

Mirza International Limited

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30th May, 2022

The Corporate Relationship Dept.,
BSE Ltd.,
Phiroze Jeejeebhoy Towers,
1st Floor, New Trading Ring,
Rotunda, Dalal Street,
Mumbai - 400 001

The Secretary,
National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Plot No. C/1, G-Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051

Dear Sir/Madam,

Sub: Submission of Audited Financial Results for the quarter and year ended 31st March, 2022 pursuant to Regulations 30 and 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

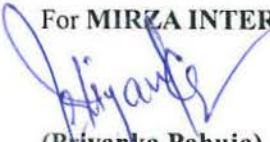
With reference to the captioned subject, we would like to inform you that the Board of Directors in its meeting held on 30th May, 2022 has, inter alia, approved the following items:

- Audited Financial Results including Segment wise Revenue, Results, Assets and Liabilities for the fourth quarter and year ended 31st March, 2022 along with Statement of Assets and Liabilities and Cash Flow Statement of the Company for the year ended 31st March, 2022, duly recommended by the Audit Committee in its meeting held on 30th May, 2022, pursuant to Regulations 30 and 33 of the Listing Regulations and the same is enclosed herewith.
- Auditors' Report on Financial Results of the Company for the quarter and year ended 31st March, 2022 issued by M/s. DRA and Co., Chartered Accountants and the same is enclosed herewith.
- Declaration on Auditors' Report with unmodified opinion under Regulation 33(3)(d) of the Listing Regulations with respect to Audited Financial Results for the quarter and year ended 31st March, 2022 and the same is attached herewith.

The meeting of Board of Directors commenced at 02:00 pm and concluded at 05:00 pm.

This is for your reference and record.

For MIRZA INTERNATIONAL LIMITED


(Priyanka Pahuja)
Company Secretary and Compliance Officer

Name: Priyanka Pahuja
Address: A-7, Mohan Co-operative Industrial Estate, Mathura Road, Delhi-110044
Membership No.: 59086



Registered & HO :
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Email : mirzaknp@redtapeindia.com
Website : www.mirza.co.in

STATEMENT OF STANDALONE AND CONSOLIDATED AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED ON 31ST MARCH, 2022

(Rupees in Lakhs except Earning per share data)

Sr. No.	Particulars	Standalone					Consolidated				
		Quarter Ended			Year Ended		Quarter Ended			Year Ended	
		31.03.2022	31.12.2021	31.03.2021	31.03.2022	31.03.2021	31.03.2022	31.12.2021	31.03.2021	31.03.2022	31.03.2021
	(Audited)	(Un-audited)	(Audited)	(Audited)	(Audited)	(Audited)	(Un-audited)	(Audited)	(Audited)	(Audited)	
I	Revenue from Operations	44266.74	58536.88	31237.67	167155.02	104682.28	44459.68	58956.57	31278.02	167867.05	104893.40
