nature of business, retention policy, industry factors, past experience, etc.		

Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The result of sensitivity analysis is given below :

Particulars	As on 31/03/2020	As on 31/03/2019
Defined Benefit Obligation (Base)	1484	1371

Particulars	As on 31/03/2020		As on 31/03/2019	
	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 1%)	1666	1330	1537	1231
% change compared to base due to sensitivity	12.28%	(10.37%)	12.11%	(10.22%)
Salary Growth Rate (- / + 1%)	1325	1669	1226	1540
% change compared to base due to sensitivity	(10.72%)	12.49%	(10.57%)	12.31%
Attrition Rate (- / + 50%)	1476	1491	1363	1378
% change compared to base due to sensitivity	(0.57%)	0.49%	(0.56%)	0.49%
Mortality Rate (- / + 10%)	1483	1486	1369	1372
% change compared to base due to sensitivity	(0.10%)	0.10%	(0.11%)	0.11%

Notes

Note 23 Finance Cost

(₹ in Lakh)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Interest & Bank Charges	4557	3431
Total	4557	3431

Note 24 Depreciation And Amortisation Expenses

(₹ in Lakh)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Depreciation Expenses	6295	3503
Leasehold Land Amortisation	43	43
Total	6338	3546

Note 25 Other Expenses

(₹ in Lakh)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Processing Charges	5739	4671
Commission	7632	5627
Freight and Transport	3400	3001
Power and Fuel	2907	2876
Selling & Advertisement Expenses	4343	3254
Rent *	120	2255
Vehicle Running & Maintenance	268	328
Repair and Maintenance (other than building & machinery)	658	605
Traveling & Conveyance Expenses	525	584
Insurance	274	260
Security Expenses	465	460
Postage & Courier	235	197
Telephone & Telex	110	128
Legal & Professional Chrgs	262	229
Rates and Taxes, excluding taxes on income	290	287
Repairs to machinery	83	100
Repairs to buildings	96	90
Printing & Stationery	155	149
Donation and Subscription	10	8
(Profit)/Loss on Sale of Property, plant and equipment	4	(60)
Miscellaneous Expenses	17	46
Audit Fees	16	16
Corporate Social Responsibilities	201	232
Total	27810	25343

* The Company's major leasing arrangements are in respect of commercial premises (including furniture and fittings therein wherever applicable). These leasing arrangements which are cancellable, range 11 months to 3 years, or longer and are usually renewable by mutually agreed terms and conditions



Notes

Note 25.1 Disclosure pursuant to Note no. 5(i)(j) of Part II of Schedule III to the Companies Act, 2013

Payments to the auditor as	(₹ in Lakh)	
	For the year ended March 31, 2020	For the year ended March 31, 2019
(i) To Statutory Auditors		
a. For Audit Services	15	16
b. For taxation matters	-	-
(ii) To Branch Auditors for Audit Services	1	1
Total	16	17

Note 25.2 Details of Corporate Social Responsibility Expenditure

Corporate Social Responsibilities	(₹ in Lakh)	
	For the year ended March 31, 2020	For the year ended March 31, 2019
a) Total amount required to be spent for the financial year	228	228
b) Amount spent during the financial year	201	232

Note 26 Earnings Per Share (EPS)

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2020	For the year ended March 31, 2019
(i) Net Profit after tax as per statement of Profit and Loss attributable to Equity Shareholders	4766	4878
(ii) Weighted Average number of equity shares used as denominator for calculating EPS	120306000	120306000
(iii) Basic and Diluted Earnings per share (₹)	3.96	4.05
(iv) Face Value per equity share (₹)	2	2

Note 27 Contingent Liabilities And Commitments (To The Extent Not Provided For)

Particulars	(₹ in Lakh)	
	As at 31 March 2020	As at 31 March 2019
A BILLS DISCOUNTED	10098	8748
B IMPORT DUTY PAYABLE	238	64
In case of non-fulfillment of export obligation under EPCG Scheme (not yet due)		
C BANK GUARANTEES / LETTER OF CREDITS	7668	48
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 TAXES		
(i) ENTRY TAX - for 1999-2000 liability is pending	4	4
(ii) VAT & CST		
(a) UTTAR PRADESH : Pending against UP VAT and CST for the F.Y. 2008-2009 ₹ 71.58 lacs, and F.Y. 2010-11 ₹ 61.33 lacs, due to non submission of Form C.	133	133
(b) GUJRAT : F.Y. 2009-10 ₹ 2.25 lacs, F.Y. 2010-11 ₹ 32.68 lacs & F.Y. 2011-12 ₹ 2.34 lacs. Company has preferred appeal against the said Demand. Out of which ₹ 2.00 lacs has been deposited against demand.	37	37
(c) KOLKATA : CST Demand of ₹ 2.48 lacs against which revision appeal has been filed.	3	2
(d) KERALA : VAT Demand of ₹ 4.91 lacs against which 30% amount of ₹ 1.47 lacs has been paid and for balance Bank Guarantee has been provided.	5	5
F COMMITMENT		
A CAPITAL EXPENDITURE (Net of fund already deployed)	774	1161
B UNCLAIMED DIVIDEND	76	52

Notes

Note 28 Segment Reporting

(₹ in Lakh)

	SHOE DIVISION (FOOTWEAR)	TANNERY DIVISION (LEATHER)	GAR & ACC DIVISION	UNALLOCATED	TOTAL
External	91296	6782	27940	167	126185
	(87157)	(7474)	(20539)	(209)	(115379)
Inter - Segment	-	12171	-	-	12171
	-	(10437)	-	-	(10437)
Total Revenue	91296	18953	27940	167	138356
	(87157)	(17911)	(20539)	(209)	(125816)
Result					
Segment Result (Profit before Interest & Tax)	10042	(1966)	4172	167	12415
	(13141)	(1366)	(2656)	(209)	(14640)
Less: Interest Expenses				(4557)	(4557)
				3431	3431
Unallocated Expenditure net of unallocated income				(1420)	(1420)
				(3612)	(3612)
Profit before Taxation	10042	(1966)	4172	(5809)	6439
	(13141)	1366	(2656)	6834	(7597)
Provision for Taxation	0	0		(1827)	(1827)
	-	-		3943	3943
Net Profit	10042	(1966)	4172	(7636)	4612
	(13141)	(785)	(1496)	10280	(7842)
Other Information					
Segment Assets	80620	19123	23975	2243	125961
	(73977)	(22598)	(12562)	(2367)	(111504)
Segment Liabilities	33786	11873	15752	1765	63176
	(26124)	(14795)	(7495)	(1926)	(50340)
Capital Expenditure	4724	833	763	117	6437
	(6699)	(437)	(1580)	(222)	(8938)
Depreciation	3601	888	1710	139	6338
	(2036)	(867)	(479)	(164)	(3546)

Information about Secondary Business Segments

(₹ in Lakh)

	WITHIN INDIA	OUTSIDE INDIA	TOTAL
External	73411	52774	126185
	(65192)	(50187)	(115379)
Inter Segment	-	-	-
	-	-	-
Total	73411	52774	126185
	(65192)	(50187)	(115379)
Carrying amount of segment assets	125961	0	125961
	(111504)	-	(111504)
Additions to Fixed Assets	6437	0	6437
	(8938)	0	(8938)

* Includes Export incentive received on Export

Notes :

- (i) The Company is organized into three main business segments, namely:
- Tannery Division - Manufacturing Finished Leather from Raw Hides, Wet Blue & Crust.
 - Shoe Division- Manufacturing Finished Leather Shoes.
 - Garments/ Accessories Division - Trading of Garments/Accessories.



Notes

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 29 Remittance In Foreign Currency On Account Of Dividend

(₹ in Lakh)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
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 30 Related Party Transactions

(₹ in Lakh)

S. No.	Particulars	Volume of Transactions 2020	Outstanding as on March 2020	Volume of Transactions 2019	Outstanding as on March 2019
For the year ended March 31					
1	Purchase				
	Euro Footwear Pvt. Ltd.	10721	75 Cr.	11674	890 Cr.
	Gempack Enterprises	524	27 Cr.	561	84 Cr.
	Shoemac Leather Tech Eng. Ltd.	194	31 Cr.	170	11 Cr.
	Mirza (HK) Limited	1	1 Cr.	0	0
	Sen en Mirza Industrial Supply Chain LLP	124	0 Cr.	0	0
2	Jobwork expenses				
	Mars International, Knp	291	3 Cr.	202	1 Dr.
	Euro Footwear Pvt. Ltd.	1	0	4	0
	Sen en Mirza Industrial Supply Chain LLP	2	0	0	0
3	Rent & Maintenance charges Paid				
	Mr. Irshad Mirza	13	3 Cr.	13	5 Cr.
	Mrs Sabiha Hussain	4	1 Cr.	4	1 Cr.
	Shoemac Leather Tech Eng. Ltd.	3	0	4	0
4	Sales				
	Euro Footwear Pvt. Ltd.	4085		3359	0 Dr.
	Mirza (UK) Ltd.	15404	879 Dr.	18214	2152 Dr.
	Gempack Enterprises	0	0	1	0
	Shoemac Leather Tech Eng. Ltd.	1	0	0	0
	Mars International	18	0	15	12 Dr.
	Sen en Mirza Industrial Supply Chain LLP	102	31 Dr.	0	0
	RTS Fashion FZE	571	218 Dr.	0	0
5	Jobwork income				
	Euro Footwear Pvt. Ltd.	24	0	28	0
	Sen en Mirza Industrial Supply Chain LLP	28	0	0	0

Notes

(₹ in Lakh)

S. No.	Particulars	Volume of Transactions 2020	Outstanding as on March 2020	Volume of Transactions 2019	Outstanding as on March 2019
For the year ended March 31					
6	Guarantee Commission				
	Mr. Rashid Ahmed Mirza	150	0	150	23 Cr.
	Mr. Shahid Ahmad Mirza	150	0	150	22 Cr.
	Mr. Tauseef Ahmad Mirza	150	0	150	23 Cr.
	Mr. Tasneef Ahmad Mirza	150	0	150	9 Cr.
7	Salaries				
	To Relatives of Key Management Personnel	72	6 Cr.	192	11 Cr.
8	Managerial Remuneration				
	Directors Remuneration & Perquisites	1138	92 Cr.	928	48 Cr.
9	Directors Sitting Fee	3	0.5 Cr.	2	0
10	Corporate Social Responsibilities				
	Mirza Foundation	84	-	16	-
	Mirza Charitable Hospital Limited	94	-	158	-
	Kilkari Charitable Trust	10	-	8	-
11	Export Commission				
	RTS Fashion FZE	167	167 Cr.	-	-

Related Party Disclosure

Related Party Disclosures, as required by IND-AS24, are given below:

Relationships :

- i) **Subsidiaries :** Mirza (HK) Limited, Mirza Bangla Limited
- ii) **Key Management Personnel & Relatives:** Mr. Rashid Ahmed Mirza (Chairman and Managing Director), Mr. Shahid Ahmad Mirza, Mr. Tauseef Ahmad Mirza, Mr. Tasneef Ahmad Mirza, Mr. Narendra Prasad Upadhyaya, Mr. Shuja Mirza (Whole-time Directors), Mr. Faraz Mirza, (President-Production), Mr. Ankit Misra (Company Secretary), Mr. V.T. Cherian (C.F.O.)
- iii) **Related Companies:** Shoemax Engineering Pvt. Ltd., Shoemac Leather Tech Engineers Ltd., Mirza Charitable Hospital Ltd., Tilbrook Enterprise Ltd., Mirza (UK) Ltd., Euro Footwear Pvt. Ltd., EmGee Projects Pvt. Ltd., Genesisriverview Resorts Pvt. Ltd., Genesis Infra Projects Pvt. Ltd., Granule Infra India Pvt. Ltd., RTS Fashions Pvt. Ltd., Aarem Heights Pvt. Ltd., Mirza Investment Pvt. Ltd., Random House Publishers India Pvt. Ltd., Bertelsman Corporate Service India Pvt. Ltd., Silver Spark Pvt. Ltd., Kasi 1981 Alumni Foundation, RTS Fashion FZE.
- iv) **Related Parties/Firms:** Achee Shoes LLP, Red Tape International LLP, Mirza Holdings LLP, Majeed Hospitality LLP, Hampton Shoes LLP, Mughal Express LLP, F&R Farms LLP, Sen En Mirza Industrial Supply Chain LLP, Mirza Projects, Gempack Enterprises, Mars International, Waves International, Mirza Foundation, Kilkari Charitable Trust, Sabiha Hussain, Irshad Mirza.

