

NINETEENTH

ANNUAL

REPORT

1997-98



MIRZA

TANNERS

LIMITED

Oakridge

Red
Tape



Our Chairman & Managing Director, Mr. Irshad Mirza received a trophy for the BEST PERFORMANCE among Leather Footwear Exporters from Hon'ble Shri Murasoli Maran, the then Union Minister for Industries



Our Director, Mr. Tauseef Ahmad Mirza received a trophy for promoting OAKRIDGE brand in the International Footwear Market from Hon'ble Shri Murasoli Maran, the then Union Minister for Industries



MIRZA TANNERS LIMITED

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

NOTICE

NOTICE is hereby given that the Nineteenth Annual General Meeting of the members of MIRZA TANNERS LIMITED will be held on Thursday, the 13th August, 1998 at 1.00 P.M. at Hotel Landmark, 10, Mall Road, Kanpur to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as on 31st March, 1998 and the Profit & Loss account for the year ended on that date together with the reports of Directors and Auditors thereon.
2. To declare a dividend on preference and equity shares.
3. To appoint Director in place of Mr. Kuruvila Kuriakose who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Director in place of Mr. Tauseef Ahmad Mirza who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint Director in place of Dr. Yashveer Singh who retires by rotation and being eligible offers himself for re-appointment.
6. To appoint Auditors and fix their remuneration and to consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s. Khamesra Bhatia & Mehrotra, Chartered Accountants of Kanpur, the retiring Auditors, be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting on such remuneration etc. as may be fixed by the Board of Directors of the Company."

By Order of the Board
For MIRZA TANNERS LIMITED
S. K. BAJPAI
Company Secretary

Place: Kanpur
Date : 30th May, 1998

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. The Register of Members and Share Transfer Books will remain closed from Saturday, 1st August '98 to Saturday, 8th August '98 (both days inclusive).
3. The copies of the relevant documents can be inspected at the registered office of the Company on any working day between 10.30 A.M. to 12.30 P.M. upto the date of A.G.M. or any adjournment thereof.

4. Pursuant to Section 205 of the Companies Act, 1956, the Unpaid Dividend for the financial year 1994-95 will be deposited with the Central Govt. in the month of October 1998. Therefore, the members who have not claimed the dividend for the year 1994-95 are requested to apply to the Company for the payment of dividend before 15.09.98.
5. Members are requested to notify the change in their addresses to the Company's Registrar & Share Transfer Agent i.e. Karvy Consultants Ltd. and always quote their Folio Numbers in all correspondence with the Company.
6. With a view to serve the Members better and for administrative convenience, an attempt has been made to consolidate the multiple folios. Members who are still holding shares in identical names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.



MIRZA TANNERS LIMITED

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

ATTENDANCE SLIP

Name of Shareholder/Proxy*

Folio No.....

No. of Shares Held.....

I hereby record my presence at the 19th Annual General Meeting held at Hotel Landmark, Kanpur on Thursday, the 13th day of August, 1998 at 1.00 P.M.

Signature of the Shareholder/Proxy*.....

*Strike out whichever is not applicable

Note : Please hand over the slip at the entrance of the Meeting venue.

.....(TEAR HERE).....

MIRZA TANNERS LIMITED

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

PROXY FORM

I/We.....
 of.....being a Member(s) of
 MIRZA TANNERS LIMITED hereby appoint Mr./Mrs.....
 of.....
 or failing him.....of.....
 in the district of.....as my/our proxy
 to attend and vote for me/us on my/our behalf at the 19th Annual General Meeting of the Company to be held on Thursday, the 13th day of August, 1998 at 1.00 P. M. at Hotel Landmark, Kanpur and at any adjournment thereof.

Signed at.....this.....day of.....1998.

Folio No.

No. of Shares Held

Affix a
 Re. 1/-
 Revenue
 Stamp

(Signature)

Notes : 1. The proxy need not be a member.

2. The form of proxy, duly signed across the revenue stamp should reach Registered Office of the Company, not less than 48 hours before the time fixed for the meeting

.....(TEAR HERE).....

MIRZA TANNERS LIMITED

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

Dear Shareholder(s),

We have observed instances of multiple folios with identical names. With a view to serve you better and for our administrative convenience, we have attempted to consolidate your holdings to one folio. In case you are still holding shares in multiple folios, kindly intimate the Company's Registrar & Share Transfer Agent, M/s. Karvy Consultants Ltd., 21 Road No.4, Street No.1, Hyderabad by returning this form duly filled in alongwith the Share Certificates.

Folio No.

Name of the Holder(s).....

No. of Shares.

Share Certificate No(s).....

The Shares may be consolidated to Folio No.....
 (Indicate one of the Folio Nos. mentioned above).

PLEASE SEND BY RETURN POST

(Signature of First/Sole holder)





MIRZA TANNERS LIMITED

BOARD OF DIRECTORS

IRSHAD MIRZA, *CMD*
 RASHID AHMAD MIRZA, *Jt. MD*
 KURUVILA KURIAKOSE
 Dr. YASHVEER SINGH
 SHAHID AHMAD MIRZA
 PASHUPATI NATH KAPOOR
 TAUSEEF AHMAD MIRZA
 QAZI NOORUL SALAM
 TASNEEF AHMAD MIRZA
 N. P. UPADHYAY
 MOHD. ASLAM KHAN

COMPANY SECRETARY

S. K. BAJPAI

AUDITORS

M/s. KHAMESRA BHATIA & MEHROTRA,
CHARTERED ACCOUNTANTS,
 KANPUR.

