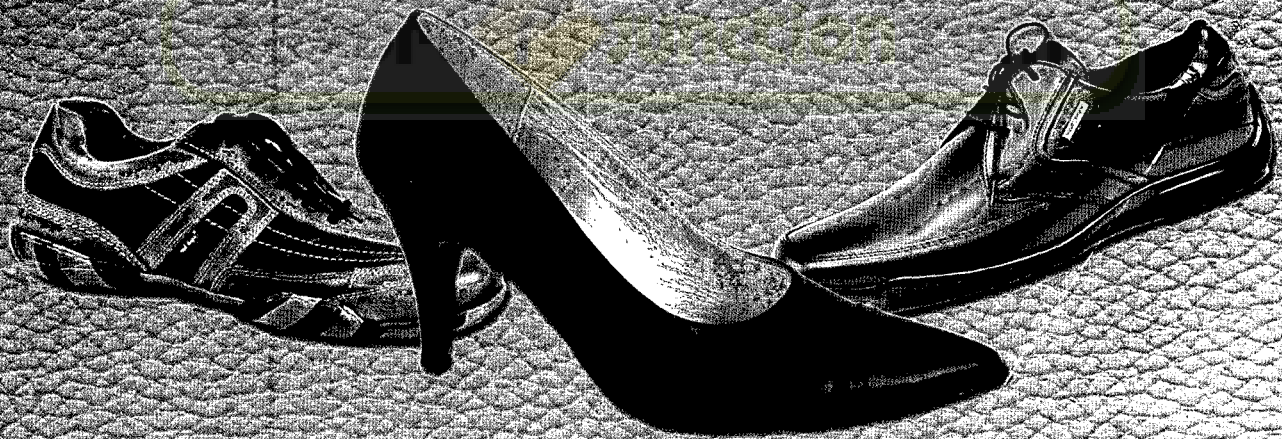


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MIRZA INTERNATIONAL LIMITED



Mr. Irshad Mirza receives the prestigious
DOYEN OF LEATHER INDUSTRY AWARD

Mr. Irshad Mirza, the Ex. Chairman, Council for Leather Exports and Member, Managing Committee of FIEO, is being awarded "DOYEN OF LEATHER INDUSTRY AWARD". Dr. Ashwini Kumar, Hon'ble Minister of State for Commerce & Industry, Government of India, presented this award in presence of other dignitaries. Mr. Mirza is the first exporter from Northern India to receive this prestigious award in recognition of his yeomen services and his rich contribution to the development of Indian Leather and Leather Products Industry.

**MIRZA INTERNATIONAL LIMITED**

(Formerly Mirza Tanners Limited)

Board of Directors

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. Tasneef Ahmad Mirza, *Whole-time Director*
 Mr. N.P. Upadhyay, *Whole-time Director*
 Dr. Yashveer Singh
 Mr. Pashupati Nath Kapoor
 Mr. Qazi Noorus Salam
 Mr. Sudhindra Jain
 Mr. Subhash Sapra
 Mr. Islamul Haq

Company Secretary

Mr. D.C. Pandey
G.M. (Accounts) & Company Secretary

Auditors

M/s. Khamesra Bhatia & Mehrotra,
Chartered Accountants

Cost Auditors

Mr. A.K. Srivastava
Cost Accountant

Secretarial Auditors

M/s. Savita Jyoti Associates
Company Secretaries

Bankers

Punjab National Bank,
 The Mall, Kanpur

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

Registrar & Share Transfer Agents

M/s Karvy Computershare Pvt. Ltd.
 17-24, Vittal Rao Nagar, Madhapur
 Hyderabad – 500 081

Website

www.mirza.co.in

E-mail ID for Investors

dcpandey@redtapeindia.com


MIRZA INTERNATIONAL LIMITED

(Formerly Mirza Tanners Limited)

