

MIRZA INTERNATIONAL LIMITED

Regd. Off.: 14/6, Civil Lines, Kanpur

PROCEEDINGS OF THE 32ND ANNUAL GENERAL MEETING OF MIRZA INTERNATIONAL LTD. HELD ON 08TH SEPTEMBER, 2011 AT 1:00 P.M. AT THE AUDITORIUM OF COUNCIL FOR LEATHER EXPORTS, HBTI CAMPUS, NAWAB GANJ, KANPUR

The requisite quorum for the meeting being present, the meeting started with the welcome address by the Company Secretary. The notice of the meeting along with annual accounts were taken as read. The Auditors' Report on the Annual Accounts of the Company for the F.Y. 2010-11 was read before the meeting by the Company Secretary.

Mr. Irshad Mirza, Chairman of the Company delivered his speech. In his speech, he told members about the performance of the Company during the year and future plan of action of the Company and about the ongoing expansion programmes of the Company. He also apprised members about the Company's efforts towards Corporate Social Responsibility and Corporate Governance and expected benefits from them for the Company. At last, he thanked shareholders for showing their support on Green Initiative project of Ministry of Corporate Affairs, Govt. of India.

After his speech, Chairman requested the shareholders to propose / second the resolutions as detailed in the Notice of the meeting. The following resolutions were passed unanimously by the shareholders:

RESOLUTION NO 1: CONSIDERATION OF ANNUAL ACCOUNTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2011.

The shareholders of the Company unanimously passed the resolution approving the annual accounts of the Company for the F.Y. Ended 31st March, 2011.

RESOLUTION NO 2: DECLARATION OF DIVIDEND

The shareholders of the Company unanimously passed the resolution regarding declaration of dividend of Rs. 0.50 per share as recommended by the board of directors of the Company.

RESOLUTION NO 3: REAPPOINTMENT OF MR. NARENDRA PRASAD UPADHYAY AS DIRECTOR OF THE COMPANY

The shareholders of the Company unanimously passed the resolution for reappointment of Mr. Narendra Prasad Upadhyay as Director of the Company, liable to retire by rotation.

RESOLUTION NO 4: REAPPOINTMENT OF MR. SUBHASH SAPRA AS DIRECTOR OF THE COMPANY

The shareholders of the Company unanimously passed the resolution for reappointment of Mr. Subhash Sapra as Director of the Company, liable to retire by rotation.



RESOLUTION NO 5: REAPPOINTMENT OF MR. ISLAM-UL-HAQ AS DIRECTOR OF THE COMPANY

The shareholders of the Company unanimously passed the resolution for reappointment of Mr. Islam-UI-Haq as Director of the Company, liable to retire by rotation.

RESOLUTION NO 6: REAPPOINTMENT OF AUDITORS OF THE COMPANY

The shareholders of the Company unanimously passed the resolution for reappointment of M/s Khamesra Bhatia & Mehrotra, Chartered Accountants as Statutory Auditor of the Company to hold office till conclusion of the next Annual General Meeting of the Company and authorised Board of Directors to fix their remuneration.

RESOLUTION NO 7: REAPPOINTMENT OF MR. IRSHAD MIRZA AS CHAIRMAN (EXECUTIVE) OF THE COMPANY

The shareholders of the Company unanimously passed the resolution for the reappointment of Mr. Irshad Mirza as Chairman (Executive) of the Company w.e.f. 01st October, 2011.

RESOLUTION NO 8: REAPPOINTMENT OF MR. RASHID AHMED MIRZA AS MANAGING DIRECTOR OF THE COMPANY

The shareholders of the Company unanimously passed the resolution for the reappointment of Mr. Rashid Ahmed Mirza as Managing Director of the Company w.e.f. 01st October, 2011.

RESOLUTION NO 9: REAPPOINTMENT OF MR. SHAHID AHMAD MIRZA AS WHOLE TIME DIRECTOR OF THE COMPANY

The shareholders of the Company unanimously passed the resolution for the reappointment of Mr. Shahid Ahmad Mirza as Whole Time Director of the Company w.e.f. 01st October, 2011.

RESOLUTION NO 10: REAPPOINTMENT OF MR. TAUSEEF AHMAD MIRZA AS WHOLE TIME DIRECTOR OF THE COMPANY

The shareholders of the Company unanimously passed the resolution for the reappointment of Mr. Tauseef Ahmad Mirza as Whole Time Director of the Company w.e.f. 01st October, 2011.

RESOLUTION NO 11: REAPPOINTMENT OF MR. TASNEEF AHMAD MIRZA AS WHOLE TIME DIRECTOR OF THE COMPANY

The shareholders of the Company unanimously passed the resolution for the reappointment of Mr. Tasneef Ahmad Mirza as Whole Time Director of the Company w.e.f. 01st October, 2011.



RESOLUTION NO 12: REAPPOINTMENT OF MR. NARENDRA PRASAD UPADHYAY AS WHOLE TIME DIRECTOR OF THE COMPANY

The shareholders of the Company unanimously passed the resolution for the reappointment of Mr. Narendra Prasad Upadhyay as Whole Time Director of the Company w.e.f. 01st October, 2011.

RESOLUTION NO 13: REAPPOINTMENT OF MR. SHUJA MIRZA AS VICE PRESIDENT (MARKETING) OF THE COMPANY

The shareholders of the Company unanimously passed the resolution for the reappointment of Mr Shuja Mirza as Vice President (Marketing) of the Company w.e.f. 01st October, 2011.

RESOLUTION NO 14: APPOINTMENT OF MS. RAMSHA MIRZA AS MANAGER (GARMENTS) OF THE COMPANY

The shareholders of the Company unanimously passed the resolution for the appointment of Ms Ramsha Mirza as Manager (Garments) of the Company w.e.f. 01st October, 2011.

There were no other business, the meeting ended with a vote of thanks to the Chair by the Company Secretary.