II	Other Income										
	Gains on Tenuation on Lease Contracts - IND AS 116	(1156.53)	536.53		453.05		(1156.53)	536.53		453.05	
	Others	15.66	3.40	37.04	118.29	124.09	16.15	3.40	32.77	118.88	119.83
III	Total Income (I+II)	43125.87	59076.81	31274.71	167726.36	104806.37	43319.30	59496.50	31310.80	168438.98	105013.23
IV	Expenses:										
a	Cost of material consumed	8909.97	6366.49	5052.27	29458.11	18079.61	8857.06	6479.31	5052.27	29458.11	18079.61
b	Purchase of Stock-in-Trade	21548.44	24427.41	10346.04	70716.43	44071.90	21642.62	24315.65	10326.64	70716.44	44052.50
c	Change in inventories of finished goods, work-in-progress and Stock-in-Trade	(7271.80)	4024.69	1259.98	(5741.85)	(3265.17)	(7266.40)	4043.55	1259.98	(5741.85)	(3265.17)
d	Employee Benefit Expenses	2875.23	2746.14	2435.37	10442.13	8876.27	2896.83	2767.02	2450.69	10520.63	8939.97
e	Finance Costs	666.83	647.55	741.10	2697.60	4100.21	666.85	647.93	742.39	2698.19	4101.50
f	Depreciation and amortization expenses	1014.96	1724.88	1984.30	5998.20	6626.90	1021.46	1732.36	2007.99	6026.25	6654.05
g	Other Expenses	11285.31	13184.10	8202.97	39214.18	25270.71	11284.63	13359.47	8167.25	39410.03	25257.55
	Total Expenses (IV)	39028.94	53121.26	30022.03	152784.80	103760.43	39103.05	53345.29	30007.21	153087.80	103820.01
V	Profit / (loss) before exceptional items and tax (III-IV)	4096.93	5955.55	1252.68	14941.56	1045.94	4216.25	6151.21	1303.59	15351.18	1193.22
VI	Exceptional Items										
VII	Share of Profit/ (Loss) of Associates and Joint Ventures						0.42	3.58	4.39	8.37	4.39
VIII	Profit / (loss) before tax (V-VI-VII)	4096.93	5955.55	1252.68	14941.56	1045.94	4215.83	6147.63	1299.20	15342.81	1188.83
IX	Tax Expenses										
	(1) Current Tax	1220.88	1366.00	440.00	3806.88	610.00	1292.11	1425.15	487.40	3965.86	657.40
	(2) Deferred Tax	(100.00)	330.00	(77.00)	91.00	(302.00)	(100.00)	330.00	(77.00)	91.00	(302.00)
X	Profit for the period (VIII-IX)	2976.05	4259.55	889.68	11043.68	737.94	3023.72	4392.48	888.80	11285.95	833.43
XI	Other comprehensive income, net of income tax										
a	Items that will not be reclassified to profit or loss	271.12	(152.87)	297.10	343.20	112.88	276.24	(152.37)	296.96	347.88	112.74
b	Items that will be reclassified to profit or loss										
XII	Total Comprehensive Income for the period (X+XI)	3247.17	4106.68	1186.78	11386.88	850.82	3299.96	4240.11	1185.76	11633.83	946.17
XIII	Paid-up Equity Share Capital (Face Value of Rs. 2 each)	2406.12	2406.12	2406.12	2406.12	2406.12	2406.12	2406.12	2406.12	2406.12	2406.12
XIV	Other Equity excluding Revaluation Reserve				73087.16	61312.78				73561.72	61424.22
XV	Earning Per Share (EPS)										
(i)	Basic	2.47	3.54	0.74	9.18	0.61	2.51	3.65	0.74	9.38	0.61
(ii)	Diluted	2.47	3.54	0.74	9.18	0.61	2.51	3.65	0.74	9.38	0.61