AWARDS & CERTIFICATIONS

NAME OF AWARD	YEAR	PRESENTED BY
1. Doyen of Leather Industry Award to Mr. Irshad Mirza, (Chairman) for development of Leather Industry	2007-08	Council for Leather Exports
2. Export Award for Overall Export & Plaque (First Prize) for Footwear Export	2006-07	Council for Leather Exports
3. Best Exporter & Award for Excellence	2005-06	Government of U.P.
4. Award for Excellence	2004-05	Government of U.P.
5. Shoppers' Stop Pinnacle Awards	2006	Best Brand – Footwear
6. Shoppers' Stop Pinnacle Awards	2007	Best Brand – Footwear
7. BVMSR III Consumer Awards	2007	Category : Fashion & Specialities – Shoes
8. Dun & Bradstreet American Express Corporate Award	2006	Dun & Bradstreet American Express
9. Excellence Award for Innovative Export Marketing	2005	Merchants' Chamber U.P.
10. Certificate of Merit	2005-06	National Productivity Council
11. Best Overall Export Award Gold Trophy	2004-05	Council for Leather Exports
12. Best Export Performance Award in Leather Footwear (Above \$ 15 Million)	2004-05	Council for Leather Exports
13. Best Export Award	2004-05	Indian Footwear Components Manufactures Association
14. Export Promotion Award	2004-05	Export Promotion Bureau, Govt. of U.P.
15. Brand Promotion Award for "Red Tape & Oaktrak" Brand	2004-05	Council for Leather Exports
16. IFCOMA Excellence Award for greatest contribution towards Indian Footwear Industry	2004	Indian Footwear Components Manufacturer Association
17. PNB Expo Gold Card Award in recognition of outstanding Export performance	2004 for 3 years	Punjab National Bank
18. Award for Best Performance Silver Trophy (Overall Export)	2003-04	Council for Leather Exports
19. Export Award (1st Prize)	2002-03	Export Promotion Bureau, Govt. of U.P.
20. National Integration Award	2001	Janyog Newspaper
21. State Export Award (1st Prize)	1999-2000	Export Promotion Bureau, Govt. of U.P.
22. Samman / Award	1998-99	Central Excise & Customs, Govt. of India
23. Best Export Performance in Finished Leather	1998-99	Council for Leather Exports
24. Certificate of Merit for Leather Footwear (Above \$ 5 Million)	1998-99	Council for Leather Exports
25. Certificate of Merit for Finished Leather (US \$ 1 Million to 5 Million)	1998-99	Council for Leather Exports

**MIRZA INTERNATIONAL LIMITED**

(Formerly Mirza Tanners Limited)

Chairman's Message

**Mr. Irshad Mirza, Chairman**

Dear Shareholders,

The year 2008-09 was an year of high volatility for the entire global economy when the global turmoil fuelled by the sub-prime crisis, failure of the major financial institutions in the USA and higher interest rates took toll of the economies round the globe. Even the Indian Economy was not the one which left out unaffected but it still managed a growth of around 7% next only to China. The bench-mark indices too tumbled to their lows with Sensex touching 8000 level after reaching ever high level of 21000.

The entire series of events leading to global recession has created new problems of unemployment, reduced consumer spending and falling GDP. To counter the negative fallout of the global slowdown on the Indian economy, Government responded by providing three focused fiscal stimulus packages in the form of tax relief and increased expenditure on public projects along with RBI taking a number of monetary easing and liquidity enhancing measures. However, a lot more needs be done.

On a positive side, the recession has given us an opportunity to restructure our operations and implement several cost saving initiatives designed to streamline and maximise productive efficiency keeping the quality at the foremost.

The new Congress led UPA government at the Centre has come back to the power with renewed mandate for continuity, stability and prosperity focussing the need to provide required impetus to sustain 9% GDP growth in future. The attempts made by Hon'ble Finance Minister would lead to improve the living standard of the people and provide adequate purchasing power to the common people so as to trigger forces of demand in the economy. The Finance Minister's announcement to support Indian Industries to meet the challenges of recession and sustain the growth momentum in exports is an important landmark for the company.

