

MINUTES OF THE 20TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE MURLI INDUSTRIES LIMITED HELD ON FRIDAY, THE 30TH DAY OF SEPTEMBER 2011 AT THE CORPORATE OFFICE OF THE COMPANY AT 'RADHA HOUSE' 239, EAST WARDHMAN NAGAR, NAGPUR AT 11.00 A.M.

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Present:

Shri Shobhagmal Maloo	- Chairman
Shri Nandlal Maloo	- Managing Director
Shri Bajranglal Maloo	- Director
Shri Lalchand Maloo	- Director
Shri Sunil Kumar Maloo	- Director
Shri Yashpal Dhiman	- Director
Shri B.P. Ganu	- Director
Shri R.P. Gupta	- Director
Shri Vinayak Thergaonkar	- Director
Shri Avinash Mardikar	- Director

91 Members were present and 3 members were presented through proxy.

In Attendance: Shri Tarun K. Singh, Company Secretary & Compliance Officer

As per Scheduled the meeting started at 11.00 a.m. at the Corporate Office, 'Radha House' 239 East Wardhaman Nagar, Central Avenue, Nagpur - 440008.

The Chairman occupied the chair. Company Secretary counted the number of members present and confirmed to the Chairman that quorum is present and invited the Chairman to preside the meeting.

The Chairman welcomed all the members in the 20th Annual General Meeting of the Company and informed to the members that due to unavoidable reason 21 days clear notice could not be given to the members and hence the meeting had to call on short notice of 14 days. Further he informed that unanimous consent of the members required to hold the meeting on short notice and hence requested to the members to express their consent, if agree, to start the meeting by show of hands.

With unanimous consent all the members agreed to start the meeting.

The Chairman declared the meeting in order and introduced the directors present at Dias, also informed to the members that the requisite statutory registers were open during the meeting and invited to the interested members to inspect the same.

He informed that the company received 3 applications of proxy for the meeting.

Further he declared that with the permission of the members the notice of the meeting taken as read.

Then Chairman invited Company Secretary to read the first and final line of the Auditor's Report with the permission of the members present.

Company Secretary read the first and final lines of the Auditor's Report and then asked to the members that could they take the annexure to the Auditor's Reports



as read? Members unanimously assented for the same and annexure to the Auditor's Report taken as read.

Company Secretary invited to Chairman to continue the meeting.

Chairman delivered his speech. At the end of the speech he invited queries, if any, from the shareholders.

One of the shareholders raised the query for incurring the loss during the financial year. Chairman informed the shareholders about the reason of loss suffered by the company.

The shareholders raised their concern regarding the performances of the Cement Unit for under utilization of the capacity. The chairman replied and addressed their concern and informed that the management has been taking the required steps to increase the capacity utilization of the cement unit.

One of the shareholders also asked about the performance of the pulp unit which has been closed for last two year. The chairman replied that the management has been in consultation with the expert and hoping the mill can start its operation soon.

One shareholder also asked about the present status of the Corporate Debt Restructuring of the existing loans of the company. Chairman informed that the CDR scheme has granted by the appropriate authority and it is implemented and the company pursuing the bankers to release the fund as per package also expressed the hope that it could be instrumental in overcoming from the present situation.

Thereafter, Chairman with the permission of the shareholders present, took up the agenda items as per the notice of the Annual General Meeting ad seriatim.

ORDINARY BUSINESS:

Item No.1

Consideration and adoption of the Twentieth Annual Report of the Directors, Balance Sheet as on 31st March, 2011 and Profit & Loss Account for the Financial Year ended 31st March, 2011 and the Auditor's Report:-

The shareholders considered and adopted the Profit and Loss A/c for the year ended on 31st March, 2011 and the Balance sheet as on that date and the Auditor's Report and the Directors' Report thereon including the annexure annexed thereto.

Shri Ajit Ramkaranji Sarda, Member proposed and Shri Anand Taori, Member seconded the following resolution to be adopted as an Ordinary Resolution:

"RESOLVED that the audited Balance Sheet of the Company as on 31st March, 2011 and the Profit & Loss Account for the period on that date together with the Auditor Reports and Directors' Reports thereon, be and are hereby adopted and approved."

On being put to vote on show of hands, the resolution was adopted unanimously.