SEGMENTWISE REVENUE, RESULTS, ASSETS AND LIABILITIES

	Standalone					Consolidated					₹ in Lakh
Particulars	Quarter Ended			Year Ended		Quarter Ended			Year Ended		
	31.03.2022 (Audited)	31.12.2021 (Un-audited)	31.03.2021 (Audited)	31.03.2022 (Audited)	31.03.2021 (Audited)	31.03.2022 (Audited)	31.12.2021 (Un-audited)	31.03.2021 (Audited)	31.03.2022 (Audited)	31.03.2021 (Audited)	
Segment Revenue											
Segment (A)											
Footwear											
(A1) Domestic & Export Sale under brand - Redtape &	14569.54	20904.42	11216.34	56192.88	35450.13	14569.54	20904.42	11216.34	56192.88	35450.13	
(A2) Export & Other Sale	10959.49	11590.96	3791.18	44017.79	26312.80	11152.91	12010.65	3831.27	44730.39	26523.66	
Total	25529.03	32495.38	15007.52	100210.67	61762.93	25722.45	32915.07	15047.61	100923.27	61973.79	
Segment (B)											
Garment & Accessories (Under Brand Redtape)	14416.64	24264.19	13142.91	55368.07	34258.13	14416.64	24264.19	13142.91	55368.07	34258.13	
Leather	5505.76	3374.46	3907.13	19105.00	12719.25	5505.76	3374.46	3907.13	19105.00	12719.25	
Unallocated	15.44	539.93	37.04	118.07	124.09	15.44	539.93	33.04	118.07	120.09	
Total	19937.84	28178.58	17087.08	74591.14	47101.47	19937.84	28178.58	17083.08	74591.14	47097.47	
Less : Inter Segment Revenue	2340.99	1597.15	819.89	7075.44	4058.03	2340.99	1597.15	819.89	7075.44	4058.03	
Income from operations	43125.88	59076.81	31274.71	167726.37	104806.37	43319.30	59496.50	31310.80	168438.97	105013.23	
Segment Results (Profit before interest & tax)											
Segment (A)											
Footwear											
(A1) Domestic & Export Sale under brand - Redtape &	1433.64	1870.67	1043.00	6172.37	3346.85	1843.26	1870.67	1043.00	6581.99	3346.85	
(A2) Export & Other Sale	1557.40	1050.72	397.81	5295.24	1831.98	1266.52	1289.28	449.72	5295.24	1980.26	
Total	2991.04	2921.39	1440.81	11467.61	5178.83	3109.78	3159.95	1492.72	11877.23	5327.11	
Segment (B)											
Garment & Accessories (Under Brand Redtape)	1803.74	2384.44	1294.00	6510.98	2842.86	1803.74	2384.44	1294.00	6510.98	2842.86	
Leather	135.66	(154.10)	(382.64)	301.01	(2036.35)	135.66	(154.10)	(382.64)	301.01	(2036.35)	
Unallocated	15.64	1612.99	37.04	118.07	124.09	15.64	1612.99	37.04	118.07	124.09	
Total	1955.04	3997.43	948.40	6930.06	930.60	1955.04	3843.33	948.40	6930.06	930.60	
Less: Interest	666.83	647.54	741.10	2697.60	4100.21	666.26	648.11	742.10	2697.60	4101.21	
- Unallocable expenditure net of other unallocable income	182.11	161.63	395.43	758.51	963.28	182.11	161.63	395.43	758.51	963.28	
Total Profit/(Loss) Before Tax	4097.14	6109.65	1252.68	14941.56	1045.94	4216.45	6193.54	1303.59	15351.18	1193.22	
Segment Assets											
Segment (A)											
Footwear											
(A1) Domestic & Export Sale under brand - Redtape &	39478.67	40906.93	39331.59	39478.67	39331.59	40059.27	40906.93	39331.59	40059.27	39331.59	
(A2) Export & Other Sale	40965.87	36653.82	31627.85	40965.87	31627.85	40965.87	37232.70	31863.85	40965.87	31863.85	
Total	80444.54	77560.75	70959.44	80444.54	70959.44	81025.14	78139.63	71195.44	81025.14	71195.44	
Segment (B)											
Garment & Accessories (Under Brand Redtape)	43265.80	38534.93	25691.82	43265.80	25691.82	43265.80	38534.93	25691.82	43265.80	25691.82	
Leather	16213.82	15297.15	17515.01	16213.82	17515.01	16213.82	15297.15	17515.01	16213.82	17515.01	
Unallocated	1775.44	1748.48	2642.00	1775.44	2642.00	1775.44	1748.48	2642.16	1775.44	2642.16	
Total	141699.60	133141.31	116808.27	141699.60	116808.27	142280.20	133720.19	117044.43	142280.20	117044.43	
Segment Liabilities											
Segment (A)											
Footwear											
(A1) Domestic & Export Sale under brand - Redtape &	23745.04	22714.70	22804.96	23745.04	22804.96	23851.10	22714.70	22804.96	23851.10	22804.96	
(A2) Export & Other Sale	6948.66	5023.94	4576.41	6948.66	4576.41	6948.66	5288.67	4700.41	6948.66	4700.41	
Total	30693.70	27738.64	27381.37	30693.70	27381.37	30799.76	28003.37	27505.37	30799.76	27505.37	
Segment (B)											
Garment & Accessories (Under Brand Redtape)	28781.34	25888.15	16943.13	28781.34	16943.13	28781.34	25888.15	16943.13	28781.34	16943.13	
Leather	5874.26	5908.67	6953.73	5874.26	6953.73	5874.26	5908.67	6953.73	5874.26	6953.73	
Unallocated	857.01	1714.47	1812.00	857.01	1812.00	857.01	1714.47	1811.52	857.01	1811.52	



Particulars	Standalone			Consolidated						
	Quarter Ended		Year Ended	Quarter Ended		Year Ended				
	31.03.2022	31.12.2021	31.03.2021	31.03.2022	31.12.2021	31.03.2021				
	(Audited)	(Un-audited)	(Audited)	(Audited)	(Audited)	(Un-audited)	(Audited)	(Audited)	(Audited)	
Total	66206.31	61249.93	53090.23	66206.31	53090.23	66312.37	61514.66	53213.75	66312.37	53213.75

NOTES:

- 1 The above Standalone and Consolidated Ind AS Financial Results were reviewed by Audit Committee and subsequently approved by the Board of Directors at their meeting held today .
- 2 The above Consolidated Financial Results of Mirza International Limited (The Company) and its Wholly Owned Subsidiaries (WOS) Mirza (H.K.) Limited and Mirza Bangla Limited and Subsidiary Senen Mirza Industrial Supply Chain LLP are drawn in terms of Regulation 33 of SEBI (LODR) Regulations, 2015.
- 3 The statement have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind As) prescribed under Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies to the extent applicable.
- 4 The format of above Financial Results as prescribed in SEBI's Circular CIR/CFD/CMD/15/2015 dated November 30, 2015 has been modified to Comply with the requirements of SEBI's Circular CIR/CFD/FAC/62/2016 dated July 05, 2016.
- 5 Effective 1st April, 2019 (transition date), the Company has adopted Ind AS 116 "Leases" applied to all Lease Contracts existing on 01/04/2019. using the modified retrospective method. At the transition date, the Right- of Use assets (ROU) is measured at an amount equal to the lease liability. Accordingly, the comparative information is not restated. Due to adoption o rent expenses for the full year is reduced by Rs.. 24.98 crore. where as depreciation and finance cost of the full year is up by Rs. 17.47 crore and Rs.11.63 crore respectively resulting in to lower profit before tax of Rs. 4.53 crores
- 6 The Board of Directors at their meeting held on December 10, 2021, has approved the composite scheme of arrangement for amalgamation of RTS Fashions Private Limited (the transferor company) with and into Mirza international Limited (the transferee company) into Redtape Limited (the resulting company) on going concern basis,with effect from January 1, 2022, t subject to requisite approvals, including the sanction of Hon'ble National Company Law Tribunal
- 7 Figures for the previous year have been regrouped/rearranged wherever necessary in order to make them comparable with current year figures.

Date: - 30-05-2022

Place: -Noida

ON BEHALF OF BOARD OF DIRECTORS



STANDALONE AND CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES AS AT 31ST MARCH, 2022

(Rs. In Lakh)

Particulars	Standalone		Consolidated	
	As at 31.03.2022 (Audited)	As at 31.03.2021 (Audited)	As at 31.03.2022 (Audited)	As at 31.03.2021 (Audited)
ASSETS				
Non-current assets				
a Property, Plant and Equipment	45507	42557	45643	42696
b Capital work-in-progress	2110	1123	2110	1123
c Right of Use Assets	13668	13759	13667	13759
d Investment Property				
e Goodwill				
f Other Intangible assets				
g Intangible assets under development				
h Biological Assets other than bearer plants				
i Financial Assets:				
i. Investments	297	292	189	194
ii. Trade receivables				
iii. Loans				
iii. Others (advances)	1265	1272	1266	1274
j Deferred tax assets (net)				
k Other non-current assets	1027	28	1027	28
Sub-total- non-current assets	63874	59030	63902	59074
Current assets				
a Inventories	52592	42627	52592	42627
b Financial Assets:				
i. Investments				
ii. Trade receivables	15549	7967	15549	7967
iii. Cash and cash equivalents	1486	1005	2180	1208
iv. Bank balances other than (iii) above				
iii. Loans				
iii. Others (advances)				
c Current Tax Assets (Net)				
d Other current assets	8197	6179	8056	6168
Sub-total- current assets	77824	57778	78377	57970
TOTAL- ASSETS	141698	116808	142279	117044
EQUITY AND LIABILITIES				
Equity				
a) Equity Share Capital	2406	2406	2406	2406
b) Other Equity	73088	61312	73547	61414
Non- Controlling Interest			18	10
Total Equity	75494	63718	75971	63830
LIABILITIES				
1 Non-current liabilities				
a Financial Liabilities				
i. Borrowings	1515	839	1515	839
iii. Other financial liabilities (other than those specified in item (b), to be specified)				
b Provisions	1371	1333	1371	1333
c Deferred tax liabilities (Net)	1554	1463	1554	1463
d Other non-current liabilities	23044	19373	23044	19373
Sub-total Non-current liabilities	27484	23008	27484	23008
2 Current liabilities				
a Financial Liabilities				
i. Borrowings	6260	11689	6260	11689
ii. Trade Payables				
a. Micro enterprises and Small enterprises	408	283	408	283
b. Other than Micro enterprises and Small enterprises	24796	10608	24893	10694
iii. Other financial liabilities (other than those specified in item (b), to be specified)	6944	7322	6951	7360
b Other current liabilities	225	133	225	133
c Provisions	88	47	88	47
d Current Tax Liabilities (Net)				
Sub-total-Current liabilities	38720	30082	38824	30206
TOTAL- EQUITY AND LIABILITIES	141698	116808	142279	117044



MIRZA INTERNATIONAL LIMITED
Statement of Cash Flows for the period ended 31ST MARCH, 2022