MIL remains one of the Leading Footwear companies in India. The company recorded a gross turnover of Rs. 361.38 Crores during the year registering a robust growth of 13.5%, negating the effects of the global downturn. The net profit after tax remained at Rs. 5.36 Crores compared to Rs. 3.61 Crores. This shows the strong competitive advantages enjoyed by the company across the markets it operates. Further, our strong logistics network, relationships coupled with strong brand pull for our products gives us competitive edge.

The ambitious expansion programme chalked out by the company for building up shoe manufacturing unit has reached next level. The Unit V of the company on a mass piece of land in Unnao, U.P. having become operational, the construction activities at the newly acquired land in Greater Noida has begun. This will enhance value for our shareholders in the long run.

At the end, I would like to take this opportunity to express my gratitude to the Board of Directors, bankers, employees, suppliers and the shareholders and various government departments for their unstinted support and the confidence reposed on us.

With best wishes,

Irshad Mirza



MIRZA INTERNATIONAL LIMITED

(Formerly Mirza Tanners Limited)

DIRECTORS' REPORT

Dear Shareholders,

The Directors of your company have pleasure in presenting the Thirtieth Annual Report together with Audited Accounts of the company for the year ended 31st March, 2009.

FINANCIAL RESULTS

	(Rs. in Crores)	
	2008-2009	2007-2008
Gross Income	361.38	318.42
Profit before Interest, Depreciation & Taxes	33.66	30.26
Less: Interest	14.44	15.12
Less: Depreciation	10.11	8.98
Provision		
- Current Tax	2.75	1.88
- Deferred Tax	0.44	0.23
- Wealth Tax	0.06	0.06
- Fringe Benefit Tax	0.40	0.38
- Income Tax Previous Year	0.12	—
Profit after Tax	5.36	3.61
Appropriations		
Dividend – Equity Shares	1.85	2.78
Corporate Dividend Tax	0.32	0.60
Transfer to General Reserve	0.50	0.40

PERFORMANCE OF THE COMPANY

During the year, your company recorded a Gross Income of Rs. 361.38 Crores against Rs. 318.42 Crores in the previous year registering a significant growth of 13.5%. The operating profit before depreciation and interest has been Rs. 33.66 Crores as against Rs. 30.26 Crores in the previous year. After charging Interest of Rs. 14.44 Crores (Rs. 15.12 Crores), depreciation of Rs. 10.11 Crores (Rs. 8.98 Crores) and providing for tax Rs. 3.77 Crores (Rs. 2.55 Crores), the profit after tax for the year remained at Rs. 5.36 Crores compared to Rs. 3.61 Crore in the previous year.

Riding on the growth momentum acquired last year, the company ended the year on a positive note with exports turnover surpassing the Rupees 250 Crores mark and maintaining the domestic growth at 10% bucking the recessionary trend. Our sustained drive to invest strategically has been one of the key dimensions of our efforts to shape tomorrow. The company is passing through a crucial period when the strains on profit margins are high and the increasing competition backed by all round increase in labour costs and the recessionary trend have further added to the woes of the company. Baring this, the Company's resilience adduced by its strong ethics and brand image has helped company to outperform its counterparts. To meet the increasing demand for products, your company is

strategically scaling up its operations and the first phase of the ongoing expansion programme at Unnao has been successfully commissioned and the production at newly set up Unit V of the Company has started in full swing. The benefits of the capacity expansion will be reaped in the years to come.

Achieving high customer satisfaction is indeed very credible, specially in view of intensified competition, though your company continues to maintain leadership position in the leather segment and catering to high end markets. The company's offerings namely, RED TAPE & Oaktrack have a good presence in the market and have emerged as a premium leather footwear brands. To capitalise this, the "RED TAPE" branded garments have been launched which are redefining youth style statement. To add further, recently launched "RED TAPE GALS" for ladies is fast catching the eyes.

