

**PROCEEDINGS OF THE 33RD ANNUAL GENERAL MEETING OF
MIRZA INTERNATIONAL LTD. HELD ON 29TH SEPTEMBER, 2012 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 2011-12 was read before the Meeting by the Company Secretary.

Mr. Irshad Mirza, Chairman of the Company delivered his speech. In his speech, he pointed out the impact of uncertainties prevailing in the global market and domestic constraints on the performance of the Company. He also apprised members of the ongoing expansion programme of the Company and expected benefits 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, 2012.

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. TASNEEF AHMAD MIRZA AS DIRECTOR OF THE COMPANY.

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

RESOLUTION NO. 4:

REAPPOINTMENT OF MR. P .N. KAPOOR AS DIRECTOR OF THE COMPANY.

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

RESOLUTION NO. 5:

REAPPOINTMENT OF MR.SUDHINDRA JAIN AS DIRECTOR OF THE COMPANY.

The shareholders of the Company unanimously passed the resolution for reappointment of Mr. Sudhindra Jain 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:

REGULARIZATION OF DR. YASHVEER SINGH.

The Shareholders of the Company unanimously passed the resolution for the appointment of Dr. Yashveer Singh, as the Director of the Company.

