

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 longterm shareholder 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, 2021, the Board of Directors of 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 Companies Act, 2013 (“**Act**”) and Regulation 17 of Listing Regulations which are as follows:

Category		Name of Directors
Executive Directors	Chairman, Managing Director	Mr. Rashid Ahmed Mirza
	Whole Time Directors	Mr. Shahid Ahmad Mirza
		Mr. Tauseef Ahmad Mirza
		Mr. Tasneef Ahmad Mirza
		Mr. Shuja Mirza
		Mr. Narendra Prasad Upadhyaya
Non-Executive Directors	Independent Directors	CA Sudhindra Kumar Jain
		Mr. Qazi Salam Noorus
		CA Saumya Srivastava
		Mr. Sanjay Bhalla
		Dr. Yashvir Singh
		CA Sanjiv Gupta

As on 31st March 2021, 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 2020-2021 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:

28th July, 2020, 14th September, 2020, 10th November, 2020 and 12th February, 2021.

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 2021, 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 31/03/2021		
			Directorships	Committee Memberships	Committee Chairmanships
Executive Directors					
Mr. Rashid Ahmed Mirza (Managing Director, Promoter)	4	No	-	-	-
Mr. Shahid Ahmad Mirza (Whole Time Director, Promoter)	2	Yes	-	-	-
Mr. Tauseef Ahmad Mirza (Whole Time Director, Promoter)	4	Yes	-	-	-
Mr. Tasneef Ahmad Mirza (Whole Time Director, Promoter)	2	Yes	1	-	-
Mr. Narendra Prasad Upadhyaya (Whole Time Director)	4	Yes	-	-	-

Mr. Shuja Mirza (Whole Time Director, Promoter Group)	4	No	-	-	-
Non-Executive Directors					
CA Sudhindra Kumar Jain (Independent Director)	3	Yes	-	-	-
Mr. Qazi Salam Noorus (Independent Director)	2	Yes	-	-	-
Dr. Yashvir Singh (Independent Director)	1	No	-	-	-
CA Saumya Srivastava (Independent Director)	4	No	-	-	-
Mr. Sanjay Bhalla (Independent Director)	4	Yes	-	-	-
CA Sanjiv Gupta (Independent Director)	3	Yes	-	-	-

Notes:

1. Non-Executive Directors do not hold any share in the Company as on 31st March, 2021 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 (Shareholders'/Investors' Grievance) 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 Sudhakar Jain	Mr. Qazi Salam Noorus	Dr. Yashvir Singh	CA Saumya Srivastava	Mr. Sanjay Bhalla	CA Sanjiv Gupta
Strategy	✓	-	✓	-	✓	-	✓	-	-	✓	-	✓
Business Administration & Management	✓	✓	✓	✓	✓	✓	✓	-	✓	✓	✓	✓
Corporate Governance	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Manufacturing	✓	✓	✓	✓	-	✓	-	-	-	-	-	-
Sales & Marketing	✓	✓	✓	✓	✓	-	-	-	-	-	-	-
Community Services	✓	✓	✓	✓	✓	-	✓	✓	✓	-	✓	-
Business	✓	✓	✓	✓	✓	✓	-	-	-	✓	✓	✓

Development												
Finance & Legal	✓	-	-	-	✓	✓	✓	✓	-	✓	-	✓
Global Vision	✓	-	✓	✓	✓	-	-	-	-	-	-	✓

The Board confirms that the Independent Directors fulfill the conditions specified in the Listing Regulations and are independent of the Management.

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
- Corporate Affairs 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 2020-2021, five Meetings of the Audit Committee were held on 24th July, 2020, 14th September, 2020, 10th November, 2020, 12th December, 2020 and 10th

February, 2021. 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	5
CA Sanjiv Gupta	(Member) Non-Executive, Independent Director	4
Mr. Qazi Salam Noorus*	(Member) Non-Executive, Independent Director	0
Mr. Sanjay Bhalla#	(Member) Non-Executive, Independent Director	1

*Mr. Qazi Salam Noorus ceased to be the Member of the Committee w.e.f. 10th November, 2020.

Mr. Sanjay Bhalla was appointed as Member of the Committee w.e.f. 10th November, 2020.

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

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. 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:

- (a) 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;
 - (b) Changes, if any, in accounting policies and practices and reasons for the same;
 - (c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) Significant adjustments made in the financial statements arising out of audit findings;
 - (e) Compliance with listing and other legal requirements relating to financial statements;
 - (f) Disclosure of any Related Party Transactions; and
 - (g) 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.
- 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 three Non-Executive Independent Directors. Mr. Sanjay Bhalla 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 2020-2021, three Meetings of the Nomination and Remuneration Committee were held on 28th July, 2020, 14th September, 2020 and 12th February, 2021.