Note 31 Following payments to Directors are included in various heads of expenditure :

(₹ in Lakh)

Particulars	2020	2019
Salary	1089	919
Perquisites	49	9
Sitting Fees	3	2
Guarantee Commission	600	600
Total	1741	1530



Notes

Note 31A Forward Contracts

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

Forward contracts EURO INR 20.00 lakhs (9.30 lakhs) Sell Hedging

Forward contracts GBP INR 145.00 lakhs (117.55 lakhs) Sell Hedging

Forward contracts USD INR 168.60 lakhs (114.35 lakhs) Sell Hedging

Forward contracts USD INR 75.29 lakhs (NIL) Purchase Hedging

Independent Auditor's Report

To
The Members of Mirza International Limited
**Report on the Audit of the Consolidated
Financial Statements**

Opinion

We have audited the accompanying consolidated financial statements of Mirza International Limited (hereinafter referred to as the 'Holding Company') and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2020, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and notes to the consolidated financial statements, including summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of their consolidated state of affairs of the Company as at March 31, 2020, the consolidated profit, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for opinion

We conducted our audit of the Consolidated financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Consolidated financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained and the audit report of the other auditor referred in the "other matters" paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key audit matters

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

Key Audit Matter	How the key audit matter was addressed in the audit
<p>1. Transition to Ind AS 116 'Leases' with effect from 1 April 2019</p> <p>Refer Note 35(H) and Note No.-33 to the consolidated financial statements.</p> <p>The Company, as a lessee, has entered into many lease contracts mainly for its retail outlets with different lease terms & conditions including the options to extend or terminate the leases.</p> <p>Ind AS 116, Leases, effective from 1 April 2019 requires lessees to recognise a right-of-use (ROU) asset and a lease liability in their balance sheet in respect of contracts which qualify as a lease.</p>	<p>In addition to other audit procedures, we applied following audit procedures on adoption of Ind-AS 116 to obtain sufficient & appropriate audit evidence:</p> <ul style="list-style-type: none"> • New processes and controls in respect of the lease accounting standards (Ind AS 116) were assessed and tested. • The company's evaluation on the identification of leases based on the contractual agreements and our knowledge of the business were assessed.



Key Audit Matter	How the key audit matter was addressed in the audit
<p>The Company has implemented Ind AS 116 with effect from 1 April 2019 and is required to disclose the impact of implementation of Ind AS 116 in its consolidated financial statements. The Company has opted for the modified retrospective approach for transition to Ind AS 116. Opening balance of retained earnings as at 1 April 2019 has been adjusted for recognising the cumulative effect of implementing Ind AS 116 w.e.f. 1 April 2019. Without restating the comparative information.</p> <p>The impact of transition to Ind AS 116 comprises selection of the transition option and identification and dispensing all relevant data relating to the leases which is complex and voluminous therefore it is significant to our audit. The assumptions and estimates which were made in the measurement of the ROU asset and lease liability, it required Significant judgement. Such assumptions and estimates include assessment of lease term including termination and renewal options, and identification of appropriate discount rates.</p> <p>As per the above assessment, the adjustments arising from the first-time adoption of Ind AS 116 are material and are considered as a key audit matter.</p>	<ul style="list-style-type: none"> • Evaluation of the reasonableness of the discount rate applied in the determining the lease liabilities • Upon transition as at 1 April 2019: <ul style="list-style-type: none"> ➢ Evaluated the method of transition and related adjustments; ➢ Tested completeness of the lease data used in computing ROU asset and liabilities. • On the statistical sample , following procedures were performed: <ul style="list-style-type: none"> ➢ Assessment of the key terms and conditions of each of the leases with the underlying lease contracts; and ➢ Evaluated computation of lease liabilities, especially with reference to the key estimates such as, discount rates and lease terms. • The presentation and disclosures relating to Ind AS 116 including disclosures relating to transition were assessed and tested.
<p>2. Net Realisable Value Of Inventories Of Finished Goods</p> <p>Refer Note No.- 35(K) and Note No.-4</p> <p>Inventory is carried in the Financial Statements at the lower of cost and net realisable value. The major portion of the Company's inventory consist of finished goods which are lying at multiple locations such as retail stores, depots and factories. Finished goods are counted on a recurring basis and determination of NRV is made based on various estimates as at end of the reporting period.</p> <p>Since the company is dealing in footwear, apparel and accessories, sales in the fashion industry can be extremely volatile with consumer demand changing significantly based on current trend.</p> <p>As a result, the carrying value of inventory may exceed in net realisable value.</p>	<p>We have designed the procedure to challenge the adequacy and effectiveness of the Company's determination of Net Realisable Value of finished goods, our procedures included:</p> <ul style="list-style-type: none"> • Testing classification : Testing on a sample basis that items on the stock ageing listing were classified in the appropriate ageing bracket by reference to season; • Historical trends of the company & market: evaluated the current year provision by assessing historical trends. We examined the Company's historical trading patterns of inventory sold at full price and inventory sold below full price due to discount and season offers through alternative clearance routes, together with the related margins achieved for each channel. We used the information on trading patterns to assess whether the provisions held have historically been set at an appropriate level; and • Our understanding on the Company Business: based on our knowledge of the Company and the market, the appropriateness of the provision percentages applied by challenging the assumptions made by the Company on the extent to which older season's inventory can be sold through various channels.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the

Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon. These reports are expected to be made available to us after the date of this audit report.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates and Jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act.

The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for assessing the ability of the Group and of its associates and jointly controlled entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for overseeing the financial reporting process of the Group and of its associates and jointly controlled entities.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial



statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated financial statements, including the disclosures, and whether the Consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements / financial information of 2 subsidiaries Mirza (HK) Limited & Mirza

Bangla Limited included in the consolidated financial results, whose financial statements / financial information for the year ended on that date reflect the following:

Description	Mirza Bangla Ltd. (In ₹)	Mirza (HK) Ltd (In ₹)
Total Assets	41,57,535	8,06,817
Total Revenue	43,82,259	72,99,713
Net Profit / (Loss) after Tax	(97,836)	5,72,060
Comprehensive Income / (Loss)	Nil	Nil

We also did not audit the financial statements / information of Unit 8 and Unit 9 situated at Plot No 18 &19, Nandnagar Industrial Estate, Kashipur included in the standalone Ind AS financial statements of the Company whose financial statements reflect total assets of ₹ 2345.87 lakh as at 31st March, 2020 and total revenues of ₹ 223.41 lakh for the year ended on that date, as considered in the financial statements / information of these units have been audited by the branch auditors whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of branches, is based solely on the report of such branch auditors.

These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, jointly controlled entities and associates, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditor on separate financial statements of such subsidiaries which were audited by other auditor, as noted in the 'Other Matters' paragraph, we report that :
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Reports on the accounts of the two units (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 Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (e) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- (f) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2020 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies, its associate companies and jointly controlled companies incorporated in India is disqualified as on 31st March, 2020 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 A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
2. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- The Company did not have any pending litigations which may materially impact on its financial position in its standalone financial statements.
 - The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - There is no any delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
3. With respect to other matter to be included in the auditor's report in accordance with the requirements of the section 197 (16) of the Act, as amended; In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act. The remuneration paid to director by the Holding company and its Subsidiary companies is not in excess of the limit prescribed under section 197 of the Act.

For D R A & Co.
Chartered Accountants
FRN:006476N

Himanshu Singh
Partner
M.No.418577
UDIN:

Place: Kanpur
Date: 28th July-2020



Annexure “A” to the Independent Auditor’s Report on Consolidated Financial statements

(Referred to in paragraph 1(g) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Mirza International Limited of even date)

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2020, we have audited the internal financial controls over financial reporting of MIRZA INTERNATIONAL LIMITED (hereinafter referred to as “Company”) and its subsidiary companies as of that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company and its subsidiary companies are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies 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 (“The ICAI”). 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 respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company and its subsidiary companies, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s 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 of the Company and its subsidiary companies, which are companies incorporated in India.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and

not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company and its subsidiary companies, which are companies incorporated in India, have, 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, 2020,

based on the internal control over financial reporting criteria established by the respective companies 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.

Place: Kanpur
Date: 28th July-2020

For D R A & Co.
Chartered Accountants
FRN:006476N

Himanshu Singh
Partner
M.No.418577
UDIN:

Consolidated Balance Sheet

Particulars	Note No.	₹ in Lakh)	
		As at March 31, 2020	As at March 31, 2019
Assets			
Non-current assets			
Property, plant and equipment	1	42810	40853
Capital work-in-progress	1A	1065	539
Right of Use Assets	1B	15707	0
Financial Assets			
Investments (Non Current)	2	110	58
Other Financial Assets (Non Current)	3	1294	1190
Other Non Current assets	3.1	189	240
Total Non-Current assets		61175	42880
Current assets			
Inventories	4	41324	43360
Financial Assets			
Trade receivables	5	14051	15568
Cash and cash equivalents	6	1557	727
Other financial current assets	7	3016	3558
Other current assets	8	4875	5414
Total Current assets		64823	68627
Total Assets		125998	111507
Equity and Liabilities			
Equity			
Equity Share capital	9A	2406	2406
Other Equity	9B	60386	58759
Total Equity		62792	61165
Liabilities			
Non-current liabilities			
Financial Liabilities			
Borrowings (Non-current)	10	1800	2157
Provisions	11	1393	1273
Deferred tax liabilities (Net)	12	1765	1927
Other non-current Liabilities	13	16012	1058
Total Non-current liabilities		20970	6415
Current liabilities			
Financial Liabilities			
Borrowings	14	25214	31656
Trade payables	15		
(i) MSME		431	299
(ii) Creditors other than MSME		9112	7826
Other financial current liabilities	16	7183	3886
Non financial current liabilities	16.1	205	162
Provisions	17	91	98
Total current liabilities		42236	43927
Total Liabilities		63206	50342
Total Equity and Liabilities		125998	111507
See accompanying Notes to the Financial Statements	1-34		
Significant Accounting Policies	35		

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 DRA & Co
Chartered Accountants
FRN: 006476N

CA. Himanshu Singh
Partner
M. No. 418577

Place : Kanpur
Date : July 28, 2020

Rashid Ahmed Mirza
Chairman and Managing Director

V. T. Cherian
Chief Financial Officer

Ankit Misra
Company Secretary

For & on behalf of the Board of Directors

Shahid Ahmad Mirza
Tauseef Ahmad Mirza
Tasneef Ahmad Mirza
Shuja Mirza
N. P. Upadhyaya
Sanjay Bhalla
Q. N. Salam
Sudhindra Kumar Jain
Sanjiv Gupta
Saumya Srivastava
Yashvir Singh

