

MIRZA INTERNATIONAL LIMITED

(Formerly MIRZA TANNERS LIMITED)



September 29, 2010

National Stock Exchange of India Ltd.
Exchange Plaza, Bandra-Kurla Complex
Bandra (East),
MUMBAI - 400 051

Sub : Proceeding of Annual General Meeting

Dear Sir,

In terms of Clause 31 (d) of Listing Agreement, we are enclosing herewith the Proceedings of the 31st Annual General Meeting of the members of the Company held today i.e. on 29th September, 2010.

Kindly take it on your records.

Thanking you,

Yours faithfully,

For **MIRZA INTERNATIONAL LTD.**


**G.M. (ACCOUNTS) &
COMPANY SECRETARY**

Encl : As above

PROCEEDINGS OF THE 31st ANNUAL GENERAL MEETING OF MIRZA INTERNATIONAL LTD. HELD ON 29th SEPTEMBER, 2010 AT 1:00 P.M. AT THE AUDITORIUM OF COUNCIL FOR LEATHER EXPORTS, HBTI CAMPUS, NAWAB GANJ, KANPUR.

The requisite quorum being present, the meeting started with the welcome address of the Company Secretary of the Company. The notice of the meeting alongwith annual accounts were taken as read. The Auditors' Report on the Annual Accounts of the Company for the Financial Year 2009-10 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 expansion programme 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.

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, 2010.

The shareholders of the Company unanimously passed the resolution approving the annual accounts of the Company for the financial year ended 31st March, 2010.

RESOLUTION NO. 2: DECLARATION OF DIVIDEND

The shareholders of the Company unanimously passed the resolution regarding declaration of dividend of Rs. 0.40 per share as recommended by the board of directors of the Company.

RESOLUTION NO. 3: REAPPOINTMENT OF MR. TAUSEEF AHMAD MIRZA AS DIRECTOR OF THE COMPANY.

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

RESOLUTION NO. 4: REAPPOINTMENT OF MR. SHAHID AHMAD MIRZA AS DIRECTOR OF THE COMPANY.

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

RESOLUTION NO. 5: REAPPOINTMENT OF DR. YASHVEER SINGH AS DIRECTOR OF THE COMPANY.

The shareholders of the Company unanimously passed the resolution for reappointment of Dr. Yashveer Singh 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 Auditors 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: APPOINTMENT OF VICE-PRESIDENT (PRODUCTION)

The shareholders of the Company unanimously passed the resolution for the appointment of Mr. Faraz Mirza as Vice-president (Production) of the Company w.e.f. 1st January, 2010

There were no other business being transacted at the meeting and the meeting ended with a vote of thanks to the Chair by the Company Secretary.