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 ^{\$}	(Ex-Chairman) Non Executive, Independent Director	3
Mr. Sanjay Bhalla [#]	(Chairman) Non Executive, Independent Director	1
Dr. Yashvir Singh	(Member) Non Executive, Independent Director	1
CA Saumya Srivastava	(Member) Non Executive, Independent Director	3
Mr. Qazi Salam Noorus [*]	(Ex-Chairman) Non Executive, Independent Director	0

[#]Mr. Sanjay Bhalla was appointed as Member of the Committee w.e.f. 10th November, 2020.

^{*}Mr. Qazi Salam Noorus ceased to be the Chairman of the Committee w.e.f. 10th November, 2020.

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 FY 2020-2021:

(Amount in ₹)

S. No	Name of the Non executive Director	Sitting fees*
1	CA Sudhindra Kumar Jain	50000
2	Mr. Qazi Salam Noorus	30000
3	CA Saumya Srivastava	60000
4	Mr. Sanjay Bhalla	60000
5	Dr. Yashvir Singh	20000
6	CA Sanjiv Gupta	50000

*Sitting Fees include fees for attending a separate meeting of Independent Directors held on 22nd March, 2021.

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 FY 2020-2021:

(Amount in ₹)

Name of the Directors	Designation	Perquisites (Rs.)	Salary (Rs.)	Total Remuneration (Rs.)
Mr. Rashid Ahmed Mirza	Chairman, Managing Director	-	-	-
Mr. Shahid Ahmad Mirza	Whole Time Director	90,687	1,87,00,000	1,87,90,687
Mr. Tauseef Ahmad Mirza	Whole Time Director	2,52,287.93	2,09,00,000	2,11,52,287.93
Mr. Tasneef Ahmad Mirza	Whole Time Director	2,65,465	1,87,00,000	1,89,65,465
Mr. Narendra Prasad Upadhyaya	Whole Time Director	21,213	39,05,000	39,26,213
Mr. Shuja Mirza	Whole Time Director	1,64,370.78	1,65,00,000	1,66,64,370.78
Total		7,94,023.71	7,87,95,000	79499023.71

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 Transaction with Euro Footwear Private Limited and Mirza (UK) Limited (related parties), which exceeded the limit prescribed under the

provisions of 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 through Postal Ballot/e-voting process on 22nd October, 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 three Members, out of which two members are Non-Executive Independent Directors and one is Executive Director. Mr. Sanjay Bhalla 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 2020-2021, four Meetings of the Stakeholders Relationship Committee were held on 28th July, 2020, 14th September, 2020, 10th November, 2020 and 12th February, 2021.

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

Name of Member	Category	Meeting Attended
Mr. Qazi Salam Noorus*	(Ex-Chairman) Non Executive, Independent Director	0
Mr. Sanjay Bhalla [#]	(Chairman) Non Executive, Independent Director	4
Mr. Tasneef Ahmad Mirza	(Member) Executive Director, Promoter	2
CA. Sudhindra Kumar Jain [^]	(Member) Non Executive, Independent Director	3
CA Sanjiv Gupta ^{\$}	(Member) Non Executive, Independent Director	1

*Mr. Qazi Salam Noorus ceased to be the Chairman of the Committee w.e.f. 10th November, 2020.

[#]Mr. Sanjay Bhalla was appointed as the Chairman of the Committee w.e.f. 10th November, 2020.

^{\$} CA Sanjiv Gupta was appointed as the Member of the Committee w.e.f. 10th November, 2020.

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, 68 complaints were received and duly resolved by the Company.

(d) Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee of the Company comprises of four members, out of which three are Executive Directors and one being the Non-Executive Independent Director. Mr. Tauseef Ahmad Mirza, Whole Time Director 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>.

(e) Corporate Affairs Committee

The Company's Corporate Affairs Committee was incorporated by the Board of Directors in their meeting held on 10th November, 2020 which comprises of all the Executive Directors. Mr. Shuja Mirza, Whole Time Director of the Company, is Chairman of the Committee. The quorum of the Committee is either two members or one-third of the total members, whichever is greater. The Company Secretary acts as the Secretary to the Committee.

Meetings and Attendance

The Corporate Affairs Committee met on three occasions during FY 2020-21, on 31st December, 2020, 6th February, 2021 and 18th March, 2021.

The following table summarises the attendance details of the Members of the Corporate Affairs Committee:

Name of Member	Category	Meeting Attended
Mr. Shuja Mirza	Chairman	3
Mr. Tauseef Ahmad Mirza	Member	3
Mr. Tasneef Ahmad Mirza	Member	1

Scope of the Corporate Affairs Committee

The Corporate Affairs Committee's terms of reference include providing authorisation to the Company's Executives on account of banking operations, taxation, corporate and financial management issues and other incidental arising in the Company's day-to-day operations. The Committee's powers are revised from time to time by the Board of Directors to facilitate seamless operations of the Company.