Directors

Consolidated Statement of Profit and Loss

(₹ in Lakh)

Particulars	Note No.	Year ended March 31, 2020	Year ended March 31, 2019
Income			
Revenue from operations			
Revenue from operations	18	126120	115170
Other income	19	167	209
Total Income		126287	115379
Expenses			
Cost of materials consumed	20	31756	30623
Purchases of Stock-in-Trade		37579	39347
Changes in inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	21	994	(4023)
Employee benefits expense	22	10780	9515
Finance costs	23	4558	3431
Depreciation and Amortization expense	24	6344	3546
Other expenses	25	27832	25342
Total Expenses		119843	107781
Profit before tax		6444	7598
Tax Expense			
Current tax		1827	2563
Deferred tax		(154)	156
Profit for the Year		4771	4879
Other comprehensive Income:			
i. Items that will not be reclassified to Statement of Profit and Loss			
Remeasurements of the defined benefits plans		21	74
Income tax relating to items that will not be reclassified to Profit and Loss		(5)	(26)
ii. Items that will be reclassified to Statement of Profit and Loss			
Debit instruments through Other Comprehensive statements of foreign operations (net of tax)			
Hedging reserve		(23)	502
Income Tax on above		6	(175)
Other Comprehensive Income for the year		(1)	375
Total comprehensive income for the year		4770	5254
Earning per equity share of face value of ₹ 2 each	26		
Basic (in ₹)		3.97	4.06
Diluted (in ₹)		3.97	4.06
First time adoption of IND-AS			
See accompanying Notes to the Financial Statements	1-34		
Significant Accounting Policies	35		

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 DRA & Co
Chartered Accountants
FRN: 006476N

CA. Himanshu Singh
Partner
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Place : Kanpur
Date : July 28, 2020

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Saumya Srivastava
Yashvir Singh

Directors



Consolidated Statement of Cash Flow

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
(A) CASH FROM OPERATING ACTIVITIES		
Net profit before tax	6444	7598
Adjustments for		
Add :		
(Profit)/Loss on sale of Property, Plant & Equipment	4	(60)
Depreciation & amortisation for the year	6344	3546
Finance cost	4558	3431
	10906	6917
Less :		
Interest Income	113	158
Income from Govt. Grant	30	30
Operating Profit before Working Capital Changes	17207	14327
Adjustments For		
Trade & other Receivables	1517	(2319)
Inventory	2036	(5083)
Trade Payables	2426	(893)
Others	1555	374
Cash Generated from Operations	24741	6406
Direct Taxes Paid	(1951)	(2857)
Cash flow before extra ordinary items	22790	3549
Net Cash generated from Operating Activity	22790	3549
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant & Equipment	(6941)	(7194)
Sales of Property, Plant & Equipment	601	298
Interest Received	113	158
Purchase of Investment	(50)	0
Net Cash used in Investing Activities	(6276)	(6738)

Consolidated Statement of Cash Flow

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
(C) CASH FLOW FROM FINANCING ACTIVITIES		
Dividend Paid	(2142)	(1069)
Dividend Tax Paid	(445)	(223)
Proceeds from Long Term Borrowings	864	2303
Repayment of Long Term Borrowings	(1384)	(1250)
Proceeds from Short Term Loan Borrowings	(6395)	6304
Payment of lease liabilities	(2716)	
Finance cost	(3466)	(3431)
Net cash used in financing activities	(15684)	2634
Net Increase/(Decrease) in Cash & Equivalents	830	(555)
Cash & Equivalents at the beginning of the year	727	1282
Cash & Equivalents at the end of the year	1557	727

Cash flows are reported using indirect method, thereby profit for the year is adjusted for the effects of the transactions of a non-cash nature, any deferrals of accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated. The company considers all highly liquid investments that are readily convertible to known amount of cash to be cash equivalents.

Notes on Financial Statements: Note No. 1-35 ; Significant Accounting Policies Note No. 36

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 DRA & Co
Chartered Accountants
FRN: 006476N

CA. Himanshu Singh
Partner
M. No. 418577

Place : Kanpur
Date : July 28, 2020

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Sanjiv Gupta
Saumya Srivastava
Yashvir Singh

Directors



Consolidated Statement of Changes in Equity

(A) Equity Share Capital

	(₹ in Lakh)
As at March 31, 2018	2406
Changes in equity share capital	-
As at March 31, 2019	2406
Changes in equity share capital	-
As at March 31, 2020	2406

(B) Other Equity

Other Equity	Reserves & surplus			Other Comprehensive Income		Total equity
	General Reserve	Securities Premium	Retained Earnings	IDLS Subsidy Reserve	Hedging Reserves	
Balance as at March 31, 2018	10753	5	43924	256	(164)	54774
Add : Profit for the year 2018-19			4879			4879
Add : Other Comprehensive Income (net of tax)			48			48
Less : Change in Fair Value of Hedging instruments net of taxes					491	491
Less : Income Tax Adjustment (Net)			(97)			(97)
Less : Distribution to Shareholders			(1083)			(1083)
Less : Dividend Tax			(223)			(223)
Less : Transferred from Profit & Loss Account	500		(500)	(30)		(30)
Balance as at March 31, 2019	11253	5	46948	226	327	58759
Add : Profit for the year 2019-20			4771			4771
Add : Other Comprehensive Income (net of tax)			16			16
Less : Change in Fair Value of Hedging instruments net of taxes					(344)	(344)
Less : Income Tax Adjustment (Net)			(175)			(175)
Less : Distribution to Shareholders			(2166)			(2166)
Less : Dividend Tax			(445)			(445)
Less : Transferred from Profit & Loss Account	500		(500)	(30)		(30)
Balance as at March 31, 2020	11753	5	48449	196	(17)	60386

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 DRA & Co
Chartered Accountants
FRN: 006476N

CA. Himanshu Singh
Partner
M. No. 418577

Place : Kanpur
Date : July 28, 2020

Rashid Ahmed Mirza
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Saumya Srivastava
Yashvir Singh

Directors

Notes

Note 1A PROPERTY, PLANT & EQUIPMENT

	Gross Block			Accumulated Depreciation			Net Block		
	As at APRIL,01 2019	Additions/ (Disposals)	Deductions/ Adjustments	Balance as at 31st Mar 2020	Balance as at 1st April 2019	Depreciation charge for the year	On disposals	Balance as at 31st Mar 2020	Balance as at 31st Mar 2019
a. Land									
Land Freehold	918	0	-	918	-	-	-	918	918
Land Leasehold	3555	0	-	3555	406	43	-	3106	3149
Buildings	19843	1103	-	20946	4448	626	-	15872	15395
Plant & Machinery									
Machinery	27159	2576	1100	28635	13694	1558	631	14014	13465
Effluent Treatment Plant	1177	6	-	1183	363	72	-	748	814
Tools & Shoe Lasts	4556	694	534	4716	4327	535	531	385	229
Furniture Fixtures, Office Equipments & Electrical Installation	8261	1681	230	9712	2841	778	185	6278	5420
Vehicles	1960	362	244	2078	746	195	156	1293	1214
Computers	1444	44	0	1488	1195	97	0	196	249
Total	68873	6466	2108	73231	28020	3904	1503	30421	41392
b. Capital Work In Progress									
Previous Year: Property, Plant & Equipment	(61342)	(8938)	(1408)	(68873)	(25644)	(3546)	(1170)	(28020)	(38160)
Previous Year: Capital W.I.P.	-	-	-	-	-	-	-	-	(2462)

Note 1B Right of Use Assets

	Gross Block			Accumulated Depreciation			Net Block		
	As at APRIL,01 2019	Additions/ (Disposals)	Deductions/ Adjustments	Balance as at 31st Mar 2020	Balance as at 1st April 2019	Depreciation charge for the year	On disposals	Balance as at 31st Mar 2020	Balance as at 31st Mar 2020
Right of Use (Building)	0	18147	0	18147	0	2440	0	2440	15707
									0



Notes

Note 2 INVESTMENTS (NON CURRENT)

Particulars	As at	
	31 March 2020	31 March 2019
Investment in Equity instruments	110	58
Other non-current investments		
Total	110	58

Particulars	As at	
	2020	2019
Aggregate amount of Quoted investments	1	1
Aggregate Market Value of Quoted Investments	1	1
Aggregate amount of unquoted investments	109	57

A. S r. No.	Name of the Body Corporate Associate / JV/ Structured entity	Subsidiary / Associate / JV/ Structured entity	Details of Trade Investments						Market Value
			No. of Shares / Units	Quoted / Unquoted	Partly Paid / Fully paid	Amount (₹ in Lacs)		Market Value	
						2020 (4)	2019 (5)		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
1	Industrial Infrastructure Services (India) Ltd.	Structured	240000	240000	Unquoted	Fully Paid	24.0	24.0	-
2	Kanpur Unnao Leather Cluster Development Co. Ltd.	Structured	250000	250000	Unquoted	Fully Paid	25.0	25.0	-
3	J.P.Associates Ltd.	Structured	2000	2000	Quoted	Fully paid	0.3	0.1	0.02
4	Sarup Industries Ltd.	Structured	500	500	Quoted	Fully paid	0.3	0.2	0.15
5	Superhouse Ltd.	Structured	150	150	Quoted	Fully paid	0.1	0.2	0.09
6	Super Industries Ltd.	Structured	1000	1000	Quoted	Fully paid	0.1	0.0	0.01
7	Mirza Charitable Hospital Limited (Sec.25 Co.)	Structured	80000	80000	Unquoted	Fully paid	8.0	8.0	-
8	Senen Mirza Industrial Supply Chain LLP	Structured			Unquoted	Fully paid	52.0		-
Total							110	58	

* M/s MIRZA (H.K) LIMITED is wholly owned subsidiary of Mirza International Limited during the year. Investment value has been arrived at based on conversion rate of HKD 10000 to INR as on the date of allotment.

** The Company has purchased 99.9% controlling stake in M/s MIRZA BANGLA LIMITED during the year. Investment value has been arrived at based on conversion rate of TAKA 4713000 to INR as on the date of allotment.

