



MURLI INDUSTRIES LIMITED

Regd. Office: 101, Jai Bhavani Society, Central Avenue, Wardman Nagar, Nagpur - 440 008.

NOTICE OF POSTAL BALLOT (Pursuant to Section 192A(2) of the Companies Act, 1956)

Dear Member(s),

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 that the Company is seeking the Members' consent through a Special and Ordinary Resolutions proposed to be passed by Postal Ballot for:

1. Deleting Article No. 77(1) and substituted by new Article No. 77(1) of the Articles of Association of the Company.
2. Insertion of New Article No. 77(5) after the existing Article No. 77(4) of the Articles of Association of the Company.
3. Insertion of New Article No. 122 after the existing Article No. 121 of the Articles of Association of the Company.
4. Insertion of New Article No. 123 after the existing Article No. 122 of the Articles of Association of the Company.
5. Authorising Board of Directors to create charge by way of mortgage etc., immoveable properties of the Company.
6. Authorising Board of Directors to borrow money in excess of paid up capital and free reserves of the Company.

The Consent of the members for the above purposes sought to be obtained by means of Postal Ballot under the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001.

Pursuant to Section 173(2) of the Companies Act, 1956 the Explanatory Statement pertaining to the aforesaid Resolutions setting out all material facts and the reasons for which Resolutions are being proposed is annexed herewith. Accordingly, the Resolutions and the Explanatory Statement with reference thereto are being sent to you along with Postal Ballot Form and self-addressed envelope for your consideration.

The Company has appointed Mr. Jagdish Patel, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed, in the attached self-addressed postage pre-paid/ **business reply** envelope so as to reach the Scrutinizer on or before **3rd April, 2013**. The Scrutinizer will submit his report to the Chairman after completing of the scrutiny and result of postal ballot will be announced at 10.00 a.m. on **6th April, 2013** at the administrative office of the Company.

By Order of the Board
* For Murli Industries Limited

Tarun K. Singh
Company Secretary

Date: 14.2.2013

Place: Nagpur

SPECIAL BUSINESS:

1. To consider and, if thought fit, to pass with or without modification the following resolution as a Special Resolution:

"RESOLVED that pursuant to Section 31 of the Companies Act 1956, the Article No.77(1) be deleted and substituted by new Article No. 77(1) of the Articles of Association of the Company, viz

77(1) Until otherwise determined by the Company in General Meeting, each Director other than the Managing Director and whole time Director shall be entitled to receive out of the funds of the Company for his services in attending Meetings of the Board or committees thereof, a fee upto Rs. 20000/- as the Board may decide or upto such amount as may be prescribed by the Central Government from time to time and in addition, subject to the provisions of section 309 of the Act, all the Directors may receive a commission upto three percent (3%) on the net profits of the Company as computed under the provisions of the Companies Act, 1956 and such commission shall be divided amongst them equally or as the Directors may determine. The Directors may waive or reduce their fee for any meeting or period."



2. To consider and, if thought fit, to pass with or without modification the following resolution as a Special Resolution:

"RESOLVED that pursuant to Section 31 of the Companies Act 1956, after the existing Article No. 77(4), new Article No. 77(5) be and is hereby inserted in the Articles of Association of the Company,

77(5) (a) The Board shall be entitled to appoint any person who has rendered significant or distinguished services to the Company or to the industry to which the Company's business relates or in the public field, as the Chairman Emeritus of the Company,

(b) The Chairman Emeritus shall hold office until here signs his office or a special resolution to that effect is passed by the shareholders in a general meeting.

(c) The Chairman Emeritus may attend any meetings of the Board or Committee thereof but shall not have any right to vote and shall not be deemed to be a party to any decision of the Board or Committee thereof.

(d) The Chairman Emeritus shall not be deemed to be a director for any purposes of the Act or any other statute or rules made there under or these Articles including for the purpose of determining the maximum number of Directors which the Company can appoint.

(e) The Board may decide to make any payment in any manner for any services rendered by the Chairman Emeritus to the Company.

(f) If at any time the Chairman Emeritus is appointed as a Director of the Company, he may, at his discretion, retain the title of the Chairman Emeritus."

3. To consider and, if thought fit, to pass with or without modification the following resolution as a Special Resolution:

"RESOLVED that pursuant to Section 31 of the Companies Act 1956, after the existing Article No. 121, new Article No. 122 be and is hereby inserted in the Articles of Association of the Company."