The company is aggressively marketing its products in the domestic market by consolidating its presence through retail outlets. The emphasis, now, is on increasing the volumes and individual profitability of the outlets already opened. Moreover, the company has also plans to increase its outlets to 200 over the next few years.

At Mirza, we believe in systematically and pro actively identifying opportunities for growth and invested in them, often ahead of time which has created value for us. At Mirza, we have always tried to outperform ourselves be it quality, cost or customer satisfaction and the ever increasing export turnover adduces this fact where the quality matters a lot.

DIVIDEND

Despite the pressure on profitability, the Board of Directors of your company are pleased to recommend a dividend of Re. 0.20 per Equity Share of Rs. 2/- each (10%) for the year ended 31st March 2009 subject to the approval of shareholders entailing a payment of Rs. 2.17 Crores for the year. The dividend, if approved, shall result in a payout of 40% of current year's profits and reflects the management's confidence in future and its resolve to keep the investors' interest at heart.

EXPANSION PROGRAMME

The company has embarked upon ambitious expansion programme by building large shoe manufacturing capacities at Unnao and Greater Noida in planned phases, which will take the present capacity of 4.0 million pairs/annum to 10.0 million pairs/annum over the next three years. In this direction, the first phase of expansion programme at Unnao has been successfully commissioned in a record time and the company has now moved on to the next phase by acquiring mass piece of land at Greater Noida. The construction activity has already begun thereat.

CLOSURE OF UNIT IV

During the year, the Company had closed down its small factory, Unit IV at Sector-5, Noida w.e.f. 21st April, 2008 to achieve the benefits of reorganization. This Unit of the Company is situated on a comparatively smaller size of plot where operations of the Company cannot be expanded to an economical/cost effective level on account of paucity of space. The closure of this Unit shall not be adverse to the overall production of the



MIRZA INTERNATIONAL LIMITED

(Formerly Mirza Tanners Limited)

Company as the expanded capacity of Shoe Unit was created in new Unit.

CORPORATE GOVERNANCE

Your Company is committed to good governance practices having the set of policies, processes and practices by which a company conducts its affairs in pursuit of its business goals. It encompasses everyone connected or affected by the activities of the corporation – from the board room to senior management to employees to all other stake holders which includes shareholders, lenders, suppliers and customers.

A separate report on Corporate Governance together with a certificate from Statutory Auditors confirming compliance with corporate governance requirements as stipulated in Clause 49 of the listing agreement with the stock exchanges has been annexed as part of this report.

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Structure and Developments

Leather Industry occupies a prominent place in the Indian Economy due to its massive potential for employment, growth and exports. The leather sector has been identified as a thrust sector for exports promotion in India. There has been increasing emphasis on its planned development aimed at optimum utilization of available raw-materials for maximizing the returns specially exports. During the past four decades, from the status of exporter of raw hides and semi finished leather, the country has now turned into a major importer of these goods. It is now the major supplier of value added goods like footwear, bags and travel accessories like belts and wallets. Recognizing the importance of leather sector, the government has initiated a number of measures including subsidy schemes aiming at accelerating growth over the coming years and competing with low price economies.

The export of leather and leather products for the first nine months of 2008-09 i.e., April-December 2008 touched US\$ 2,788.59 Million against the performance of US\$ 2,574.05 million in the corresponding period of last year, registering a positive growth of 8.34% in Dollar terms. In rupee terms, the export touched Rs. 1,24,741.90 Million against the previous year performance of Rs. 1,04,010.29 Million showing a positive growth of 19.93%. The exports of leather footwear and footwear components registered a significant increase of 19.77% by posting a record aggregate turnover of Rs. 49,067.52 Million compared to Rs. 40,966.84 Million in the previous year period.