Notes

Note 3: Other Financial Assets (Non Current)

		(₹ in Lakh)	
Other Financial Assets (Non Current)	As at March 31, 2020	As at March 31, 2019	
Unsecured, considered good			
Security Deposits			
Security Deposit - Rent	963	888	
Security Deposit - Others	331	302	1190
Total	1294		1190

Note 3.1 Other Non Current Assets

		(₹ in Lakh)	
Other Non Current Assets	As at March 31, 2020	As at March 31, 2019	
Unsecured, considered good			
Advance for Capital Goods	189		240
Total	189		240

Note 4: Inventories*

		(₹ in Lakh)	
Inventories	As at March 31, 2020	As at March 31, 2019	
a. Raw Materials and components	6320	7347	
	6320	7347	
b. Work-in-progress	3730	5938	
	3730	5938	
c. Finished goods	30897	29683	
	30897	29683	
d. Stores and spares	377	392	
	377	392	
Total	41324		43360

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

Note 5: Trade Receivables

		(₹ in Lakh)	
Trade Receivables	As at March 31, 2020	As at March 31, 2019	
Unsecured, considered good			
Trade receivables considered good- unsecured	14051		15568
Total	14051		15568

Note 6: Cash and Cash Equivalents

		(₹ in Lakh)	
Cash and Cash Equivalents	As at March 31, 2020	As at March 31, 2019	
A. Balances with banks	1412		485
This includes:			
Earmarked Balances (Unpaid dividend accounts)	76	52	
Balance with banks held as margin money deposits against guarantees*	181	35	
B. Cash in hand	145		242
Total	1557		727

Details of FDs that are pledged with the Bank as margin money for LCs

Notes

Note 7 Other Financial Current Assets

Other Financial Current Assets	(₹ in Lakh)	
	As at March 31, 2020	As at March 31, 2019
Incentive Receivable (Export)	1230	1332
Duty Drawback Receivable	317	245
Focus Product License	1077	545
Advances to Employees	142	118
Advance Others	129	497
Interest Receivable	15	74
Others	129	245
Foreign currency forward contract	(23)	502
Total	3016	3558

Note 8 Other Current Assets

Other Current Assets	(₹ in Lakh)	
	As at March 31, 2020	As at March 31, 2019
Advance Income Tax (Net of Provision)	865	517
Sundry Creditors (Advances to Suppliers)	1223	504
Duties & Taxes (Others)	15	36
Duties & Taxes (GST)	2557	4244
Prepaid Expenses	215	113
Total	4875	5414

Note 9A Equity Share Capital

Share Capital	As at March 31, 2020		As at March 31, 2019	
	Number	(₹ in Lakh)	Number	(₹ in Lakh)
Authorized				
Equity Shares of ₹ 2/- each	256250000	5125	256250000	5125
	256250000	5125	256250000	5125
Issued, Subscribed & Paid up				
Equity Shares of ₹ 2/- each fully paid up	120306000	2406	120306000	2406
Total	120306000	2406	120306000	2406

Note 9A.1 The reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

Particulars	Equity Shares	
	Number	(₹ in Lakh)
Shares outstanding at the beginning of the year	120306000	2406
Preference Shares converted into Equity Shares	NIL	NIL
Shares bought back during the year	NIL	NIL
Shares outstanding at the end of the year	120306000	2406

Note 9A.2 Terms / Rights attached to shares

a. Equity Shares

The Company has only one class of equity shares having a par value of ₹ 2 per share. Each holder of Equity Shares is entitled to one vote per share.

The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing general meeting.

Notes

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts.

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

Note 9A.3 The details of Shareholders holding more than 5% shares

Name of Shareholder	EQUITY SHARES			
	As at March 31, 2020		As at March 31, 2019	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
RASHID AHMED MIRZA	13665520	11.36%	13556869	11.27%
SHAHID AHMAD MIRZA	10152053	8.44%	10188270	8.47%
TAUSEEF AHMAD MIRZA	17558453	14.59%	17587670	14.62%
TASNEEF AHMAD MIRZA	14076104	11.70%	14112321	11.73%
SHUJA MIRZA	10201740	8.48%	4140000	3.44%

Note 9A.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

- Pursuant to the Scheme of Amalgamation of Genesisfootwear Enterprises Private Limited with Mirza International Limited as approved by Hon'ble Allahabad High Court order dated 15.12.2015

12000000, 0% Compulsory Convertible Preference Shares ("CCPS") of ₹ 2 each fully paid converted into equity shares on 01.04.2016 which rank pari passu with the existing equity shares of the Company.

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.

b. The Company has not issued any bonus shares during the last five years.

c. The Company has not undertaken any buy back of shares.

Note 9A.5 Disclosure pursuant to Note no. 6(U) of Part I of Schedule III to the Companies Act, 2013

Particulars	As at March 31, 2020		As at March 31, 2019	
	₹ in Lakh	₹ Per Share	₹ in Lakh	₹ Per Share
Dividends proposed to be distributed to equity shareholders	NIL	NIL	1083	0.90

Note (9B) Other Equity

Other Equity	Reserves & surplus			Other Comprehensive Income		Total equity
	General Reserve	Securities Premium	Retained Earnings	IDLS Subsidy Reserve	Hedging Reserves	
Balance as at March 31, 2018	10753	5	43924	256	(164)	54774
Add : Profit for the year 2018-19			4879			4879
Add : Other Comprehensive Income (net of tax)			48			48
Less : Change in Fair Value of Hedging instruments net of taxes					491	491
Less : Income Tax Adjustment (Net)			(97)			(97)
Less : Distribution of Shareholders			(1083)			(1083)
Less : Dividend Tax			(223)			(223)



Notes

Other Equity	Reserves & surplus			Other Comprehensive Income		Total equity
	General Reserve	Securities Premium	Retained Earnings	IDLS Subsidy Reserve	Hedging Reserves	
Less : Transferred from Profit & Loss Account	500		(500)	(30)		(30)
Balance as at March 31, 2019	11253	5	46948	226	327	58759
Add : Profit for the year 2019-20			4771			4771
Add : Other Comprehensive Income (net of tax)			16			16
Less : Change in Fair Value of Hedging instruments net of taxes					(344)	(344)
Less : Income Tax Adjustment (Net)			(175)			(175)
Less : Distribution of Shareholders*			(2166)			(2166)
Less : Dividend Tax			(445)			(445)
Less : Transferred from Profit & Loss Account	500		(500)	(30)		(30)
Balance as at March 31, 2020	11753	5	48449	196	(17)	60386

Note-1 IDLS reserve is diminished every year by the amount in proportion of the depreciation of the assets considering the life of 15 years which is equivalent to Depreciation chargeable during the year to the machinery value purchased from IDLS subsidy.

Note-2 The company has designated certain foreign currency forward contracts as cash flow hedges in respect of foreign exchange risks.

* Rs. 2166 lakh includes payment of interim dividend of Rs. 1083 lakh for F.Y. 2019-20 and Rs. 1083 lakh final dividend for F.Y.- 2018-19.

Note 10 Borrowings (Non Current)

Borrowings (Non Current)	(₹ in Lakh)			
	As at March 31, 2020		As at March 31, 2019	
	Non-Current	Current	Non-Current	Current
Term Loans				
Secured	1575	1577	1979	1674
From banks *	168	124	145	109
From banks (Auto Loan)#	57	71	33	83
From others (Auto Loan)#				
Total	1,800	1,772	2,157	1,866

*(1) PNB Term loan Rs. 1623 lakh secured by first 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., Plot at Sector 90, Noida.

(2) HDFC Loan Rs. 1530 lakh secured by Equitable mortgage of properties situated at company's Unit-5 at Unnao by pass, Unnao, UP

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

Secured against the assets purchased under the arrangements.

Notes

Maturity Profile :

(₹ in Lakh)

Particulars	Current 0-1 years	Non Current 1-2 years	Non Current 2 - 3 years	Non Current 3-4 years
Term Loans from Banks				
Secured				
Term Loans	1577	1365	210	0
P.N.B. TERM LOAN (Machinery) A/c No.224008	213	0	0	0
P.N.B. TERM LOAN NO. 223823	0	0	0	0
P.N.B. TERM LOAN (Warehouse) A/c No. 223984	600	600	210	0
HDFC BANK TERM LOAN 0004	333	333	0	0
HDFC BANK TERM LOAN DELHI	432	433	0	0
Auto Loans	124	114	48	6
HDFC BANK AUTO LOAN (7)	4	0	0	0
HDFC BANK AUTO LOAN (8)	6	1	0	0
HDFC BANK AUTO LOAN (9)	7	7	3	0
HDFC BANK AUTO LOAN (10)	10	10	6	0
HDFC BANK AUTO LOAN (11)	9	9	10	0
HDFC BANK AUTO LOAN (12)	3	3	3	0
HDFC BANK AUTO LOAN (13)	3	3	3	0
HDFC BANK AUTO LOAN (14)	8	9	10	3
YES BANK LTD AUTO LOAN , FORTUNER	7	8	9	3
YES BANK LTD AUTO LOAN , DELHI	23	17	0	0
YES BANK LTD AUTO LOAN NO. 319480, DELHI	44	47	4	0
Auto Loans (From other)	71	40	18	0
BMW India Financial Services Pvt Ltd. , Gurgaon (1)	11	(1)	0	0
BMW India Financial Services Pvt Ltd. , Gurgaon (2)	23	0	0	0
BMW India Financial Services Pvt Ltd. , Gurgaon (3)	37	40	18	0
Total	1772	1518	276	6

Note 11 Provisions (Non Current)

(₹ in Lakh)

Provisions (Non Current)	As at March 31, 2020	As at March 31, 2019
Provision for employee benefits		
Superannuation (unfunded)		
Gratuity (unfunded)	1393	1273
Total	1393	1273

Note 12 Deferred tax liabilities (Net)

A) Tax expense recognised in the Statement of Profit & Loss

(₹ in Lakh)

Deferred tax liabilities (Net)	As at March 31, 2020	As at March 31, 2019
A. Liabilities:		
Related to fixed assets	2388	2396
B. Assets:		
Disallowance under the Income Tax Act, 1961	623	469
Total	1765	1927



Notes

Note 13 Other Non Current Liabilities

Other Non Current Liabilities	(₹ in Lakh)	
	As at March 31, 2020	As at March 31, 2019
Others		
Security deposits - for franchise	2163	1058
Lease Rent Liabilities	13849	
Total	16012	1058

Note 14 Borrowings (Current)

Borrowings (Current)	(₹ in Lakh)	
	As at March 31, 2020	As at March 31, 2019
Secured		
Working capital loans repayable on demand		
From banks#	25214	27060
Unsecured		
(a) Loans repayable on demand		
From banks**	0	4596
Total	25214	31656

The Above mentioned facilities are secured AS AT 31st March 2020 as per details below

- (1) PNB Rs. 13413 Lakhs Secured By First Charge by way of Hypothecation on entire current assets, present & future including entire stocks of raw materials, stock in process, finished goods, stock-in-transit, domestic Book Debts, Loans and advances or any other security required for the purpose of execution of export orders received, lying in the company's godowns, warehouses or shipping agents' custody waiting dispatch / shipment / and / or in transit etc. The facilities are collaterally secured by the Equitable Mortgage of Company's Properties mentioned in Note no 10 above.
- (2) HDFC Loan Rs. 6405 lakh secured by equitable mortgage of land at Companies Unit-5 at Unnao by pass Unnao.
- (3) Citi Bank Loan Rs. 5396 lakh Secured By Equitable Mortgage of Corporate office at Mohan Cooperative Industrial Estate, Mathura Road, New Delhi. Also as per sanction letter Charge on property situated at Plot No 18, 19 Nand Nagar, Industrial Estate, Phase 1, Mahuakheraganj Kashipur, Uttrakhand is also to be created, The company has deposited its title deed in original with the Bank, however requisite perfection of security and creation of charge is still under process.

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

Includes Rs 5396 lakh by a Foreign Bank.

POST 31st March 2020

** PNB -Lead Bank vide its letter dated 14th July 2020 addressed to HDFC and CITI Bank have issued No Objection for ceding First Pari-passu charge on entire current assets, present and future, including entire stocks, book Debts, Loans and Advances etc and hypothecation of entire stocks of raw material, stock in progress, finished goods, stock in transit, consumable stores and spares, Goods with clearing agents or wherever they may be and export debtors, shipping documents are already issued but not received/ submitted to Bank. However perfection in security and creation of Charge is still under process

Note 15 Trade Payable

Trade Payable	(₹ in Lakh)	
	As at March 31, 2020	As at March 31, 2019
Micro, Small and Medium Enterprises *	431	299
Others	9112	7826
Total	9543	8125

* 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 2020, to any Micro, Small & Medium Enterprises. This information is based on data available with the company.