BANKERS

PUNJAB NATIONAL BANK,
 THE MALL, KANPUR.

REGISTERED OFFICE

14/6, CIVIL LINES,
 KANPUR-208001.

CORPORATE & MARKETING OFFICE

B-548, NEW FRIENDS COLONY,
 NEW DELHI-110 065

WORKS

KANPUR - UNNAO LINK ROAD,
 MAGARWARA UNNAO-209801.
 KANPUR - UNNAO LINK ROAD,
 SAHJANI, UNNAO-209801.
 104-106, B. M. MARKET, JUHI, KANPUR.

REGISTRARS & SHARE TRANSFER AGENTS

M/s. KARVY CONSULTANTS LTD.
 CORPORATE OFFICE : 21, ROAD NO. 4
 STREET NO. 1, BANJARA HILLS,
 HYDERABAD-500 034



MIRZA TANNERS LIMITED

CONSISTENT PERFORMANCE

(Rs. in Lacs)

	1997-98	1996-97	1995-96	1994-95	1993-94	1992-93	1991-92	1990-91	1989-90	1988-89
For the year										
Gross Income	9379	6179	4440	2930	2399	1307	1043	1159	591	333
Gross Profit	1329	856	816	537	421	127	91	286	29	20
Profit before tax	1190	654	750	501	391	105	73	261	20	13
Profit after tax	1181	570	728	475	359	98	68	252	19	13
Dividend	*354	160	122	86	19	8	25	6	—	—
* Includes Rs. 28 lacs on Pref. Shares										
At the end of the Year										
Equity	814	814	406	406	305	95	42	21	18	15
Net Worth	*3994	3203	2806	2172	795	456	366	305	56	34
* Excluding Pref. Share Capital										
Gross Fixed Assets	3218	2681	1877	1164	565	414	313	236	121	99



MIRZA TANNERS LIMITED

DIRECTORS' REPORT

The Directors of your Company have pleasure in presenting the Nineteenth Annual Report together with Audited Accounts of the Company for the year ended 31st March, 1998.

1. FINANCIAL RESULTS

(Rs. in Lacs)

	1997-98	1996-97
Gross Income	9,379	6,179
Gross Profit	1,316	755
Less : Depreciation	126	101
Profit Before Tax	1,190	654
Less : Provision for Tax	9	84
Profit after Taxation	1,181	570
Appropriations		
Dividend – Pref. Shares	28	—
– Equity Shares	326	160
Corporate Dividend Tax	35	16
Transfer to General Reserve	150	100

2. PERFORMANCE OF THE COMPANY

During the year under review your Company has made significant improvement in its performance. The Company has achieved a gross income of Rs. 9,379 Lacs as compared to Rs. 6,179 Lacs in the previous year representing a growth of 52 percent. The Gross Profit increased from Rs. 755 Lacs to Rs. 1,316 Lacs showing an increase of 74 percent. Net Profit for the year has also increased to Rs. 1,181 Lacs against Rs. 570 Lacs in the previous year, registering a growth of 107 percent.

3. DIVIDEND

Your Company has already paid a dividend of Rs. 28 Lacs on pro-rata basis upto 31.3.98 on Redeemable Preference Shares issued to Punjab National Bank and Industrial Development Bank of India. Interim Dividend of Rs. 4 per share was paid on the Equity Shares during March 1998 absorbing Rs. 3,25,82,400/- against Rs. 3.50 per share paid on pro-rata basis in the previous year. Considering additional funds requirement for the ongoing

expansion programmes, your directors have considered to conserve the financial resources and, therefore, recommend that the Interim dividend already paid be considered as dividend for the year.

4. EXPORT

Your Company has achieved an all time record export earning of Rs. 8,199 Lacs as compared to Rs. 5,529 Lacs in the previous year registering a growth of 48 percent. As a result of proper marketing strategy adopted in the earlier years, your Company could achieve and maintain an impressive growth in export when all India Footwear Exports have shown a declining trend. In order to develop new export markets, our associate Company MCF Trading (UK) Ltd., has established an office and design studio in South Africa through a subsidiary.

5. EXPORT AWARDS

During the year, your Company has received a Trophy for the BEST performance among leather footwear exporters and another Trophy for promoting OAKRIDGE brand in the international footwear market, from Council for Leather Exports (Ministry of Commerce).

6. FUTURE PROSPECTS

Your Company is putting up a new Shoe-Factory at Noida with a capacity of 10.5 Lacs pairs of Shoes per annum. Civil construction of the factory is progressing as per schedule. This factory with an investment of Rs. 18 Crores is scheduled to commence production by the last quarter of the year.

7. ISSUE OF REDEEMABLE PREFERENCE SHARES :

In order to finance a part of the cost of proposed New Shoe Factory, modernisation of Tannery and for improving Working Capital requirements, your Company has issued 5 Lacs, 13.5% Cumulative Redeemable Preference Shares of Rs 100/- each and 5 Lacs 13.25% Cumulative Redeemable Preference Shares of Rs. 100 each aggregating to Rs. 10 Crores.