Opportunities, Threats, Risks & Concerns

The Cost advantage enjoyed by our Chinese counterpart are no more shackles to the Company's performance thanks to various developments taking place in Chinese economy like increasing wage levels due to shortages of labour, stringent labour and environment laws, acute shortage of power, strengthening of Chinese Yuan which have impacted their costs by nearly 18-20% and have turned out to be positive signs for the Company. The various Incentive Schemes announced by the Govt. is also going to be a backup for the Company in the times to come. The increasing prices of inputs coupled with the lack of infrastructure facilities and the rise of low price economies like Vietnam, Bangladesh have posed a threat to the Indian players.

Outlook

The major chunk of India's Leather products exports belongs to footwear. The company is focussing on increasing the volumes in the domestic market and gaining a strategic foothold in the footwear segment by investing in R&D. The opportunities in the international markets are being explored and the products of the company are also gaining wider acclamation and acceptance in the domestic market.

Segment-wise Performance

The company's business segment is primarily Shoe Division and Tannery Division. During the year under review, the Shoe Division revenue was Rs. 328.56 Crores and Tannery Division revenue was Rs. 96.26 Crores.

Internal Control System and their Adequacy

The Company has a well established framework of internal controls in operation, including suitable monitoring procedures and self assessment exercises. An independent Internal Audit function reviews the Company's financial and operating controls at various locations.

The company's Risk Management framework ensures compliance with the provisions of Clause 49 of the Listing Agreement. Senior Management has ownership of key risks, their management and mitigation plans. The Board, through the Audit Committee, headed by a non-executive independent director, reviews the key risks; the internal control framework and the audit findings.

Discussion of financial performance with respect of operational performance

The Company's operations were almost at the same level as last year. However, profitability of the company was strained due to increase in cost of labour overheads and all major input items and adverse exchange rate movement. With the operationalization of Unit V of the company, the operations of the company will witness upsurge of turnover and further cost savings.

Foreign Exchange Risk Management

The practice of foreign exchange risk management is an area came into the spotlight due to the market volatility that has prevailed for some time. The Company's Treasury Committee performs the functions of evaluation of hedging strategies on ongoing basis and manages risks in accordance with the policies approved by the Board.

Human Resources

Human Resources forms an integral part of your Company's strategy for growth. On the Industrial Relations front, your company continued to enjoy cordial and harmonious relations with its employees and Unions. Your company had a staff strength of 1801 employees as on 31st March, 2009.

Certifications

Your company is a blue chip footwear company, certified for ISO-9001:2000 (Quality Management System), ISO-14001:2004 (Environmental Management System) and SA-8000:2001 (Social Accountability Management System), equipped with Labs accredited by SATRA Technology Centre (UK) and accorded Associate Membership by Footwear Design & Development Institute (Ministry of Commerce & Industry, Government of India).



MIRZA INTERNATIONAL LIMITED

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Corporate Social Responsibility

Corporate Social Responsibility has always been at the heart of the activities of your Company. The Company has been making humble contributions and taking meaningful measures to enrich the socio economic environment and living standard of the people around especially the backwards and economically weaker sections of the society. In addition to meeting all industrial requirements for the welfare of the workers, the company believes in keeping up the strong industrial relations maintained for the years.

Fixed Deposits

During the year, the Company has not accepted any fixed deposits. No amount on account of principal or interest on deposits was outstanding on the date of the Balance Sheet.

Exports

The year ended 31st March, 2009 proved yet another eventful for the company. On the exports front, your Company registered an impressive growth of around 15%. The total revenues from the exports was Rs. 289.26 Crores as compared to Rs. 251.30 Crores during the previous year. The share of branded shoes in export has shown a steady growth.

DOMESTIC SALES

Your Company enjoys leadership position in the segment in which its products are represented. Company's brand 'RED TAPE' enjoys customer's admiration and confidence and is one of the highest selling brand in Men's footwear market. Opportunities in Ladies footwear markets are also being explored successfully.