122. COMPANY'S POWER TO PURCHASE ITS OWN SHARES:

Notwithstanding any thing contained in any other Articles in the Articles of Association and Subject to the provisions of sections 77A, 77AA and 77B of the Act, the Company may purchase its own shares or other specified securities referred to as buy-back out of its free reserves or the securities premium account or the proceeds of any shares or other specified securities. No buy-back of any kind of shares or other specified securities will be made out of the proceeds of an earlier issue of the same kind of shares or same kind or other specified securities

4. To consider and, if thought fit, to pass with or without modification the following resolution as a Special Resolution:

"RESOLVED that pursuant to Section 31 of the Companies Act 1956, after the existing Article No. 122, new Article No. 123 be and is hereby inserted in the Articles of Association of the Company."

123. Notwithstanding any thing contained in any other Articles in the Company may, get resolution passed by means of postal ballot, by SMS or any other electronic mode as the Government may prescribe, instead of transacting the businesses in General Meeting of the Company, if required by the Act or otherwise.

5. To consider and, if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution

"RESOLVED THAT the approval of the Members, be and is hereby accorded under Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 to the Board of Directors of the Company (herein after referred to as "the Board or any Committee of the Board") for mortgaging and /or creating charge on such terms and conditions as the Board may deem fit, on all or any part of the movable and /or immovable properties of the Company wheresoever situated, both present and future, and on the whole of the undertakings of the Company (save and except the current assets that are or may be hypothecated and /or pledged in favour of the Company's bankers for securing borrowings for working capital requirement) in favour of one or more Banks and /or financial institutions and /or trustee/s of debenture holders and /or others to secure term loans borrowed / to be borrowed and /or debentures issued / to be issued whether on a rights basis to the shareholders of the Company and/or to the public and/or to any other person or persons, in terms of any Loan Agreement/ Letter of Sanction/ Memorandum or the terms and conditions/ Debenture Trust Deed entered into/to be entered into/to be entered into by the Company in respect of such Finance and/or Debentures.

RESOLVED FURTHER THAT the Board or Committee be and is hereby authorised to finalise with such banks/ financial institutions/trustees of debenture holders and/or any other person(s) the documents for creating the aforesaid mortgage and/or charge and to do all such acts, matters, deeds and things as may be necessary usual or expedient for giving effect to the resolution and also to agree to any amendments thereto from time to time as it may think fit."

6. To consider and, if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 293(1)(d) of the Companies Act, 1956 and all other enabling provisions, if any, the approval of the members, be and is hereby accorded to the Board of Directors of the Company (herein after referred to as "the Board or any Committee of the Board") for borrowing from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business), may exceed the aggregate of the paid up capital of the company and its free reserves, by that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Company shall not at any time exceed the limit of Rs. 5000 Crore (Rupees Five Thousand Crore Only) plus paid up Capital and free reserves."

Notes :-

The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 setting out materials facts is annexed hereto.

1. Shareholders who wish to be present at time of declaration of the result may do so.
2. Only a shareholder entitled to vote is entitled to exercise his vote through Postal Ballot and a shareholder having no voting rights should treat this Notice as an intimation only.
3. Member's voting rights shall be in proportion to his/her share of the paid up Equity share Capital of the Company.

**By Order of the Board
For Murl Industries Limited**

**Tarun K. Singh
Company Secretary**

Date: 14.2.2013

Place: Nagpur

**ANNEXURE TO NOTICE
EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173 OF THE COMPANIES ACT, 1956**

Item No. 1

The existing Article No. 77(1) be deleting Article No. 77(1) and substituted by new Article No. 77(1) of the Articles of Association of the Company authorizing to pay sitting fees to each Director other than the Managing Director and whole time Director for attending Meetings of the Board or committees thereof, at the rate prescribed by the Central Government from time to time.

Your Directors recommend to pass this resolution as Special Resolution.

None of the Directors are concerned or interested in this resolution.

Item No. 2

It is proposed to insert new Article 77 (5) in the Articles of Association after the existing Article 77 (4) so as to include provision relating to appointment of any person who has rendered significant or distinguished services to the Company or to the industry to which the Company's business relates or in the public field, as Chairman Emeritus on the terms mentioned therein.

Your Directors recommend to pass this resolution as Special Resolution.

None of the Directors are concerned or interested in this resolution.

Item No. 3 & 4

The present Articles of Association is silent as to the powers stated in the proposed Article Nos. 122 & 123 as to authorizing for buy back of shares and mode of voting on the resolution in the manner provided there as and when the Law permits. In absence of these provisions, the Company is not able to enjoy the benefits of the details covered in these new Articles.

Your Directors recommend to pass this resolution as Special Resolution.

None of the Directors are concerned or interested in this resolution.