Item No.2

Re-appointment of Shri Shobhamal B. Maloo as Director:

Smt. Anita Malu, Member proposed and Shri Arunkumar Somani, Member seconded that the following resolution be adopted as an Ordinary Resolution:

"RESOLVED that pursuant to Section 255 and Section 256 of the Companies Act, 1956, Shri Shobhagmal B. Maloo who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as the Director of the Company liable to retire by rotation".

On being put to vote on show of hands, the resolution was adopted unanimously.

Item No.3

Re-appointment of Shri Lalchand B. Maloo as Director:

Shri Asha Ram Choudhary, Member proposed and Shri Ashok Bhutada, Member seconded that the following resolution be adopted as an Ordinary Resolution:

"RESOLVED that pursuant to Section 255 and Section 256 of the Companies Act, 1956, Shri Lalchand B. Maloo who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as the Director of the Company liable to retire by rotation".

On being put to vote on show of hands, the resolution was adopted unanimously.

Item No. 4

Re-appointment of Shri Sunil Kumar Maloo as Director:

Smt. Bhavna Bung, Member proposed and Smt. Champa Devi Kakani, Member seconded that the following resolution be adopted as an Ordinary Resolution:

"RESOLVED that pursuant to Section 255 and Section 256 of the Companies Act, 1956, Shri Sunil Kumar Maloo, who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as the Director of the Company liable to retire by rotation".

On being put to vote on show of hands, the resolution was adopted unanimously.

Item No. 5

Re-appointment of Statutory Auditor

Shri Charanjit Singh Arora, Member proposed and Shri Damodar Baldwa, Member seconded that the following resolution be adopted as an Ordinary Resolution:

RESOLVED THAT pursuant to Section 224 of the Companies Act, 1956, Messrs Demble Ramani & Co., Chartered Accountants, 201, M.G. House, Civil Lines, Nagpur, the retiring auditor of the Company, be and are hereby re-appointed as the Auditor of the Company to hold the office from the conclusion of this Annual



General Meeting to the conclusion of the next Annual General Meeting of the company on such consideration as may be mutually agreed upon between them and the Board of Directors of the Company."

On being put to vote on show of hands, the resolution was adopted unanimously.

SPECIAL BUSINESS:

Item No. 6

Appointment of Shri Vinayak Thergaonkar as Director:

Shri Ishwarprakash Kakani, Member proposed and Smt. Kamladevi Jakhotiya, Member seconded that the following resolution be adopted as an Ordinary Resolution:

"RESOLVED that Shri Vinayak Thergaonkar, who was appointed as an Additional Director by the Board of Directors on 31.03.2011 and who hold office as per section 260 of the Companies Act, 1956, upto the conclusion of the Annual General Meeting be and is hereby appointed as a regular director of the Company subject to retirement by Rotation."

On being put to vote the resolution was adopted unanimously.

Item No. 7

Appointment of Shri Avinash Mardikar as Director:

Shri Kuldip Singh Arora, Member proposed and Kumod Salve, Member seconded that the following resolution be adopted as an Ordinary Resolution:

"RESOLVED that Shri Avinash Mardikar, who was appointed as an Additional Director by the Board of Directors on 12.08.2011 and who hold office as per section 260 of the Companies Act, 1956, upto the conclusion of the Annual General Meeting be and is hereby appointed as a regular director of the Company subject to retirement by Rotation.

On being put to vote the resolution was adopted unanimously.

Item No. 8

Appointment of Shri Subhash Rode as Director:

Shri Kunjbihari Bajaj, Member proposed and Shri Laxminiwas Malu, Member seconded that the following resolution be adopted as an Ordinary Resolution:

"RESOLVED that Mr. Subhash Rode, who was appointed as an Additional Director by the Board of Directors on 26.08.2011 and who hold office as per section 260 of the Companies Act, 1956, upto the conclusion of the Annual General Meeting be and is hereby appointed as a regular director of the Company subject to retirement by Rotation.

On being put to vote the resolution was adopted unanimously.



VOTE OF THANKS

As there was no other business to be transacted, meeting concluded with a vote of thanks to the chair.

Place: NAGPUR

Date: 28th October, 2011



Sd/-
CHAIRMAN