Notes

Note 16 Other Financial Current Liabilities

Other Financial Current Liabilities	(₹ in Lakh)	
	As at March 31, 2020	As at March 31, 2019
(a) Current maturities of long-term debt (Refer Note No. 3)		
Term Loans from banks	1701	1783
Term Loans from others	71	83
(b) Interest accrued but not due on borrowings	24	5
(c) Interest accrued and due on borrowings	0	20
(c) Unpaid dividends *	76	52
(d) Other payables		
Commission Payable on Inland Sales	199	242
Outstanding Liabilities #	973	362
Salary Payable	394	416
Bonus Payable	495	419
Audit Fees Payable	15	17
Unpaid Commission on Export Sales	364	230
Duties & Taxes (TDS payable)	201	181
Lease Rent Liabilities	2670	
Guarantee Commission payable	0	76
Total	7183	3886

* 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 ₹ lacs 75.06 (Previous Year ₹ 70.70 Lacs), Export Expenses payable ₹ 35.40 Lacs (Previous Year ₹ 34.55 lacs) & Power & Electricity charges of ₹ 103.73 Lacs (Previous Year ₹ 116.63 lacs).

Note 16.1 Non Financial Liabilities-Current

Non Financial Liabilities-Current	(₹ in Lakh)	
	As at March 31, 2020	As at March 31, 2019
Advance Received From Customers	205	162
Total	205	162

Note 17 Provisions (Current)

Provisions (Current)	(₹ in Lakh)	
	As at March 31, 2020	As at March 31, 2019
(a) Provision for employee benefits		
Gratuity (Unfunded)	91	98
Total	91	98

Note 18 Revenue From Operations

Revenue From Operations	(₹ in Lakh)	
	As at March 31, 2020	As at March 31, 2019
Sale of products	121995	111339
Other operating revenues	4125	3831
Less:		
Excise duty	0	0
Total	126120	115170



Notes

Note 19 Other Income

(₹ in Lakh)		
Other Income	As at March 31, 2020	As at March 31, 2019
Interest Income	113	158
Other non-operating income		
Other Income	24	21
Income from Govt. Grant	30	30
Total	167	209

Note 20 Cost of Materials Consumed

(₹ in Lakh)		
Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Hides & Finished Leather	8223	7677
Chemicals	5455	5928
Others	17447	16469
Stores & Spares	631	549
Total	31756	30623

Note 21 Changes In Inventories Of Finished Goods And Work-In-Progress And Stock-In-Trade

(₹ in Lakh)				
Particulars	As at March 31, 2020		As at March 31, 2019	
Inventories (at close)				
Finished Goods	30897		29683	
Stock-in-Process	3730	34627	5938	35621
Inventories (at commencement)				
Finished Goods	29683		24008	
Stock-in-Process	5938	35621	7590	31598
Change in Inventories Decrease/(Increase)		994		(4023)

Note 22 Employee Benefit Expenses

(₹ in Lakh)		
Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Salaries and Wages	9520	8396
Contribution to Provident and Other Funds	566	501
Gratuity to Employees	251	226
Staff Welfare Expenses	443	392
Total	10780	9515

Note 22.1 Employee benefits :

The Company is providing the following benefits to their employees :

- a) Gratuity
- b) Provident Fund
- c) Leave encasement

Notes

The amounts recognised in Balance Sheet are as follows:

	(₹ in Lakh)	
	As at March 31, 2020	As at March 31, 2019
Present value of defined benefit obligation		
A) Wholly funded	-	-
Wholly unfunded	1484	1371
	1484	1371
Less: Fair value of plan assets	0	0
Add: Amount not recognised as an asset [limit in para 64(b)]	0	0
Amount to be recognised as liability or (asset)	1484	1371
B) Amounts reflected in the Balance Sheet		
Liabilities	1484	1371
Assets	0	0
Net liability/(asset)	1484	1371
Net liability/(asset) - current #	91	98
Net liability/(asset) - Non-current	1393	1273

(ii) The amounts recognised in Statement of Profit and Loss are as follows:

	(₹ in Lakh)	
Particulars	2019-20	2018-19
Current service cost	139	127
Interest cost	104	99
Interest income on plan assets	-	-
Remeasurement - Actuarial losses/(gains) -	-	-
Difference between actual return on plan assets and interest income	-	-
Remeasurement - Actuarial losses/(gains) - Others	(20)	(74)
Past service cost	-	-
Actuarial gain/(loss) not recognised in books	-	-
Adjustment for earlier years	-	-
Remeasurement - Effect of the limit in para 64(b)	-	-
Translation adjustments	-	-
Amount capitalised out of the above	-	-
Total	223	152
Amount included in "employee benefits expense"	243	226
Amount included as part of "finance cost"	-	-
Amount included as part of "other comprehensive income"	(20)	(74)

	(₹ in Lakh)	
Particulars	2019-20	2018-19
Opening balance of the present value of defined benefit obligation	1,371	1,284
Add: Current service cost	139	127
Add: Interest cost	104	99
Add: Contribution by plan participants		
i) Employer	-	-
ii) Employee	-	-
iii) Transfer-in/(out)	-	-
Add/(less): Remeasurement - Actuarial losses/(gains)		
i) Actuarial (gains)/losses arising from changes in demographic assumption	-	-
ii) Actuarial (gains)/losses arising from changes in financial assumptions	(5)	15
iii) Actuarial (gains)/losses arising from changes in experience adjustments	(15)	(89)
Less: Benefits paid	(110)	(65)
Add: Past service cost	-	-
Add: Liabilities assumed on transfer of employees	-	-
Add: Business combination/acquisition	-	-
Add: Adjustment for earlier years	-	-
Add/(less): Translation adjustments	-	-
Closing balance of the present value of defined benefit obligation	1484	1371

Notes

Change in Fair Value of Assets

Particulars	(₹ in Lakh)	
	2019-20	2018-19
Plan assets at beginning of period	-	-
Investment Income	-	-
Return on Plan Assets, Excluding amount recognised in Net Interest Expense	-	-
Actual Company contributions	110	65
Fund Transferred	-	-
Employee contributions	-	-
Benefits paid	(110)	(65)
Plan assets at the end of period	-	-

The key assumptions used in the calculations are as follows :

1. Financial Assumptions	2019-20	2018-19
Discount Rate	6.60% p.a.	7.60% p.a.
Rate of increase in salaries	6.00% p.a.	7.00% p.a.
2. Demographic Assumptions	2019-20	2018-19
Mortality Rate (% of IALM 06-08)	100.00%	100.00%
Normal Retirement Age	60 Years	60 Years
Attrition Rates, based on age (% p.a.) For all Ages	2	2
3. The discount rate indicated above reflects the estimated timing and currency of benefit payments. It is based on the yields / rates available on applicable bonds as on the current valuation date.		
4. The salary growth rate indicated above is the Company's best estimate of an increase in salary of the employees in future years, determined considering the general trend in inflation, seniority, promotions, past experience and other relevant factors such as demand and supply in employment market, etc.		
5. Attrition rate indicated above represents the Company's best estimate of employee turnover in future (other than on account of retirement, death or disablement) determined considering various factors such as nature of business, retention policy, industry factors, past experience, etc.		

Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below has determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The result of sensitivity analysis is given below :

Particulars	As on 31/03/2020	As on 31/03/2019
Defined Benefit Obligation (Base)	1484	1371

Particulars	As on 31/03/2020		As on 31/03/2019	
	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 1%)	1666	1330	1537	1231
% change compared to base due to sensitivity	12.28%	(10.37%)	12.11%	(10.22%)
Salary Growth Rate (- / + 1%)	1325	1669	1226	1540
% change compared to base due to sensitivity	(10.72%)	12.49%	(10.57%)	12.31%
Attrition Rate (- / + 50%)	1476	1491	1363	1378
% change compared to base due to sensitivity	(0.57%)	0.49%	(0.56%)	0.49%
Mortality Rate (- / + 10%)	1483	1486	1369	1372
% change compared to base due to sensitivity	(0.10%)	0.10%	(0.11%)	0.11%

Notes

Note 23 Finance Cost

(₹ in Lakh)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Interest & Bank Charges	4558	3431
Total	4558	3431

Note 24 Depreciation And Amortisation Expenses

(₹ in Lakh)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Depreciation Expenses	6301	3503
Leasehold Land Amortisation	43	43
Total	6344	3546

Note 25 Other Expenses

(₹ in Lakh)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Processing Charges	5747	4671
Commission	7621	5622
Freight and Transport	3400	3001
Power and Fuel	2907	2876
Selling & Advertisement Expenses	4343	3254
Rent *	120	2255
Vehicle Running & Maintenance	271	328
Repair and Maintenance (other than building & machinery)	660	605
Traveling & Conveyance Expenses	531	585
Insurance	274	260
Security Expenses	465	460
Postage & Courier	235	197
Telephone & Telex	111	128
Legal & Professional Chrgs	269	231
Rates and Taxes, excluding taxes on income	297	287
Repairs to machinery	82	100
Repairs to buildings	95	90
Printing & Stationery	155	149
Donation and Subscription	10	8
(Profit)/Loss on Sale of Property, plant and equipment	4	(60)
Miscellaneous Expenses	17	46
Audit Fees	17	17
Corporate Social Responsibilities	201	232
Total	27832	25342

* The Company's major leasing arrangements are in respect of commercial premises (including furniture and fittings therein wherever applicable). These leasing arrangements which are cancellable, range 11 months to 3 years, or longer and are usually renewable by mutually agreed terms and conditions



Notes

Note 25.1 Disclosure pursuant to Note no. 5(i)(j) of Part II of Schedule III to the Companies Act, 2013

Payments to the auditor as	(₹ in Lakh)	
	For the year ended March 31, 2020	For the year ended March 31, 2019
(i) To Statutory Auditors		
a. For Audit Services	16	16
b. For taxation matters	-	-
(ii) To Branch Auditors for Audit Services	1	1
Total	17	17

Note 25.2 Details of Corporate Social Responsibility Expenditure

Corporate Social Responsibilities	(₹ in Lakh)	
	For the year ended March 31, 2020	For the year ended March 31, 2019
a) Total amount required to be spent for the financial year	228	228
b) Amount spent during the financial year	201	232

Note 26 Earnings Per Share (EPS)

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2020	For the year ended March 31, 2019
(i) Net Profit after tax as per statement of Profit and Loss attributable to Equity Shareholders	4771	4879
(ii) Weighted Average number of equity shares used as denominator for calculating EPS	120306000	120306000
(iii) Basic and Diluted Earnings per share (₹)	3.97	4.06
(iv) Face Value per equity share (₹)	2	2

Note 27 Contingent Liabilities And Commitments (To The Extent Not Provided For)

Particulars	(₹ in Lakh)	
	As at 31 March 2020	As at 31 March 2019
A BILLS DISCOUNTED	10098	8748
B IMPORT DUTY PAYABLE	238	64
In case of non-fulfillment of export obligation under EPCG Scheme (not yet due)		
C BANK GUARANTEES / LETTER OF CREDITS	7668	48
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 TAXES		
(i) ENTRY TAX - for 1999-2000 liability is pending	4	4
(ii) VAT & CST		
(a) UTTAR PRADESH : Pending against UP VAT and CST for the F.Y. 2008-2009 ₹ 71.58 lacs, and F.Y. 2010-11 ₹ 61.33 lacs, due to non submission of Form C.	133	133
(b) GUJRAT : F.Y. 2009-10 ₹ 2.25 lacs, F.Y. 2010-11 ₹ 32.68 lacs & F.Y. 2011-12 ₹ 2.34 lacs. Company has preferred appeal against the said Demand. Out of which ₹ 2.00 lacs has been deposited against demand.	37	37
(c) KOLKATA : CST Demand of ₹ 2.48 lacs against which revision appeal has been filed.	3	2
(d) KERALA : VAT Demand of ₹ 4.91 lacs against which 30% amount of ₹ 1.47 lacs has been paid and for balance Bank Guarantee has been provided.	5	5
F COMMITMENT		
A CAPITAL EXPENDITURE (Net of fund already deployed)	774	1161
B UNCLAIMED DIVIDEND	76	52