₹ in Lakh

Sr. No.		Standalone		Consolidated	
		Year Ended 31-03-2022	Year Ended 31-03-2021	Year Ended 31-03-2022	Year Ended 31-03-2021
(A)	CASH FROM OPERATING ACTIVITIES				
	Net profit before tax	14942	1046	15351	1193
	Adjustments for				
	Add :				
	(Profit)/Loss on sale of Property, Plant & Equipment	(29)	81	(29)	81
	Depreciation & amortisation Expenses	5998	6627	6026	6654
	Finance cost	2698	4100	2698	4101
		8667	10808	8695	10836
	Less :				
	Interest Income	96	80	96	80
	Ceaser of Lease Liability	453	0	453	0
	Income from Govt. Grant	22	23	22	23
	Operating Profit before Working Capital Changes	23038	11751	23475	11926
	Adjustments For				
	Trade & other Receivables	(10672)	6084	(10672)	6084
	Inventory	(9965)	(1304)	(9965)	(1304)
	Trade Payables	19564	1856	19564	1756
	Others	350	5109	569	5372
	Cash Generated from Operations	22315	23496	22971	23834
	Direct Taxes Paid	(3560)	(47)	(3701)	(50)
	Cash flow before extra ordinary items	18755	23449	19270	23784
	Net Cash generated from Operating Activity	18755	23449	19270	23784
(B)	CASH FLOW FROM INVESTING ACTIVITIES				
	Purchase of Property, Plant & Equipment	(8489)	(4754)	(8517)	(4910)
	Sales of Property, Plant & Equipment	327	740	327	740
	Interest Received	96	80	96	80
	Income from Govt. Grant	22	23	22	23
	Purchase of Investment	(5)		0	
	Net Cash used in Investing Activities	(8049)	(3911)	(8072)	(4067)
(C)	CASH FLOW FROM FINANCING ACTIVITIES				
	Dividend Paid	(7)	3	(7)	3
	Dividend Tax Paid				
	Proceeds from Long Term Borrowings				
	Repayment of Long Term Borrowings	1081	(1306)	1081	(1306)
	Repayment of Short Term Loan Borrowings	(7258)	(13525)	(7258)	(13525)
	Payment of Lease Liability	(2507)	(2111)	(2507)	(2111)
	Finance cost	(1535)	(3126)	(1535)	(3127)
	Net cash used in financing activities	(10226)	(20065)	(10226)	(20066)
	Net Increase/(Decrease) in Cash & Equivalents	480	(527)	972	(349)
	Cash & Equivalents at the beginning of the year	1005	1532	1208	1557
	Cash & Equivalents at the end of the year	1485	1005	2180	1208





D R A & CO.

CHARTERED ACCOUNTANTS

H.O. : 35, Bunglow Road, New Delhi-110007

Email id: dracoaudit@gmail.com

Independent auditor's report

To
The Members of Mirza International Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Mirza International Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information. (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.



Key Audit Matter	How the key audit matter was addressed in the audit
<p>Net Realisable Value of Inventories of Finished Goods</p> <p>Refer Note No.- 45(12) and Note No.- 4 to the standalone financial statement.</p> <p>Inventory is carried in the Financial Statements at the lower of cost and net realisable value. The major portion of the Company's inventory consist of finished goods which are lying at multiple locations such as retail stores, depots and factories. Finished goods are counted on a recurring basis and determination of NRV is made based on various estimates as at end of the reporting period.</p> <p>Since the company is dealing in footwear, apparel and accessories, sales in the fashion industry can be extremely volatile with consumer demand changing significantly based on current trend.</p> <p>As a result, the carrying value of inventory may exceed in net realisable value.</p>	<p>We have designed the procedure to challenge the adequacy and effectiveness of the Company's determination of Net Realisable Value of finished goods, our procedures included:</p> <ul style="list-style-type: none"> • Testing classification : Testing on a sample basis that items on the stock ageing listing were classified in the appropriate ageing bracket by reference to season; • Historical trends of the company & market: evaluated the current year provision by assessing historical trends. We examined the Company's historical trading patterns of inventory sold at full price and inventory sold below full price due to discount and season offers through alternative clearance routes, together with the related margins achieved for each channel. We used the information on trading patterns to assess whether the provisions held have historically been set at an appropriate level; and • Our understanding on the Company Business: based on our knowledge of the Company and the market, the appropriateness of the provision percentages applied by challenging the assumptions made by the Company on the extent to which older season's inventory can be sold through various channels.



Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including disclosure relating to Composite Scheme of Arrangement and Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon. These reports are expected to be made available to us after the date of this audit report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

Management's Responsibility for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.



Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative

materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

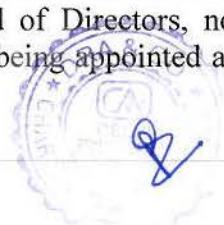
We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

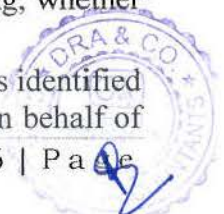
From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. (A) As required by Section 143(3) of the Act, based on our audit we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper financial statements adequate for the purposes of our audit have been received from the branches not visited by us.
 - (c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including Other Comprehensive Income, Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account and with the financial statements received from the branches not audited by us.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the IND AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.



- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- (g) With respect to other matter to be included in the auditor’s report in accordance with the requirements of the section 197 (16) of the Act, as amended; In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) of the Act which are required to be commented upon by us.
- (B) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us :
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements. Refer Note No-27.
- ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There is no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. a) The management has represented that to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities including foreign entities (“intermediaries”) with the understanding, whether recorded in writing or otherwise, that the intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“ultimate beneficiaries”) by or on behalf of the company or
 - provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries
- b) The management has represented that to the best of its knowledge and belief, no funds have been received by the company from any persons or entities, including foreign entities (“Funding Parties”) with the understanding, whether recorded in writing or otherwise, that the company shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“ultimate beneficiaries”) by or on behalf of



the company or

- provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries and

c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (iv)(a) and (iv)(b) contain any material misstatement.

v. The company has neither declared nor paid any dividend during the year.

For D R A & Co.
Chartered Accountants
FRN:006476N



Priyanka Rai
Partner
M.No.429735

Date: 30-05-2022

Place: New Delhi

UDIN: 22429735AJWSNQ8377



D R A & CO.

CHARTERED ACCOUNTANTS

H.O. : 35, Bunglow Road, New Delhi-110007

Email id: dracoaudit@gmail.com

Independent Auditor's Report

To
The Members of Mirza International Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Mirza International Limited (hereinafter referred to as the 'Holding Company') and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2022, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and notes to the consolidated financial statements, including summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditor on separate financial statements of such subsidiaries as were audited by the other auditor, the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at March 31, 2022, the consolidated profit and other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for opinion

We conducted our audit of the Consolidated financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, in accordance with the ethical requirements that are relevant to our audit of the Consolidated financial statements in terms of Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other Ethical



Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How the key audit matter was addressed in the audit
<p>1. Net Realisable Value of Inventories of Finished Goods</p> <p>Refer Note No.- 45(12) and Note No.-5 of Consolidated financial statements</p> <p>Inventory is carried in the Financial Statements at the lower of cost and net realisable value. The major portion of the Company's inventory consist of finished goods which are lying at multiple locations such as retail stores, depots and factories. Finished goods are counted on a recurring basis and determination of NRV is made based on various estimates as at end of the reporting period.</p> <p>Since the company is dealing in footwear, apparel and accessories, sales in the fashion industry can be extremely volatile with consumer demand changing significantly based on current trend.</p> <p>As a result, the carrying value of inventory may exceed in net realisable value.</p>	<p>We have designed the procedure to challenge the adequacy and effectiveness of the Company's determination of Net Realisable Value of finished goods, our procedures included:</p> <ul style="list-style-type: none"> • Testing classification: Testing on a sample basis that items on the stock ageing listing were classified in the appropriate ageing bracket by reference to season; • Historical trends of the company & market: evaluated the current year provision by assessing historical trends. We examined the Company's historical trading patterns of inventory sold at full price and inventory sold below full price due to discount and season offers through alternative clearance routes, together with the related margins achieved for each channel. We used the information on trading patterns to assess whether the provisions held have historically been set at an appropriate level; and • Our understanding on the Company Business: based on our knowledge of the Company and the market, the appropriateness of the provision percentages applied by challenging the assumptions made by the Company on the extent to which older season's inventory can be sold through various channels.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Management and Board of Directors are responsible for the preparation



various channels.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including disclosure relating to Composite Scheme of Arrangement and Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon. These reports are expected to be made available to us after the date of this audit report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated state of affairs, consolidated profit/loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its Associates and Jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act.

The respective Management and Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.



In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for assessing the ability of the Group and of its associates and jointly controlled entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for overseeing the financial reporting process of the Group and of its associates and jointly controlled entities.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls based on our audit.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management and Board of Directors.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists,



we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated financial statements, including the disclosures, and whether the Consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements / financial information of 4 subsidiaries Mirza (HK) Limited, Mirza Bangla Limited, Sen En Mirza Industrial Supply Chain LLP and Redtape Limited included in the consolidated financial results, whose financial statements / financial information for the year ended on that date reflect the following:



Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

(d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2022 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies, its associate companies and jointly controlled companies incorporated in India is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

(g) With respect to other matter to be included in the auditor's report in accordance with the requirements of the section 197 (16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act. The remuneration paid to director by the Holding company and its Subsidiary companies is not in excess of the limit prescribed under section 197 of the Act.

2. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in it's consolidated financial statements. Refer Note No-28.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There is no any delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. a) The management has represented that to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding company or its Subsidiary companies incorporated in India to or in any other persons or entities including foreign entities ("intermediaries") with the understanding, whether recorded in writing or otherwise, that the intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("ultimate beneficiaries") by or on behalf of the Holding company or its Subsidiary Companies incorporated in India



or

- provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

b) The management has represented that to the best of its knowledge and belief, no funds have been received by the Holding company or its Subsidiary company incorporated in India from any persons or entities, including foreign entities (“Funding Parties”) with the understanding, whether recorded in writing or otherwise, that the Holding company or its Subsidiary Company incorporated in India shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“ultimate beneficiaries”) by or on behalf of the company or
- provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries and

c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (iv)(a) and (iv)(b) contain any material misstatement.

- v. No dividend has been declared or paid, during the year, by the Holding company and its subsidiary companies incorporated in India.

For D R A & Co.

Chartered Accountants

FRN: 006476N

Priyanka Rai

Partner

M.No.429735



Date: 30-05-2022

Place: New Delhi

UDIN: 22429735AJWSW01868

Annexure 'A' to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Mirza International Limited, of even date on the standalone financial statements for the year ended 31st March, 2022)

With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2022, we report the following:

- (i) According to the information and explanations given to us
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
 - (B) The Company has maintained proper records showing full particulars of Intangible Assets.
 - (b) The Company has a regular program of physical verification of its property, plant and equipment in a phased manner, which in our opinion, is reasonable having regard to the size of the company and the nature of its Assets. Pursuant to the Program certain Fixed Assets were physically verified by the management. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
 - (c) The title deed of the Immovable properties of the company (other than Immovable properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee, disclosed in the standalone financial statements are held in the name of the Company.
 - (d) The Company has not revalued its property, plant and equipment (including right of use assets) or intangible assets or both during the year.
 - (e) There are no proceedings initiated or pending against the Company for holding any benami property under the Benami Transactions Prohibition Act, 1988 and rules made thereunder.
- (ii)
 - (a) The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification including goods lying at third party locations & goods in transit.
 - (b) The Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of the security of current assets at any point of time during the year. The quarterly returns and statements filed by the Company with such Bank & financial Institutions are generally in agreement with the Books of accounts of the company and no material discrepancy has been noticed.
- (iii) The Company has neither made any investment, nor has provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies,



firms, LLPs or any other entity. Therefore clause (iii)(a) (A) & (B),(b),(c),(d),(e) & (f) of the order is not applicable.

- (iv) The company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v) The Company has neither accepted any deposits nor amounts which are deemed to be deposits. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) According to the information and explanations given to us, Cost records, prescribed by the Central Government in terms of provisions of Clause (1) of Section 148 of the Act, are being maintained by the company. We have however, not made a detailed examination of the records with a view to determine whether they are accurate or complete.
- (vii) (a) The company is regular in depositing undisputed Statutory dues including Goods and Service Tax , Provident Fund, Employees' State Insurance, Income Tax , Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax , cess and any other statutory dues to the appropriate authorities and nothing is outstanding as at the last day of the financial year under Audit, for a period of more than six months from the date they became payable.
- (b) Details of statutory dues relating to Goods and Service Tax , Provident Fund, Employees' State Insurance, Income Tax , Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax , cess and any other statutory dues, which have not been deposited on account of any dispute, are as mentioned below:

Nature of the Statute	Nature of Dues	Amount In Rs. Lakh	Period to which the amount relates	Forum where dispute is Pending
UP Entry Tax Act 2007	Entry Tax	4.06	1999-2000	Hon'ble High Court , Allahabad
UP VAT Act-2008 & CST Act-1956	VAT & CST	71.58	2008-2009	Jt. Commissioner, Corporate Circle -2, Commercial Tax Department, Kanpur
UP VAT Act-2008 & CST Act-1956	VAT & CST	61.33	2010-2011	Jt. Commissioner, Corporate Circle -Zone 2, Commercial Tax Department, Kanpur
UP VAT Act-2008 & CST Act-1956	VAT & CST	63.21	2015-2016	Additional Commissioner Grade-2, Appeal-5, Commercial Tax Department, Kanpur
UP VAT Act-2008 & CST Act-1956	VAT & CST	9.12	2016-17	Additional Commissioner Grade-2, Appeal-6, Commercial Tax Department, Kanpur



UP VAT Act-2008 & CST Act-1956	VAT & CST	57.19	2017-18	Additional Commissioner Grade-2, Appeal-6, Commercial Tax Department, Kanpur
UP Entry Tax Act 2007	Entry Tax	0.33	2017-18	Additional Commissioner Grade-2, Appeal-6, Commercial Tax Department, Kanpur
Gujarat VAT	VAT	50.13	2009-2010 2010-2011 2011-2012	Deputy Commissioner (Appeal), Ahmedabad
Kerala VAT	VAT	3.44	2012-13	Deputy Commissioner Appeal-II Ernakulam, Kerala
Haryana VAT	VAT&CST	53.50	2016-17	Excise and Taxation Officer- Cum-Assessing Authority, Ward-5, Hisar
Income Tax	Income Tax	128	FY 2016-17	ITAT
Jharkhand GST	GST	4.32	2019-20	First Appellate Authority
Bihar GST	GST	12.59	2020-21	First Appellate Authority