OTHER MEETING

Independent Directors Meeting

During the year under review, the Independent Directors met on 22nd March, 2021 and 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
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
2019-20	18.12.2020	Auditorium of Directorate of Extension, Chandra Shekhar Azad (CSA) University of Agriculture and Technology, Nawabganj, Kanpur-208002	11:00 A.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
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 Director2. Re-appointment of Mr. Qazi Salam Noorus (DIN: 00051645) as an Independent Director3. Re-appointment of CA Sudhindra Kumar Jain (DIN: 00189602) as an Independent Director4. Re-appointment of Mr. Subhash Sapra (DIN: 00049243) as an Independent Director5. Appointment of Mr. Shuja Mirza (DIN: 01453110) as Whole-time Director6. Approval for increase in the Borrowing Power of the Company7. Approval for creation of mortgages and /or

		<p>charges in addition to the existing mortgage(s) / charge(s) created by the Company</p> <p>8. Consent for continuation of directorship of Mr. Narendra Prasad Upadhyaya (DIN:00049196) as Whole Time Director</p> <p>9. Consent for continuation of directorship of Mr. Qazi Salam Noorus (DIN: 00051645) as Non-Executive Director</p> <p>10. Consent for continuation of directorship of Mr. Subhash Sapra (DIN: 00049243) as Non- Executive Director</p> <p>11. Consent for continuation of directorship of Mr. Pashupati Nath Kapoor (DIN: 00058126) as Non- Executive Director.</p>
18 th December, 2020	0	No Special Resolution was passed in the Annual General Meeting held on 18 th December, 2020.

Extra Ordinary General Meeting

During the financial year 2020-21, no Extra Ordinary General Meeting was held.

Postal Ballot

During the financial year 2020-21, the Company conducted Postal Ballot once, the results of which were declared on 23rd October, 2020. The following resolutions were passed vide the above mentioned Postal Ballot:

S. No.	Special Resolutions	Votes cast in favour		Votes cast against		Date of declaration of Results
		No. of votes	%	No. of votes	%	
1.	Re-appointment of Mr. Rashid Ahmed Mirza as the Managing Director of the Company for a period of 3 years w.e.f. 1 st October, 2020	238404	96.28	9201	3.72	23.10.2020
2.	Re-appointment of Mr. Shahid Ahmad Mirza as the Whole Time Director of the Company for a period of 3 years w.e.f. 1 st	238394	96.28	9201	3.72	23.10.2020

	October, 2020					
3.	Re-appointment of Mr. Tauseef Ahmad Mirza as the Whole Time Director of the Company for a period of 3 years w.e.f. 1 st October, 2020	238391	96.28	9204	3.72	23.10.2020
4.	Re-appointment of Mr. Tasneef Ahmad Mirza as the Whole Time Director of the Company for a period of 3 years w.e.f. 1 st October, 2020	238391	96.28	9204	3.72	23.10.2020
5.	Re-appointment of Mr. Narendra Prasad Upadhyay as the Managing Director of the Company for a period of 3 years w.e.f. 1 st October, 2020	238471	96.31	9134	3.69	23.10.2020
6.	Renewal of related party transaction with Euro Footwear Private Limited for a period of one year w.e.f. 1 st October, 2020	18795	67.38	9100	32.62	23.10.2020
7.	Renewal of related party transaction with Mirza (UK) Limited for a period of one year w.e.f. 1 st October, 2020	238575	96.35	9030	3.65	23.10.2020

Mr. Ankit Misra, Practicing Company Secretary, proprietor of Ankit Misra & Co, Company Secretaries, was appointed to act as Scrutinizer to conduct the remote e-voting process in a fair and transparent manner.

Procedure for Postal Ballot(s)

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013 read with related rules, the Company engaged the services of KFin Technologies Private Limited for the purpose of providing remote e-voting facility to all its Members. The Members were provided with the facility of remote e-voting and postal ballot.

This Notice was only sent through email to all the Members who had registered their email addresses with the Company or depository / depository participants and the physical Notice

(along with postal ballot forms) and pre-paid business envelope through post was not sent to the Members for the aforesaid postal ballot pursuant to the MCA circulars on account of nationwide lockdown due to COVID-19 outbreak. The communication of assent / dissent of the Members took place through the remote e-voting system. However, in order to facilitate voting for the Members who were not able to access remote e-voting facilities, the Members were also given an option to cast their votes through physical ballots, as per the instructions provided in the Notice.

The Company also placed the notice on its website and published the same in the newspapers declaring the details of completion of dispatch and other requirement as mandated under the Act and applicable rules.

Voting rights were reckoned on the paid-up value of the shares registered in the name of the Members as on the cut-off date. Members who desired to exercise their votes by electronic mode were requested to vote before close of business hours on the last date of e-voting.

