

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



## Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L19129UP1979PLC004821

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAECM3626M

(ii) (a) Name of the company

MIRZA INTERNATIONAL LIMITED

(b) Registered office address

A-71, Sector-136, Noida  
Noida  
Gautam Buddha Nagar  
Uttar Pradesh  
201301

(c) \*e-mail ID of the company

compliance@mirzaindia.com

(d) \*Telephone number with STD code

01207158766

(e) Website

www.mirza.co.in

(iii) Date of Incorporation

05/09/1979

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

☒ Yes ☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange Limited	1,024
2	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

L72400MH2017PLC444072

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road,  
Nav Pada, Kurla (West) Kurla

(vii) \*Financial year From date 01/04/2024 (DD/MM/YYYY) To date 31/03/2025 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2025

(c) Whether any extension for AGM granted ☐ Yes ☒ No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 3

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C2	Textile, leather and other apparel products	86.66
2	G	Trade	G1	Wholesale Trading	12.34
3	G	Trade	G2	Retail Trading	1

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given 3

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
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1	Genesis Brands Private Limited	U47713UP2024PTC209290	Subsidiary	100
2	RTS Fashion Limited		Subsidiary	100
3	Mirza (U.K.) Limited		Subsidiary	100

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	296,972,500	138,201,900	138,201,900	138,201,900
Total amount of equity shares (in Rupees)	593,945,000	276,403,800	276,403,800	276,403,800

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	296,972,500	138,201,900	138,201,900	138,201,900
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	593,945,000	276,403,800	276,403,800	276,403,800

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	368,587	137,833,313	138201900	276,403,800	276,403,800	
		+		+	+	
Increase during the year	0	69,500	69500	0	0	0
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	69,500	69500	0	0	0
Decrease during the year	69,500	0	69500	0	0	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	69,500	0	69500	0	0	
At the end of the year	299,087	137,902,813	138201900	276,403,800	276,403,800	
Preference shares						

<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify	0	0	0	0	0	
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	0	0	0	0	0	
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE771A01026

**(ii)** Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

☒ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

5,695,839,968

**(ii) Net worth of the Company**

4,637,840,927

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	98,499,282	71.27	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	98,499,282	71.27	0	0

**Total number of shareholders (promoters)**

10

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage



1.	Individual/Hindu Undivided Family				
	(i) Indian	36,082,167	26.11	0	
	(ii) Non-resident Indian (NRI)	984,426	0.71	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	1,500	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	154,453	0.11	0	
7.	Mutual funds	4,500	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	674,844	0.49	0	
10.	Others NBFC registered with RBI	1,800,728	1.3	0	
	<b>Total</b>	39,702,618	28.72	0	0

**Total number of shareholders (other than promoters)**

83,174

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

83,184

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

7

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
STATE STREET GLOBAL +	ONE LINCOLN STREET BOSTON M. +			106,855	0.08
AMERICAN CENTURY F +	4500 MAIN STREET KANSAS CITY M +			31,525	0.02
AMERICAN CENTURY F +	4500 MAIN STREET KANSAS CITY M +			9,808	0.01
QUADRATURE CAPITAL +	SUIT 7 GRAND PAVILION COMMER +			2,931	0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
COPTHALL MAURITIUS	C/O CIM CORPORATE SERVICES LT			2,409	0
AMERICAN CENTURY	4500 MAIN STREET KANSAS CITY M			663	0
BNP PARIBAS FINANCE	1 RUE LAFFITTE PARIS			262	0

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
**(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	8	10
Members (other than promoters)	87,825	83,174
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	4	0	4	0	71.27	0
<b>B. Non-Promoter</b>	1	6	1	5	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	6	0	5	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>5</b>	<b>6</b>	<b>5</b>	<b>5</b>	<b>71.27</b>	<b>0</b>

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

12

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Tauseef Ahmad Mirza	00049037	Managing Director	30,296,604	
Shahid Ahmad Mirza	00048990	Whole-time director	17,018,867	
Tasneef Ahmad Mirza	00049066	Whole-time director	30,074,444	
Faraz Mirza	02536109	Whole-time director	17,018,867	
Nirmal Sahijwani	10056433	Whole-time director	0	
Sanjiv Gupta	02240256	Director	0	
Saumya Srivastava	08206547	Director	0	
Sanjay Bhalla	00699901	Director	0	
Sabir Amin Ul Rahman	01548381	Director	0	
Subhash Chander Sap	00049243	Director	0	
Vadakke Elukkalyil Thc	ADAPC0759R	CFO	6,800	
Harshita Nagar	ARJPN2596E	Company Secretar	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