Notes

Note 28 Segment Reporting

(₹ in Lakh)

	SHOE DIVISION (FOOTWEAR)	TANNERY DIVISION (LEATHER)	GAR & ACC DIVISION	UNALLOCATED	TOTAL
External	91398	6782	27940	167	126287
	(87157)	(7474)	(20539)	(209)	(115379)
Inter - Segment	-	12171	-	-	12171
	-	(10437)	-	-	(10437)
Total Revenue	91398	18953	27940	167	138458
	(87157)	(17911)	(20539)	(209)	(125816)
Result					
Segment Result (Profit before Interest & Tax)	10049	(1966)	4172	167	12422
	(13141)	1366	(2657)	(209)	(14641)
Less: Interest Expenses				(4558)	(4558)
				3431	3431
Unallocated Expenditure net of unallocated income				(1420)	(1420)
				3612	3612
Profit before Taxation	10049	(1966)	4172	(5811)	6444
	(13141)	1366	(2657)	6834	7598
Provision for Taxation	0	0		(1827)	(1827)
	-	-		2719	2719
Net Profit	10049	(1966)	4172	(7638)	4617
	(13141)	1366	(2657)	9553	(4879)
Other Information					
Segment Assets	80629	19123	23975	2243	125970
	(73977)	(22598)	(12562)	(2370)	(111507)
Segment Liabilities	33788	11873	15752	1765	63178
	(26124)	(14795)	(7495)	(1926)	(50340)
Capital Expenditure	4753	833	763	117	6466
	(6699)	(437)	(1580)	(222)	(8938)
Depreciation	3607	888	1710	139	6344
	(2036)	(867)	(479)	(164)	(3546)

Information about Secondary Business Segments

(₹ in Lakh)

Revenue by Geographical Market	WITHIN INDIA	OUTSIDE INDIA	TOTAL
External	73411	52876	126287
	(65192)	(50187)	(115379)
Inter Segment	-	-	-
	-	-	-
Total	73411	52876	126287
	(65192)	(50187)	(115379)
Carrying amount of segment assets	125970	-	125970
	(111507)	-	(111507)
Additions to Fixed Assets	6466	-	6466
	(8940)	-	(8940)

* Includes Export incentive received on Export

Notes :

- (i) The Company is organized into three main business segments, namely:
- Tannery Division - Manufacturing Finished Leather from Raw Hides, Wet Blue & Crust.
 - Shoe Division- Manufacturing Finished Leather Shoes.
 - Garments/ Accessories Division - Trading of Garments/Accessories.



Notes

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 29 Remittance In Foreign Currency On Account Of Dividend

(₹ in Lakh)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
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 30 Related Party Transactions

(₹ in Lakh)

S. No.	Particulars	Volume of Transactions 2020	Outstanding as on March 2020	Volume of Transactions 2019	Outstanding as on March 2019
For the year ended March 31					
1	Purchase				
	Euro Footwear Pvt. Ltd.	10721	75 Cr.	11674	890 Cr.
	Gempack Enterprises	524	27 Cr.	561	84 Cr.
	Shoemac Leather Tech Eng. Ltd.	194	31 Cr.	170	11 Cr.
	Mirza (HK) Limited	1	1 Cr.	0	0
	Sen en Mirza Industrial Supply Chain LLP	124	0 Cr.	0	0
2	Jobwork expenses				
	Mars International, Knp	291	3 Cr.	202	1 Dr.
	Euro Footwear Pvt. Ltd.	1	0	4	0
	Sen en Mirza Industrial Supply Chain LLP	2	0	0	0
3	Rent & Maintenance charges Paid				
	Mr. Irshad Mirza	13	3 Cr.	13	5 Cr.
	Mrs Sabiha Hussain	4	1 Cr.	4	1 Cr.
	Shoemac Leather Tech Eng. Ltd.	3	0	4	0
4	Sales				
	Euro Footwear Pvt. Ltd.	4085		3359	0 Dr.
	Mirza (UK) Ltd.	15404	879 Dr.	18214	2152 Dr.
	Gempack Enterprises	0	0	1	0
	Shoemac Leather Tech Eng. Ltd.	1	0	0	0
	Mars International	18	0	15	12 Dr.
	Sen en Mirza Industrial Supply Chain LLP	102	31 Dr.	0	0
	RTS Fashion FZE	571	218 Dr.	0	0
5	Jobwork income				
	Euro Footwear Pvt. Ltd.	24	0	28	0
	Sen en Mirza Industrial Supply Chain LLP	28	0	0	0

Notes

(₹ in Lakh)

S. No.	Particulars	Volume of Transactions 2020	Outstanding as on March 2020	Volume of Transactions 2019	Outstanding as on March 2019
For the year ended March 31					
6	Guarantee Commission				
	Mr. Rashid Ahmed Mirza	150	0	150	23 Cr.
	Mr. Shahid Ahmad Mirza	150	0	150	22 Cr.
	Mr. Tauseef Ahmad Mirza	150	0	150	23 Cr.
	Mr. Tasneef Ahmad Mirza	150	0	150	9 Cr.
7	Salaries				
	To Relatives of Key Management Personnel	72	6 Cr.	192	11 Cr.
8	Managerial Remuneration				
	Directors Remuneration & Perquisites	1138	92 Cr.	928	48 Cr.
9	Directors Sitting Fee	3	0.5 Cr.	2	0
10	Corporate Social Responsibilities				
	Mirza Foundation	84	-	16	-
	Mirza Charitable Hospital Limited	94	-	158	-
	Kilkari Charitable Trust	10	-	8	-
11	Export Commission				
	RTS Fashion FZE	167	167 Cr.	-	-

Related Party Disclosure

Related Party Disclosures, as required by IND-AS24, are given below:

Relationships :

- i) **Subsidiaries :** Mirza (HK) Limited, Mirza Bangla Limited
- ii) **Key Management Personnel & Relatives:** Mr. Rashid Ahmed Mirza (Chairman and Managing Director), Mr. Shahid Ahmad Mirza, Mr. Tauseef Ahmad Mirza, Mr. Tasneef Ahmad Mirza, Mr. Narendra Prasad Upadhyaya, Mr. Shuja Mirza (Whole-time Directors), Mr. Faraz Mirza, (President-Production), Mr. Ankit Misra (Company Secretary), Mr. V.T. Cherian (C.F.O.)
- iii) **Related Companies:** Shoemax Engineering Pvt. Ltd., Shoemac Leather Tech Engineers Ltd., Mirza Charitable Hospital Ltd., Tilbrook Enterprise Ltd., Mirza (UK) Ltd., Euro Footwear Pvt. Ltd., EmGee Projects Pvt. Ltd., Genesisriverview Resorts Pvt. Ltd., Genesis Infra Projects Pvt. Ltd., Granule Infra India Pvt. Ltd., RTS Fashions Pvt. Ltd., Aarem Heights Pvt. Ltd., Mirza Investment Pvt. Ltd., Random House Publishers India Pvt. Ltd., Bertelsman Corporate Service India Pvt. Ltd., Silver Spark Pvt. Ltd., Kasi 1981 Alumni Foundation, RTS Fashion FZE.
- iv) **Related Parties/Firms:** Achee Shoes LLP, Red Tape International LLP, Mirza Holdings LLP, Majeed Hospitality LLP, Hampton Shoes LLP, Mughal Express LLP, F&R Farms LLP, Sen En Mirza Industrial Supply Chain LLP, Mirza Projects, Gempack Enterprises, Mars International, Waves International, Mirza Foundation, Kilkari Charitable Trust, Sabiha Hussain, Irshad Mirza.

Note 31 Following payments to Directors are included in various heads of expenditure :

(₹ in Lakh)

Particulars	2020	2019
Salary	1089	919
Perquisites	49	9
Sitting Fees	3	2
Guarantee Commission	600	600
Total	1741	1530



Notes

Note 31A Forward Contracts

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

Forward contracts EURO INR 20.00 lakhs (9.30 lakhs) Sell Hedging

Forward contracts GBP INR 145.00 lakhs (117.55 lakhs) Sell Hedging

Forward contracts USD INR 168.60 lakhs (114.35 lakhs) Sell Hedging

Forward contracts USD INR 75.29 lakhs (NIL) Purchase Hedging

MIRZA INTERNATIONAL LIMITED

CIN: L19129UP1979PLC004821

Registered Office: 14/6 Civil Lines, Kanpur-208001

Phone: +91-512-2530775

E-mail: priyanka.pahuja@redtapeindia.com; Website: www.mirza.co.in

NOTICE

Notice is hereby given that the Forty First Annual General Meeting ("AGM") of the Members of Mirza International Limited will be held on Friday, 18th December, 2020 at 11:00 A.M. (IST) at the Auditorium of Extension, Chandra Shekhar Azad (CSA) University of Agriculture and Technology, Nawabganj, Kanpur-208002 to transact the following businesses:

ORDINARY BUSINESS

- To consider and adopt:
The Audited Financial Statements of the Company for the financial year ended 31st March 2020 alongwith the reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2020 and Auditors' Report thereon.
- To appoint a Director in place of Mr. Rashid Ahmed Mirza (DIN 00049009) who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

- Ratification of the Remuneration payable to Cost Auditor**

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

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 ("Act") read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 and any other applicable provisions of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Audit Committee and Board of Directors of the Company, Mr. A.K. Srivastava, Cost Accountant (Membership No. 10467), who was appointed as the Cost Auditor of the Company by the Board of Directors to audit the cost records for Financial Year 2020-2021, be and is hereby appointed at a remuneration of ₹ 30,000/- per annum plus applicable tax and out of pocket expenses incurred in carrying out the said audit.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and are hereby authorised to perform all such acts and things and to sign all such deeds and documents, as may be considered necessary, desirable or expedient to give effect to this resolution."

- Appointment of CA Sanjiv Gupta as an Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Act and any other applicable provisions of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, CA Sanjiv Gupta (DIN: 02240256), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 12th November, 2019 to hold office upto the date of this Annual General Meeting in terms of Section 161 of the Act and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years with effect from 12th November, 2019.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and are hereby authorised to perform all such acts and things and to sign all such deeds and documents, as may be considered necessary, desirable or expedient to give effect to this resolution."