DIRECTORS

Mr. Prem Singh Khamesra stepped down from the post of Director of the company w.e.f. 30.07.2008 and Mr. Sudhindra Jain, a Practicing Chartered Accountant was appointed as Independent Director of the Company in the casual vacancy.

As per statute, Mr. Tasneef Ahmad Mirza, Mr. Pashupati Nath Kapoor and Mr. Qazi Noorus salam retire by rotation and being eligible, offer themselves for re-appointment.

AUDITORS

M/s Khamesra Bhatia & Mehrotra, Chartered Accountants, Auditors of the Company will retire at the conclusion of the forthcoming Annual General Meeting and being eligible offer themselves for the re-appointment.

AUDITORS' REPORT

The notes to the accounts referred in the Auditor's Report are self-explanatory and, therefore, do not call for any further comments on the Auditors' Report under Section 217(3) of the Companies Act, 1956. In respect of observations made by the Auditors in their report, the notes to accounts referred in the Auditors' Report, adequately explain the auditor's observation.

COST AUDIT

As per the Government directives, the company's Cost records in respect of Footwear for the year ended 31st March, 2009 are being audited by Cost Auditor, Mr. A K Srivastava, ACWA who was appointed by the Board with the approval of Central Government.

PARTICULARS OF EMPLOYEES

A Statement of Particulars of employees as specified under Section 217(2A) of the Companies Act, 1956 read with Companies [Particulars of Employees] Rules, 1975 as amended, is set out in the Annexure forming part of the Directors' Report.

SUBSIDIARY COMPANY

To explore the opportunities in the African Market, the company had initially setup Subsidiary namely, M/s MTL Trading (Proprietary) Limited, South Africa. Now the company having obtained enough insight into the logistics and retail market thereat, is keen to engage in marketing activities on its own. Hence, the company had disposed off its entire stake in the subsidiary during the year.

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

The particulars as prescribed under section 217(1)(e) of the Companies Act, 1956 read with Companies [Disclosure of Particulars in the report of Board of Directors] Rules, 1988, are set out in Annexure forming part of the Directors' Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 217(2AA) of the Companies Act, 1956 with respect to Directors' Responsibility Statement, it is hereby confirmed:

- i) That in the preparation of the annual accounts for the financial year ended 31st March, 2009, applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair picture of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- iii) That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) That the Directors had prepared the annual accounts for the financial year ended 31st March, 2009 on a 'going concern basis.

ACKNOWLEDGEMENTS

Your directors take this opportunity to express their gratitude to the bankers, employees, suppliers and the shareholders and various government departments for their unstinted support and the confidence they have placed in our ability to make MIL a great success.

For and on behalf of the Board

Place : New Delhi
Date : July 31, 2009

IRSHAD MIRZA
Chairman



MIRZA INTERNATIONAL LIMITED

(Formerly Mirza Tanners Limited)

3. Audit Committee :

The powers, role and terms of reference of the Audit Committee covers the areas as contemplated under Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956 besides other terms as may be referred by the Board of Directors. During the year, the Board reconstituted this committee twice w.e.f. 14th June, 2008 & 30th July, 2008. The present composition of Audit Committee consists of four directors namely: Mr. Sudhindra Jain as Chairman, Mr. P.N. Kapoor, Mr. Subhash Sapra, independent directors and Mr. Irshad Mirza, Executive Director as members. During the year, the Audit Committee met for four times i.e. on June 14, July 30, October 24, 2008 and January 27, 2009. The requisite Quorum was present at the committee meetings. Mr. P.S. Khamesra, CFO and Mr. A. K. Srivastava, Cost Auditor and representative of internal audit team were also present in the aforementioned audit committee meetings. The constitution of the committee and attendance at its meetings during the year are as under:

Name of Members	Total meetings held during the tenure of the member	Meetings attended
Mr. Sudhindra Jain (Chairman/Member w.e.f. 30/07/08)	2	2
Mr. P.N. Kapoor	4	4
Mr. Subhash Sapra (Chairman w.e.f. 14/06/08 to 30/07/08)	3	3
Mr. Irshad Mirza (w.e.f. 14/06/08)	3	3
Mr. Q.N. Salam (upto 30/07/08)	2	2
Dr. Yashveer Singh (Chairman / Member) (upto 14/06/08)	1	—