Note: A copy of the Articles of Association of the Company along with the altered Article will be open for inspection by Members between 11.00A.M and 1:00 P.M. on all working days of the Company, (Monday to Friday) at the Company's Registered Office i.e. 101, Jai Bhawani Society, Wardhaman Nagar, Central Avenue, Nagpur - 440008, (M.S.).

As a going concern and with vast continuous growth of the business activities, and project in hand and future requirements of the Company, it becomes necessary to borrow funds. Under Section 293(1) (a) & (d) of the Company's Act, 1956 provide, inter alia that Board of Directors of the Company shall not without consent of the members of the Company, mortgage or create charge on the properties of the Company. It is set out in the resolution under Item 5 & 6 of the notice for which approval of the Members is required under Section 293 (1) (a) of the Companies Act, 1956. So also Under Section 293 (1) (d) of the Companies Act, 1956 inter alia provides that Board of Directors shall not borrow in excess of the paid up Capital and its free reserve/s unless authorised by Members, hence these resolutions at Item 5 & 6 are recommended by the Board as Ordinary Resolutions.

None of the Directors are concerned or interested in these resolution.

By Order of the Board
For Murl Industries Limited

Tarun K. Singh
Company Secretary

Date: 14.2.2013
Place: Nagpur

**MURLI INDUSTRIES LIMITED**

Regd. Office: 101, Jai Bhawani Society, Wardhaman Nagar, Central Avenue Road, Nagpur - 440008, (M.S.)

POSTAL BALLOT FORM

(To be returned in the envelope enclosed herewith)

Sr No.:

- Name and Registered Address :
of the Sole/First named :
Shareholder (in block letters) :
- Name(s) of the Joint holder(s) :
if any (in block letters) :
- Registered Folio No. / :
DPID No. / Client ID No.* :
(*Applicable to investors
holding shares in demat form)
- No. of Shares held :
- I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the business stated in the Notice dated 14th February, 2013 of the Company by conveying my/our assent or dissent to the said Resolutions by placing the (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares	I/We assent to the Resolution (For)	I/We dissent the Resolution (Against)
1.	Special Resolution under Section 31 of the Companies Act, 1956 for substitution by new Article No. 77(1) in the Articles of Association of the Company.			
2.	Special Resolution under Section 31 of the Companies Act, 1956 for insertion of Article No.77(5) in the Articles of Association of the Company.			
3.	Special Resolution under Section 31 of the Companies Act, 1956 for insertion of Article No.122 in the Articles of Association of the Company.			
4.	Special Resolution under Section 31 of the Companies Act, 1956 for insertion of Article No.123 in the Articles of Association of the Company.			
5.	Ordinary Resolution under Section 293(1) (a) of the Companies Act, 1956 authorising Board of Directors to create charge by way of mortgage etc., on movable and / or immoveable properties of the Company.			
6.	Ordinary Resolution under Section 293(1) (d) of the Companies Act, 1956 authorising Board of Directors to borrow money in excess of paid up capital and free reserves of the Company.			

Place:

Date:

Signature of the Shareholder(s)

Note: Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. Voting rights of every member shall be reckoned as on the date of dispatch of notice i.e. **1st March, 2013** (BENPOS as on 22nd February, 2013) the cut off date and any recipient of this Notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
2. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the scrutinizer in the attached self-addressed envelope. Postage will be born and paid by the Company. However, envelope containing Postal Ballot Form, if deposited in person or send by courier at the expenses of the Member will also be accepted.
3. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
4. This Postal ballot Form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per specimen signature registered with the Company) by the first named Member and in his/ her absence by the next named Member.
5. There will be one Postal ballot Form for every folio / Client ID irrespective of number of joint holders.
6. Unsigned Postal Ballot Form will be rejected.
7. In case of shares held by companies, trusts, societies, etc, the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution / Authority.
8. The votes should be cast either in favour or against by putting tick (✓) mark in the column provided for assent or dissent. Postal ballot Form bearing tick marks in both the columns will render the Postal Ballot Form invalid.
9. Duly completed and signed Postal Ballot Form should reach the Company not later than the close of working hours on **3rd April, 2013**. Postal Ballot Form received after this date will be strictly treated as if the reply from such Member (s) has not been received.

Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the Member(s)/Beneficial Owner(s) on (BENPOS as on **22nd February, 2013**).
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed envelope (except the Board Resolution / Authority specified in (7) above) as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the scrutinizer not later than the date specified in (9) above.
12. The scrutinizer's decision on the validity of a Postal Ballot will be final.
13. The Postal Ballot shall not be exercised by a Proxy.