- (viii) On the basis of our examination of the Books of Accounts & other related information, we have not come across any transaction, which is not recorded in the Books of Accounts, has been surrendered or disclosed as Income during the year in the tax assessments under the Income Tax Act, 1961.
- (ix) (a) The Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) The Company has not been declared a wilful defaulter by any bank or financial institution or government or other lender.
- (c) Term loans were applied for the purposes for which the loans were obtained.
- (d) No funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) According to the information and explanations given to us and as per examination of Books of Accounts, the Company identified three new instances of Fraud/ embezzlement Cases in the nature of misappropriation by employees/ex-employees against the company. The total amount involved was Rs.36.77 Lacs out of which Rs. 0.72 Lacs recovered from the employees and Rs. 25.49 Lacs has been provided for in the books of accounts, whereas Rs.10.57 Lacs is still lying recoverable from employees. Please refer to Note no.44.
- (b) According to the information and explanations given to us, no report under Section 143(12) of the Companies Act, 2013 was required to be filed by the auditors.
- (c) According to the information and explanations given to us, no whistle - blower complaints have been received during the year by the company.
- (d) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) (a), (b) and (c) of the Order is not applicable.
- (xii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the Ind AS.
- (xiii) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature



of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

(xiv) The Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

(xv) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable

(b) The company has not conducted any Non-Banking Financial or Housing Finance Activity. Accordingly, clause 3(xvi)(b) of the Order is not applicable

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) According to the information and explanations provided to us during the course of audit, the Group does not have any CICs. Accordingly, clause 3(xvi)(d) of the Order is not applicable.

(xvi) The Company has neither incurred cash losses in the current nor in the immediately preceding financial year.

(xvii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(xviii) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, and based on our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report, that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date; We state that our reporting is based on the facts up to the date of the audit report, however, this is not an assurance or guarantee that all liabilities falling due within a period of one year from the balance sheet date, will be discharged by the Company as and when they fall due.

(xix) In our opinion and according to the information and explanations given to us, there is no unspent amount under section 135(5) of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.



- (xx) There is no qualification or adverse Remark given by the respective Auditors in the Companies ("Auditors Report") Order (CARO) Reports of the Companies included in the Consolidated Financial Statements.

For: DRA & Co.
Chartered Accountants
FRN: 006476N



Priyanka Rai
Partner
M.no.: 429735
Date: 30-05-2022

Place: New Delhi
UDIN: 22429735AJWSNQ8377

Annexure “B” to the Independent Auditor’s Report on Standalone Financial Statements of Mirza International Limited for the year ended 31st March, 2022.

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Mirza International Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of MIRZA INTERNATIONAL LIMITED (“the Company”) as of March 31, 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s and Board of Directors’ Responsibilities for Internal Financial Controls

The Management and Board of Directors of the Company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that



- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For D R A & Co.
Chartered Accountants
FRN:006476N



Priyanka Rai
Partner
M.No. 429735
Date: 30-05-2022

Place: New Delhi
UDIN: 22429735AJWSN@8377

Mirza International Limited

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E-mail : marketing@redtapeindia.com
Website : www.redtape.com

30th May, 2022

The Corporate Relationship Dept.,
BSE Ltd.,
Phiroze Jeejeebhoy Towers,
1st Floor, New Trading Ring,
Rotunda, Dalal Street,
Mumbai - 400 001

The Secretary,
National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Plot No. C/1, G-Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051

Dear Sir/Madam,

Sub: Declaration on Auditors' Report with Unmodified Opinion under Regulation 33(3)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I, Tauseef Ahmad Mirza, Whole Time Director of Mirza International Limited (CIN: L19129UP1979PLC004821) having registered office at 14/6, Civil Lines, Kanpur-208001 hereby declare that in accordance with Regulation 33(3)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. DRA & Co., Chartered Accountants (Firm's Registration No. 006476N) Statutory Auditors of the Company have issued an Audit Report with unmodified opinion on Audited Financial Results of the Company for the quarter and financial year ended on 31st March, 2022.

This is for your information and records.

For **MIRZA INTERNATIONAL LIMITED**



(Tauseef Ahmad Mirza)
Whole Time Director
DIN: 00049037