4. Share Transfer and Investors' Grievance Committee :

The committee looks into the redressing of shareholders' and investors' complaints like transfer of shares, non-receipt of balance sheet, dividend etc and the action taken by the company. The committee specifically works to assure timely redressal without any pendency. During the year, the Board reconstituted this committee twice w.e.f. 14th June, 2008 & 30th July, 2008. The present composition of the Committee consists of four directors namely: Mr. P.N. Kapoor as Chairman, Mr. Sudhindra Jain, Mr. Q.N. Salam, non-executive independent directors and Mr. Tasneef Ahmad Mirza, executive director as members. During the year, the Committee met for four times on June 14, July 30, October 24, 2008 and January 27, 2009. During the year, 49 complaints were received from the shareholders, which were replied/resolved to the satisfaction of the shareholders. The constitution of the committee and attendance at its meetings during the year are as under:

Name of Members	Total meetings held during the tenure of the member	Meetings attended
Mr. P.N. Kapoor (w.e.f. 14/06/08, Chairman w.e.f. 30/07/08)	3	3
Mr. Sudhindra Jain (w.e.f. 30/07/08)	2	2
Mr. Tasneef Ahmad Mirza (w.e.f. 14/06/08)	3	2
Mr. Q.N. Salam (Chairman w.e.f. 14/06/08 to 30/07/08)	3	3
Mr. Irshad Mirza (Chairman / Member upto 14/06/08)	1	1
Dr. Yashveer Singh (upto 30/07/08)	2	1
Mr. P.S. Khamesra (upto 14/06/2008)	1	1

5. Remuneration Committee :

The Remuneration Committee comprising of independent directors recommends to the Board, the compensation terms of Executive Directors and its responsibilities include: a) Framing and implementing on behalf of the Board and on behalf of the shareholders, credible and transparent policy on remuneration of Executive Directors; b) Considering, approving and recommending to the Board the changes in designation and increase in salary of the Executive Directors; c) Ensuring that remuneration policy is good enough to attract, retain and motivate the Directors; d) Bringing about objectivity in determining the remuneration package while striking a balance between the interest of the company and the shareholders. During the year, the Board reconstituted this committee twice w.e.f. 14th June, 2008 & 30th July, 2008. The present composition of the Committee consists of four directors namely: Mr. Q.N. Salam as Chairman, Mr. P.N. Kapoor, Mr. Subhash Sapra, Mr. Islamul Haq, Non-Executive Independent Directors as members. During the year, the Committee met for three times on June 14, October 24, 2008 and January 27, 2009. The constitution of the committee and attendance at its meetings are as under:

Name of Members	Total meetings held during the tenure of the member	Meetings attended
Mr. Q.N. Salam (Chairman w.e.f. 30/07/08)	3	3
Mr. P.N. Kapoor (Chairman w.e.f. 14/06/08 to 30/07/08)	2	2
Mr. Subhash Sapra (Chairman upto 14/06/08)	3	3
Mr. Islamul Haq (w.e.f. 30/07/08)	2	2
Dr. Yashveer Singh (upto 30/07/08)	1	—



MIRZA INTERNATIONAL LIMITED

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6. Remuneration Policy :

The remuneration paid to the executive directors of the company is decided by the Board of Directors on the recommendation of the remuneration committee. 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:

1. Non-Executive Directors

Non-Executive Directors are paid sitting fees for attending the meetings of the Board of Directors within the prescribed limits. The Sitting fees paid to them for the year ended 31st March, 2009 is Rs. 2,40,000 detailed as : 1) Mr. Irshad Mirza - Rs. 20,000/-; 2) Mr. Q.N. Salam - Rs. 40,000/-; 3) Mr. P.N. Kapoor - Rs. 40,000/-; 4) Dr. Yashveer Singh - Rs. 30,000/-; 5) Mr. Subhash Sapra - Rs. 40,000/-; 6) Mr. Islamul Haq - Rs. 40,000/-; 7) Mr. Sudhindra Jain - Rs. 30,000/-.