The Scrutinizer submitted his reports after completion of the scrutiny and the consolidated results of the voting by postal ballot and remote e-voting. Thereafter, the Chairman of the Company announced the result on 23rd October, 2020. The proposed resolution was passed with requisite majority and the results of postal ballot were also displayed on the website of the Company i.e. www.mirza.co.in, besides communicated to the stock exchanges. The date of declaration of the results by the Company was 23rd October, 2020 and the date of passing the resolution was 22nd October, 2020.

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) Websites

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 webbased 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 second Annual General Meeting of the Company is scheduled to be on _____, _____, 2021 at _____ at _____.

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): MIRZAIN
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

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.

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' 20	48.50	37.40	9,889.05	8,055.80
May' 20	41.50	36.90	9,598.85	8,806.75
June' 20	49.95	36.80	10,553.15	9,544.35
July' 20	55.65	43.70	11,341.40	10,299.60
August' 20	62.30	47.15	11,794.25	10,882.25
September' 20	56.95	47.05	11,618.10	10,790.20
October' 20	52.35	46.25	12,025.45	11,347.05
November' 20	62.90	46.00	13,145.85	11,557.40
December' 20	61.25	48.35	14,024.85	12,962.80
January' 21	59.75	50.30	14,753.55	13,596.75
February' 21	53.50	49.60	15,431.75	13,661.75
March' 21	55.80	45.05	15,336.30	14,264.40

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' 20	48.65	37.50	33,887.25	27,500.79
May' 20	41.55	37.00	32,845.48	29,968.45
June' 20	49.85	37.90	35,706.55	32,348.10
July' 20	55.55	43.65	38,617.03	34,927.20
August' 20	62.30	47.25	40,010.17	36,911.23
September' 20	56.95	47.15	39,359.51	36,495.98
October' 20	52.90	46.35	41,048.05	38,410.20
November' 20	64.00	45.85	44,825.37	39,334.92
December' 20	61.25	47.95	47,896.97	44,118.10
January' 21	59.75	50.95	50,184.01	46,160.46
February' 21	53.50	49.60	52,516.76	46,433.65
March' 21	55.80	44.95	51,821.84	48,236.35

Distribution Schedule as on 31st March, 2021

Category	No. of Cases	% of Cases	Amount	% of Amount
1-5000	50881	96.64	31475080	13.08
5001- 10000	1050	1.99	7738520	3.22
10001- 20000	378	0.72	5548442	2.31
20001- 30000	124	0.24	2985542	1.24
30001- 40000	69	0.13	2463648	1.02
40001- 50000	36	0.07	1649200	0.69
50001- 100000	62	0.12	4305026	1.79
100001 and above	48	0.09	184446542	76.66
Total:	52648	100.00	240612000	100

Category of Shareholders as on 31st March, 2021

Category	Cases	Shares	% of holding
MUTUAL FUNDS	3	19166370	15.93
TRUSTS	2	4500	0.00
RESIDENT INDIVIDUALS	1	50000	0.04
PROMOTERS	1	500	0.00
NONRESIDENT INDIANS	51466	30567044	25.41
CLEARING MEMBERS	13	62234071	51.73
INDIAN FINANCIAL INSTITUTIONS	537	790276	0.66
FOREIGN PORTFOLIO INVESTORS	116	346555	0.29
BANKS	2	42495	0.04
NON RESIDENT INDIAN NON REPATRIABLE	211	1272735	1.06
BODIES CORPORATES	226	4390479	3.65
NBFC	1	7000	0.01
I E P F	1	433918	0.36
H U F	1042	1000057	0.83
Total	53622	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, 2021 is given below:

Particulars	No. of shares	Percentage
Physical Segment	481095	0.40
Demat Segment		
NSDL	102760042	85.42
CDSL	17064863	14.18
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, 2021.

Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

Company uses 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, 2020	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	61	8059	20	30000
Aggregate No of shareholders and the Outstanding Shares in the Suspense Account lying as March 31, 20	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:

S.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 2020-21, 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 behaviour, 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 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 2020-21, 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 ₹)

S.No.	Nature of Services	Amount
1.	Statutory Audit Fee	1620000
	Total	

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. Ankit Misra & Co., 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. Ankit Misra, 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 2021.

Place: _____

Date: _____, 2021

Mr. Rashid Ahmed Mirza
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 the Financial Year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of 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 Ankit Misra & Co.
Company Secretaries**

**Ankit Misra
ACS- 30650
C.P.- 23471**

UDIN-_____

Place: Kanpur

Date: _____

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 2021 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: _____, 2021

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, 2021 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, 2021.
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.

Place:

Date:

For Ankit Misra & Co.

Company Secretaries

Ankit Misra
ACS No.- 30650
COP No.- 23471
UDIN-