By order of the Board
For **Mirza International Limited**

(Priyanka Pahuja)

Company Secretary &
Compliance Officer

Place : New Delhi

Date : 10th November, 2020

Membership No. A59086



NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts on special business under Sl. Nos. 4 and 5, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATEND AND VOTE ON A POLL ON HIS/ HER BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A proxy shall be sent in the form enclosed and in order to be effective must reach the registered office of the Company at least **FORTY-EIGHT HOURS** before the scheduled time of the meeting. Proxies submitted on behalf of the companies, societies, etc must be supported by appropriate resolution/ authority as applicable.
3. A person can act as proxy on behalf of members not exceeding Fifty in number and holding in aggregate not more than 10% of total share capital of the Company carrying voting rights. However, a member holding more than 10% of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. **M/s. D R A & Co., Chartered Accountants, Firm Registration No. 006476N, were appointed as Statutory Auditors of the Company from conclusion of 38th Annual General Meeting till conclusion of 43rd Annual General Meeting of the Company, subject to ratification at every Annual General Meeting of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors. The Ministry of Corporate Affairs (MCA) vide its circular dated 7th May 2018 notified various sections of the Companies (Amendment) Act, 2017, thereby modifying Section 139 of Companies Act, 2013. Accordingly, the requirement for ratification of appointment of Statutory Auditors by the shareholders at every Annual General Meeting has been omitted, hence no such resolution is proposed at this Annual General Meeting.**
5. A copy of the Financial Statements of the Company for the Financial Year ended 31st March 2020 together with the Auditors' and Directors' Reports thereon are enclosed.
6. Members are requested to write to the Company their query(ies), if any, on the accounts and operations of the Company at least 7 days before the meeting to keep the information ready at the meeting.
7. The Board of Directors has not recommended any Final Dividend for the Financial Year ended on 31st March, 2020.
8. Securities and Exchange Board of India ("SEBI") has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS) / National Electronic Clearing Service (NECS) /Real Time Gross Settlement (RTGS)/ Direct Credit, etc.

Members holding shares in electronic mode are therefore requested to furnish their Bank particulars in which they wish to receive dividend, through their Depository Participants (DPs). Members holding shares in physical form, if any, and desirous of availing the NECS / ECS facility, are requested to update their Bank particulars by sending it to the Company's Registrar and Share Transfer Agent, M/s. KFin Technologies Private Limited ("RTA"), directly for instant credit of dividend and other cash entitlements.

The Company or RTA cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the DPs of the Members. Further instructions, if any, already given by them in respect of shares held in physical form, if any, will not be automatically applicable to shares held in the electronic mode.
9. SEBI vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all Members holding shares in physical form. Therefore, the Members are requested to submit their PAN and Bank Account details to the 'Secretarial and Compliance Department' of the Company at the Corporate Office or to RTA of the Company. In this regard, the Members are requested to submit a duly signed letter along with self-attested copy of PAN Card(s) of all the Registered Members (including joint holders). Members are also requested to submit original cancelled cheque bearing the name of the sole / first holder. In case of inability to provide the original cancelled cheque, a copy of Bank Passbook / Statement of the sole / first holder duly attested by the Bank, not being a date earlier than one month may be provided. Members holding shares in demat form are requested to submit the aforesaid documents to their respective Depository Participant(s).
10. Shareholders of the Company are informed that pursuant to the provisions of Section 124(5) of the Companies Act, 2013, the amount of dividend which remains unpaid/ unclaimed for a period of 7 consecutive years is required to be transferred to the 'Investor Education and Protection Fund' (IEPF) constituted by the Central Government.

Accordingly, unpaid/unclaimed dividend for the year 2012-2013 is due to be transferred to IEPF.

Shareholders whose amount has been transferred to IEPF as above may claim refund from IEPF in accordance with provisions of the Companies Act, 2013 and rules made thereunder. Further, pursuant to the provisions of Section 124 of the Companies Act, 2013, and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, all shares in respect of which dividend has not been paid or claimed by the Shareholders for seven consecutive years, the Company is required to transfer such Equity Shares of the members to the Demat Account of the IEPF. Accordingly, 38659 Equity Shares of ₹ 2/- each belongings to Shareholders whose dividend was not encashed for consecutive seven years from 2012-2013 is due to be transferred to IEPF, data of which are available on website of the Company. The Company sent a communication to all shareholders concerned and had also published a Notice in the leading Newspaper, viz, Business Standard (both in English and Vernacular language), with respect to the formalities and process of such transfers.

11. Members are informed that once the unclaimed / unpaid dividend is transferred to the designated account of IEPF and shares are transferred to the Demat Account of the IEPF Authority, no claim shall lie against the Company in respect of such dividend / shares. The eligible Members are entitled to claim such unclaimed / unpaid dividend and shares including benefits, if any, accruing on such shares from the IEPF Authority by making an application in prescribed Form IEPF-5 online and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents at the Corporate Office of the Company for verification of their claim. Relevant details and the specified procedure to claim refund of dividend amount / shares along with an access link to the refund webpage of IEPF Authority's website for claiming the dividend amount / shares has been provided on the Company's website, i.e., www.mirza.co.in under the "Investor Relations" category.
12. All members who have either not received or have not yet encashed their dividend warrant(s) for the Financial Year ended 31st March, 2013 till the Financial Year ended 31st March, 2019 are requested to write to the Company's Registrar and Share Transfer Agent i.e. M/s KFin Technologies Private Limited, at Selenium Tower B, 6th Floor, Plot No. 31-32 Gachibowli Financial District, Nanakramguda, Hyderabad- 500 032 for obtaining duplicate dividend warrant without any further delay.
13. During the Financial Year ended 31st March, 2020, the Company has deposited a sum of ₹ 9,77,864.50/- (Nine lakh Seventy Seven Thousand Eight Hundred

Sixty Four Rupees and Fifty Paise only) into the specified bank account of the IEPF, Government of India, towards unclaimed / unpaid dividend for the Financial Year 2011-12. The due dates for transfer of the unclaimed / unpaid dividend relating to subsequent years to IEPF are as follows:

FINAL / INTERIM DIVIDEND FOR THE FINANCIAL YEAR ENDED	DUE DATE FOR TRANSFER TO IEPF
31 st March, 2013 (Final)	27/10/2020
31 st March, 2014 (Final)	25/10/2021
31 st March, 2015 (Final)	28/10/2022
31 st March, 2016 (Final)	28/10/2023
31 st March, 2017 (Final)	27/10/2024
31 st March, 2018 (Final)	26/10/2025
31 st March, 2019 (Final)	17/10/2026
12 th February, 2020 (Interim)	12/03/2027

14. Members holding shares in physical form, if any, and desirous of making a nomination or cancellation/variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit the prescribed Form No. SH.13 to the Registrar and Transfer Agent of the Company for nomination and Form No. SH.14 for cancellation/variation as the case may be. Shareholders holding shares in demat form are also advised to avail nomination facility by submitting the prescribed form to their respective Depository Participants.
15. Pursuant to General Circulars Nos. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by Securities and Exchange Board of India ("SEBI Circular"), Notice of the AGM along with the Annual Report for the FY 2019-20 are being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report for the FY 2019-20 are also available on the Company's website www.mirza.co.in and on websites of Depositories and Stock Exchanges.
16. As required under Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the relevant information in respect of Directors seeking appointment/re-appointment at the Annual General Meeting is provided herein below and forms a part of this Notice.
17. Members holding shares in physical mode are requested to immediately notify any change in their address along with self-attested copy of address proof i.e. Aadhaar Card / Electricity Bill / Telephone Bill /



Driving License / Passport / Bank Passbook particulars to the Company or its RTA and in case their shares are held in dematerialized mode, this information should be notified / submitted directly to their respective DPs.

- 18. As required under SS-2 issued by ICSI, a route map, including a prominent landmark, showing directions to reach the AGM venue is annexed and forms part of this Notice.
- 19. The Company has designated an exclusive e-mail ID “priyanka.pahuja@redtapeindia.com” for redressal of shareholders’ complaints / grievances.
- 20. In all correspondence with the Company, Members holding shares in physical mode are requested to quote their Folio numbers and in case their shares are held in the dematerialized mode, Members are requested to quote their DP Id and Client Id.
- 21. All the documents as required under the Act and referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be available for inspection by the Members of the Company without payment of fees at the Corporate Office of the Company at A-7, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi - 110044 on any working day between 10.00 A.M. to 05.00 P.M. till the date of the AGM and shall also be available at the venue of the AGM.

22. Voting through Electronic Means:

- i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and MCA Circulars, the Company is pleased to provide its Members, facility to exercise their right to vote on resolutions proposed to be passed at the meeting by electronic means. The Members may cast their votes using electronic voting system from a place other than the venue of the meeting (‘remote e-voting’). The facility for voting through ballot paper will also be made available at the Annual General Meeting (AGM) and the Members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM, may attend the AGM, but shall not be entitled to cast their votes again.
- ii. The Company has engaged the services of KFin Technologies Private Limited (KFintech) as the Authorised Agency to provide e-voting facilities.
- iii. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the

members/beneficial owners as on the cut-off date i.e. on close of business hours of Friday, 11th December, 2020.

- iv. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. on close of business hours of Friday, 11th December, 2020 only shall be entitled to avail the facility of remote e-voting/ballot.
- v. Any person who becomes a Member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. on close of business hours of Friday, 11th December, 2020, may contact KFintech to obtain User ID and password to vote on the resolution set out in the Notice through remote e-voting procedure.
- vi. Members are requested to carefully read the instructions for remote e-voting before casting their vote.
- vii. The remote e-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for e-voting:

Commencement of e-voting	From 9:00 a.m. (IST) on Tuesday, 15 th December, 2020
End of e-voting	Upto 5:00 p.m. (IST) on Thursday, 17 th December, 2020

- viii. The instructions for remote e-voting are as under:
 - A. In case a Member receives an e-mail from KFintech [for members whose email ID are registered with the Bank/ Depository Participant(s)]:
 - a. Launch internet browser by typing the URL: <https://evoting.KFintech.com>.
 - b. Enter the login credentials (i.e. USER ID and Password). In case of physical folio, USER ID will be EVEN number followed by folio number. In case of Demat account, USER ID will be your DP ID and Client ID. However, if you are already registered with KFintech for remote e-voting, you can use your existing User ID and Password for casting your vote.
 - c. After entering the details appropriately, click on LOGIN.
 - d. 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.
- e. You need to login again with the new credentials.
 - f. On successful login, the system will prompt you to select the EVENT i.e MIRZA INTERNATIONAL LIMITED.
 - g. 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.
 - h. Shareholders holding multiple Folios/ Demat account shall choose the voting process separately for each Folios/ Demat Account.
 - i. 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).
 - j. Corporate/Institutional shareholders [i.e. other than individuals, HUF, NRI, etc] are required to send scanned copy [PDF/JPG Format] of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory[ies] who are authorized to vote, to the Scrutinizer through e-mail at ankit99900@gmail.com with a copy marked to evoting@KFintech.com.
 - k. 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)]
 - a. Remote E-voting Event Number (even), USER ID and Password is provided in E-voting Form.
 - b. Please follow all steps from Sl. No. (a) to (k) above to cast your vote by electronic means.
23. 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.KFintech.com> or contact Mrs. C Shobha Anand of KFin Technologies Private Limited at 040- 67162222 or at 18003454001(toll free).
 24. **General:**
 - i. In case, Members cast their votes exercising both the options i.e. voting through Electronic means (remote e-voting) and by means of ballot paper at the meeting, then votes cast through remote e-voting shall only be taken into consideration and treated valid whereas votes cast by means of ballot paper at the meeting, shall be treated as invalid.
 - ii. 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.
 - iii. The Board of Directors have appointed CS Ankit Misra, Company Secretary in Practice, (ACS No. 30650, CP No. 23471) as the Scrutinizer to scrutinize remote e-voting process and voting by ballot at the meeting in a fair and transparent manner.
 - iv. The Scrutinizer, after scrutinizing the votes cast at the meeting by ballot and through remote e-voting, will not later than forty eight hours of conclusion of the meeting, make a consolidated scrutinizer’s report and submit the same to the Chairman of the Company or a person authorised by him. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company www.mirza.co.in. The result shall simultaneously be communicated to the Stock Exchanges, where the Equity Shares of the Company are listed.
 - v. Subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting i.e. Friday, 18th December, 2020.



EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014 and Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Accountant for auditing the cost records of the Company and the remuneration payable to the said Cost Accountant is required to be ratified by the Shareholders of the Company.

Accordingly, on the recommendation made by the Audit Committee, the Board of Directors of the Company, in their meeting held on 14th September, 2020, appointed Mr. A.K. Srivastava, Cost Accountant to audit the cost records of the Company for the Financial Year 2020-2021 at a remuneration of ₹ 30,000/- per annum plus applicable tax and out of pocket expenses incurred in carrying out the said audit.

The aforesaid remuneration is required to be ratified by the Shareholders of the Company, therefore, the consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 4 of the accompanying Notice for ratification of the remuneration payable to the Cost Auditor for Financial Year 2020-2021.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution set out under Item No. 4 of the accompanying Notice.

Item No. 5

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Articles of Association of the Company and recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting held on 12th November, 2019 approved the appointment of CA Sanjiv Gupta ("CA Gupta") as an Additional Director to hold office of Independent Director, who shall hold office upto the date of this Annual General Meeting and is eligible to be appointed as Director of the Company.

The Company has received declaration from CA Gupta confirming that he meets the criteria of independence under the Act and Listing Regulations. Further, the Company has also received his consent to act as Director in terms of section 152 of the Act and declaration that he is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has also received notice in writing under the provisions of Section 160 of the Act from a member proposing his candidature for the office of Director of the Company.

In the opinion of the Board of Directors, CA Gupta fulfils the conditions specified in the Act and Listing Regulations for his appointment as Independent Director of the Company and is independent of the Management.

The Board upon receipt of recommendation from Nomination and Remuneration Committee considered that his association would be of immense benefit to the Company taking into account the external business environment, his business knowledge, core skills and experience and it is desirable to avail the services of CA Gupta as Independent Director, not liable to retire by rotation. Therefore, the Board recommends the resolution set forth in Item No. 5 of the accompanying Notice for approval of the members.

Except CA Gupta being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution set out under Item No. 5 of the accompanying Notice.

Brief Profile of CA Gupta forms part of this Notice. This Explanatory Statement may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) of ICSI regarding Directors seeking appointment/re-appointment**Mr. Rashid Ahmed Mirza**

Age	63 years
No. of shares held	13665520 Equity Shares
Qualification	Diploma in Leather Technology from Leather Sellers College, London
Brief Resume and Nature of his Expertise in specific functional areas	Mr. Rashid Ahmed Mirza possess a rich experience of around 41 years and played a pivotal role in the journey of Mirza International Limited and a seminal role in setting up of most modern tannery of the Country and manufacturing the leather of international standard. He is also experienced in handling customer relationship and successfully developed the market of leather and leather shoes in the International Market.
Terms of appointment/re-appointment alongwith details of remuneration	In accordance with the Special Resolution passed by the Shareholders of the Company through Postal Ballot dated 22 nd October, 2020.
Remuneration last drawn	As mentioned in the Corporate Governance Report
No. of Board Meetings attended during the year	As mentioned in the Corporate Governance Report
Name of listed entities in which the Directorship is held	Mirza International Limited
Chairman/Member of the Committees of Board of Listed Companies	<i>Chairman</i> CSR Committee Mirza International Limited
Relationships between directors inter-se	He is related to Mr. Shahid Ahmad Mirza, Mr. Tauseef Ahmad Mirza, Mr. Tasneef Ahmad Mirza and Mr. Shuja Mirza, Whole Time Directors of the Company.

Mr. Sanjiv Gupta

Age	52 years
No. of shares held	NIL
Qualification	Chartered Accountant
Brief Resume and Nature of his Expertise in specific functional areas	Mr. Sanjiv Gupta is a qualified Chartered Accountant, with industry experience of over two and a half decades. He is currently Director and Chief Operating Officer of Penguin Random House India. He has worked in a spectrum of industries viz.: automobiles, aerospace, electronics, business process outsourcing, agriculture, real estate and now publishing. Before joining Penguin, Mr. Sanjiv worked with Masonite Doors, Hines India, Bharti Group, Honeywell International, Allied Signal, Honda Cars and DCM Shriram Industries in various capacities.
Terms of appointment/re-appointment alongwith details of remuneration	NIL (Eligible for Sitting Fees only)
Remuneration last drawn (sitting fees)	As mentioned in the Corporate Governance Report
No. of Board Meetings attended during the year	As mentioned in the Corporate Governance Report
Name of listed entities in which the Directorship is held	Mirza International Limited
Chairman/Member of the Committees of Board of Listed Companies	<i>Member</i> Audit Committee Mirza International Limited
Relationships between directors inter-se	NONE

MIRZA INTERNATIONAL LIMITED

CIN: L19129UP1979PLC004821

Registered Office: 14/6 Civil Lines, Kanpur-208001

Phone: +91-512-2530775

E-mail: priyanka.pahuja@redtapeindia.com; **Website:** www.mirza.co.in

ATTENDANCE SLIP

The Folio No. and Name(s) of the Member(s) is / are to be furnished below in block letters:

Folio No..... No. of Shares held

Client ID DP ID

Full Name(s) of Member / Joint Members

1..... 2.....

3..... 4.....

Full Name of the Proxy if attending the meeting

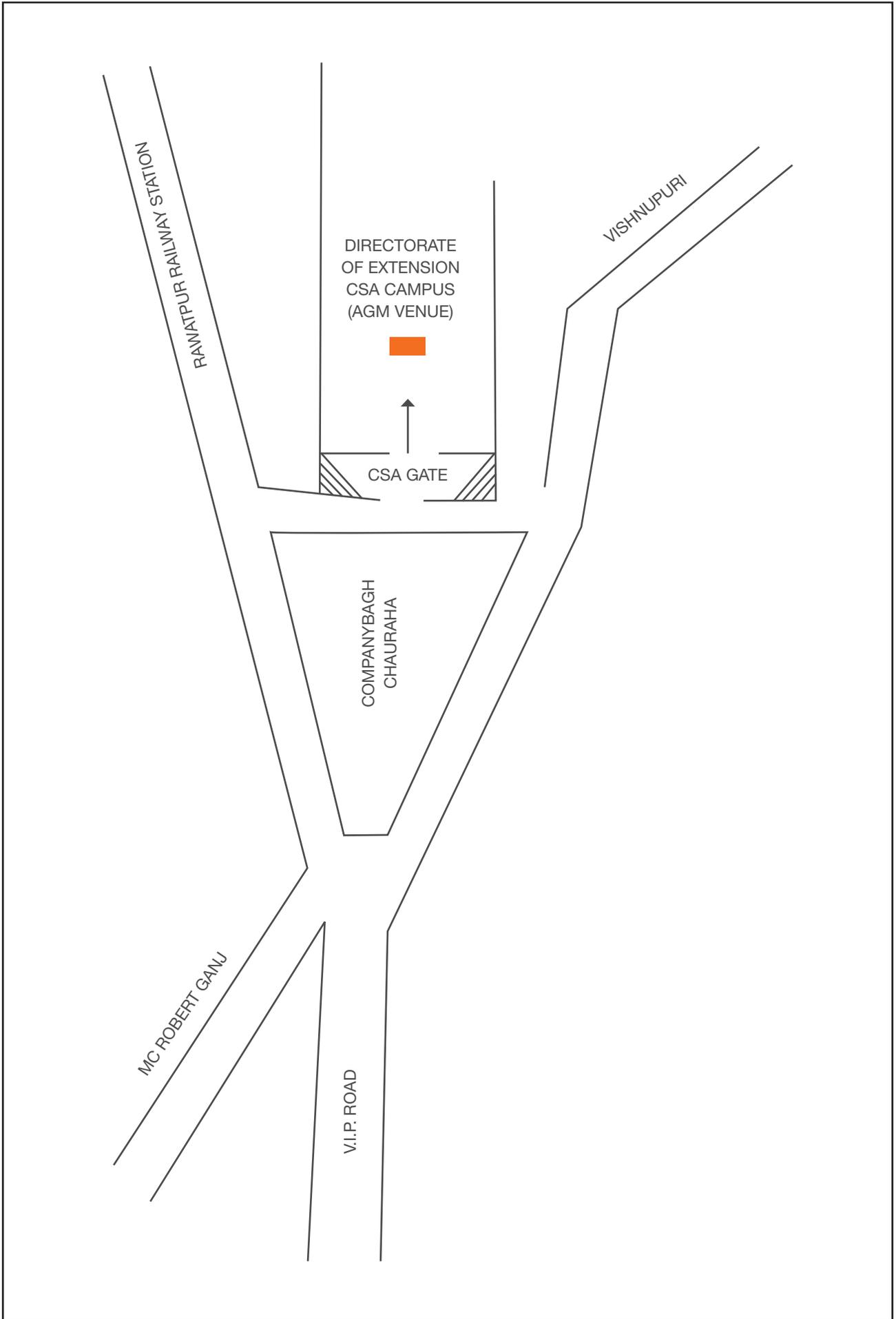
I hereby record my presence at the 41st Annual General Meeting of the Company held at the Auditorium of Extension, Chandra Shekhar Azad (CSA) University of Agriculture and Technology, Nawabganj, Kanpur- 208002 on Friday, the 18th December, 2020 at 11:00 a.m.

.....

Signature of the Member / Joint Members / Proxy attending the meeting

Please complete this attendance slip and hand it over at the entrance of the meeting hall.

ROUTE MAP OF THE AGM VENUE





MIRZA INTERNATIONAL LIMITED

CIN: L19129UP1979PLC004821

Registered Office: 14/6 Civil Lines, Kanpur-208001

Phone: +91-512-2530775

E-mail: priyanka.pahuja@redtapeindia.com; Website: www.mirza.co.in

Form No. MGT-11

PROXY FORM

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

Name of the member(s)	
Registered Address	
E-mail ID	
Folio No./ Client ID &DP	

I/We, being the member(s) of shares of the above named Company, hereby appoint:

- Name:..... Address:.....
E-mail Id:..... Signature:.....,or failing him/her
- Name:..... Address:.....
E-mail Id:..... Signature:.....,or failing him/her
- Name:..... Address:.....
E-mail Id:..... Signature:....., as my/our

proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 41st Annual General Meeting of the Company, to be held at the Auditorium of Extension, Chandra Shekhar Azad (CSA) University of Agriculture and Technology, Nawabganj, Kanpur- 208001 on Friday, the 18th December, 2020 at 11:00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Number of shares	For	Against
1.	To consider and adopt: The Audited Financial Statements of the Company for the financial year ended 31 st March 2020 alongwith the reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended 31 st March 2020 and Auditors' Report thereon			
2.	To appoint a Director in place of Mr. Rashid Ahmed Mirza (DIN 00049009) who retires by rotation and, being eligible, offers himself for re-appointment			
3.	Ratification of the Remuneration payable to Cost Auditor			
4.	Appointment of Mr. Sanjiv Gupta as an Independent Director of the Company			

Signed this.....day of.....2020

Signature of Shareholder:.....

Signature of Proxy holder(s):.....

Affix
Revenue
Stamp
₹1/-

Note:

- The Proxy to be effective should be deposited at the Registered office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- A Proxy need not be a member of the Company.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
- In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.

REED TAPE



AIR+