2. Executive Directors

The 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 and the Central Government, to the board for their approval. As per terms of appointment, remuneration paid to the Directors during the year and approved by the remuneration committee is as under:

Name of the Directors	Designation	Salary Rs.	Medical Expenses Rs.	Other Perks Rs.	Total Rs.
Mr. Irshad Mirza	Chairman (Executive)	-	2,61,674	-	2,61,674
Mr. Rashid Ahmed Mirza	Managing Director	84,00,000	1,12,385	-	85,12,385
Mr. Shahid Ahmad Mirza	Whole-time Director	66,00,000	1,99,987	-	67,99,987
Mr. Tauseef Ahmad Mirza	Whole-time Director	78,00,000	1,14,008	-	79,14,008
Mr. Tasneef Ahmad Mirza	Whole-time Director	60,00,000	90,378	-	60,90,378
Mr. N.P. Upadhyay	Whole-time Director	18,00,000	3,911	-	18,03,911
Mr. P.S. Khamesra	Whole-time Director	8,00,000	-	-	8,00,000

Mr. Irshad Mirza, Chairman has been paid Guarantee Commission of Rs. 49,25,000/- in consideration of extending his personal guarantee for the Credit Facilities enjoyed by the Company from its bankers.

7. General Body Meetings :

The last three Annual General Meetings were held as under:

Year	Date	Type of Meeting	Venue	Time
2006-07	21.09.2006	Annual General Meeting	14/76, Merchants' Chamber of Uttar Pradesh, Kanpur	3:00 PM
2007-08	27.09.2007	Annual General Meeting	14/76, Merchants' Chamber of Uttar Pradesh, Kanpur	1:00 PM
2008-09	25.09.2008	Annual General Meeting	Auditorium of Council for Leather Exports, HBTI Campus, Nawabganj, Kanpur	11:00 AM

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

Date of Annual General Meeting	Particulars of Special Resolutions passed in the last three Annual General Meetings
21 st September, 2006	Approval for appointment of Mr. Shuja Mirza, relative of Directors to the Post of Vice President (Marketing).
27 th September, 2007	Approval for payment of remuneration to Managing Director & Whole-time Directors upto the limits of Rs. 1.00 Crores per annum.
25 th September, 2008	<ul style="list-style-type: none"> Appointment of Mr. Irshad Mirza as Chairman (Executive) of the Company for a period of 3 Years w.e.f. 1st October, 2008. Appointment and remuneration of Mr. Rashid Ahmed Mirza as Managing Director, Mr. Shahid Ahmad Mirza, Mr. Tauseef Ahmad Mirza & Mr. Tasneef Ahmad Mirza as whole-time directors for a period of 3 Years w.e.f. 1st October, 2008 subject to approval of Central Government. Appointment and remuneration of Mr. N.P. Upadhyay as whole-time director for a period of 3 Years w.e.f. 1st October, 2008.

8. Details of Resolution Passed Through Postal Ballot Process:

During the past financial year, the company had passed following resolution through Postal ballot: Ordinary resolution for authorising Board of Directors for sale of surplus assets of unit IV (closed) of the company located at Noida. Mr. Sanjay Gupta, F.C.S., Practising Company Secretary was appointed as scrutinizer by the Board of Directors at its meeting held on 30th July, 2008. Total No. of votes cast were 53438779 out of which 53437729 (99.99%) were in favour of resolution, ballots comprising 1000 shares were reject as invalid and the rest 50 were not in favour of resolution. There is no resolution to be passed through postal ballot process at the ensuing Annual General Meeting.