9

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Sabir Amin Ul Rahm	01548381	Director	28/05/2024	Appointment
Sabir Amin Ul Rahm	01548381	Director	27/07/2024	Change in Designation
Subhash Chander S	00049243	Director	27/07/2024	Appointment
Sanjay Bhalla	00699901	Director	09/08/2024	Re-appointment
Saumya Srivastava	08206547	Director	09/08/2024	Re-appointment
Sudhindra Kumar Ja	00189602	Director	18/09/2024	Cessation
Dr. Yashvir Singh	00049360	Director	18/09/2024	Cessation
Qazi Noorus Salam	00051645	Director	18/09/2024	Cessation
Sanjiv Gupta	02240256	Director	12/11/2024	Re-appointment

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	27/07/2024	85,373	41	71.92

### B. BOARD MEETINGS

\*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	28/05/2024	11	8	72.73
2	05/08/2024	13	11	84.62
3	29/10/2024	10	8	80
4	30/01/2025	10	8	80

### C. COMMITTEE MEETINGS

Number of meetings held

21

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	28/05/2024	4	4	100
2	Audit Committee	05/08/2024	4	4	100
3	Audit Committee	29/10/2024	4	4	100
4	Audit Committee	30/01/2025	4	3	75
5	Nomination and Remuneration Committee	28/05/2024	3	3	100
6	Nomination and Remuneration Committee	30/01/2025	3	2	66.67
7	Stakeholders Forum	30/01/2025	3	3	100
8	Risk Management Committee	04/07/2024	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
9	Risk Management Committee Meeting	29/10/2024	3	3	100
10	Risk Management Committee Meeting	30/01/2025	3	3	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								(Y/N/NA)
1	Tauseef Ahmad	4	4	100	14	14	100	
2	Shahid Ahmad	4	3	75	0	0	0	
3	Tasneef Ahmad	4	1	25	12	11	91.67	
4	Faraz Mirza	4	2	50	5	4	80	
5	Nirmal Sahijwan	4	4	100	11	11	100	
6	Sanjiv Gupta	4	3	75	10	10	100	
7	Saumya Srivastava	4	4	100	6	6	100	
8	Sanjay Bhalla	4	4	100	10	10	100	
9	Sabir Amin Ul	3	2	66.67	3	1	33.33	
10	Subhash Chandra	3	3	100	0	0	0	

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Tauseef Ahmad Mirza	Managing Director	26,700,000	0	0	802,774	27,502,774
2	Shahid Ahmad Mirza	Whole-time director	11,580,000	0	0	152,684	11,732,684
3	Tasneef Ahmad Mirza	Whole-time director	20,700,000	0	0	14,148	20,714,148
4	Faraz Mirza	Whole-time director	19,980,000	0	0	208,077	20,188,077
5	Nirmal Sahijwani	Whole-time director	2,568,000	0	0	293,561	2,861,561
	Total		81,528,000	0	0	1,471,244	82,999,244

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Vadakke Elukkalyil	CFO	3,952,800	0	0	406,754	4,359,554
2	Harshita Nagar	CS	1,176,600	0	0	93,671	1,270,271
	Total		5,129,400	0	0	500,425	5,629,825

Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sanjiv Gupta	Independent Director	0	0	0	40,000	40,000
2	Sanjay Bhalla	Independent Director	0	0	0	40,000	40,000
3	Saumya Srivastava	Independent Director	0	0	0	40,000	40,000
4	Sabir Amin Rahmar	Independent Director	0	0	0	20,000	20,000
5	Subhash Chandra S	Independent Director	0	0	0	20,000	20,000
6	Sudhindra Kumar J	Independent Director	0	0	0	20,000	20,000
7	Yashvir Singh	Independent Director	0	0	0	20,000	20,000
8	Q. N. Salam	Independent Director	0	0	0	10,000	10,000
	Total		0	0	0	210,000	210,000

## XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

- \* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

## XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

## XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

## XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Debabrata Deb Nath

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

8612

### I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

### Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

To be digitally signed by

Director

DIN of the director

00049037

To be digitally signed by

☒ Company Secretary

☐ Company secretary in practice

Membership number

Certificate of practice number

### Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

### List of attachments

FI1.pdf  
Committee Attendance.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**