

NOTICE

NOTICE is hereby given that Twenty Second Annual General Meeting of the Members of **MURLI INDUSTRIES LIMITED** will be held on Saturday, 14th December, 2013 at the Corporate Office of the Company at 'Radha House' 239, East Wardhman Nagar, Central Avenue, Nagpur- 440 008, at 11.00 a.m. to transact the following businesses as:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 30th June, 2013 and the Profit and Loss Account for the 15 months ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint M/s. Demble Ramani & Co., Chartered Accountants, as statutory auditors of the company, who shall hold the office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

3. To consider and if fit to pass with or without modification the following Resolution as an Ordinary Resolution : Re- Appointment of Shri Nandlal Maloo as a Managing Director:

RESOLVED that in accordance with the provisions of Section 269, 198 & 309 read with schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and applicable provision of new Companies Act, 2013 or any subject to such other approvals, as may be necessary, approval of the Company be and is hereby accorded to the reappointment of Shri Nandlal Maloo as a Wholetime Director, designated as a Managing Director, of the Company for a period of five years commencing from September 25, 2013 on such remuneration as decided by the board of directors in its meeting held on August 29, 2013.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of Shri Nandlal Maloo, including relating to remuneration, as it may, at its discretion, deem fit, from time to time, provided however that the remuneration after the alteration/ variation shall not exceed the limits specified in Schedule XIII to the Companies Act, 1956, or any Statutory amendment or re-enactment thereof."

RESOLVED FURTHER that pursuant to all applicable provisions of the Companies Act, 1956, the remuneration, as decided by the board of directors in its meeting held on August 29, 2013, be paid as minimum remuneration to Shri Nandlal Maloo, in the event



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of loss or inadequacy of profits in any financial year during the tenure of his appointment.

4. To consider and if fit to pass with or without modification the following Resolution as an Ordinary Resolution : Re- Appointment of Shri Bajranglal Maloo as a Whole Time Director,;

RESOLVED that in accordance with the provisions of Section 269, 198 & 309 read with schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and applicable provision of new Companies Act, 2013 or any subject to such other approvals, as may be necessary, approval of the Company be and is hereby accorded to the appointment of Shri Bajranglal Maloo as a Wholetime Director, of the Company for a period of five years commencing from September 25, 2013 on such remuneration as decided by the board of directors in its meeting held on August 29, 2013.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of Shri Bajranglal Maloo, including relating to remuneration, as it may, at its discretion, deem fit, from time to time, provided however that the remuneration after the alteration/ variation shall not exceed the limits specified in Schedule XIII to the Companies Act, 1956, or any Statutory amendment or re-enactment thereof."

RESOLVED FURTHER that pursuant to all applicable provisions of the Companies Act, 1956, the remuneration, as decided by the board of directors in its meeting held on August 29, 2013, be paid as minimum remuneration to Shri Bajranglal Maloo, in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment.

5. To consider and if fit to pass with or without modification the following Resolution as an Ordinary Resolution : Re- Appointment of Shri Lalchand Maloo as a Whole Time Director,;

RESOLVED that in accordance with the provisions of Section 269, 198 & 309 read with schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and applicable provision of new Companies Act, 2013 or any subject to such other approvals, as may be necessary, approval of the Company be and is hereby accorded to the appointment of Shri Lalchand Maloo as a Wholetime Director, of the Company for a period of five years commencing from September 25, 2013 on such remuneration as decided by the board of directors in its meeting held on August 29, 2013.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of Shri Lalchand Maloo, including relating to remuneration, as it may, at its discretion, deem fit, from time to time,

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Subject to Nagpur Jurisdiction



provided however that the remuneration after the alteration/ variation shall not exceed the limits specified in Schedule XIII to the Companies Act, 1956, or any Statutory amendment or re-enactment thereof."

RESOLVED FURTHER that pursuant to all applicable provisions of the Companies Act, 1956, the remuneration, as decided by the board of directors in its meeting held on August 29, 2013, be paid as minimum remuneration to Shri Lalchand Maloo, in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment.

6. To consider and if fit to pass with or without modification the following Resolution as an Ordinary Resolution : Re- Appointment of Shri Sunil Kumar Maloo as a Whole Time Director,;

RESOLVED that in accordance with the provisions of Section 269, 198 & 309 read with schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and applicable provision of new Companies Act, 2013 or any subject to such other approvals, as may be necessary, approval of the Company be and is hereby accorded to the appointment of Shri Sunil Kumar Maloo as a Wholetime Director, of the Company for a period of five years commencing from September 25, 2013 on such remuneration as decided by the board of directors in its meeting held on August 29, 2013.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of Shri Sunil Kumar Maloo, including relating to remuneration, as it may, at its discretion, deem fit, from time to time, provided however that the remuneration after the alteration/ variation shall not exceed the limits specified in Schedule XIII to the Companies Act, 1956, or any Statutory amendment or re-enactment thereof."

RESOLVED FURTHER that pursuant to all applicable provisions of the Companies Act, 1956, the remuneration, as decided by the board of directors in its meeting held on August 29, 2013, be paid as minimum remuneration to Shri Sunil Kumar Maloo, in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment.

7. To consider and if fit to pass with or without modification the following Resolution as an Ordinary Resolution : Re- Appointment of Shri Yashpal Dhiman as a Whole Time Director,;

RESOLVED that in accordance with the provisions of Section 269, 198 & 309 read with schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and applicable provision of new Companies Act, 2013 or any subject to such other approvals,



as may be necessary, approval of the Company be and is hereby accorded to the appointment of Shri Shri Yashpal Dhiman as a Wholetime Director, of the Company for a period of five years commencing from September 25, 2013 on such remuneration as decided by the board of directors in its meeting held on August 29, 2013.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of Shri Shri Yashpal Dhiman, including relating to remuneration, as it may, at its discretion, deem fit, from time to time, provided however that the remuneration after the alteration/ variation shall not exceed the limits specified in Schedule XIII to the Companies Act, 1956, or any Statutory amendment or re-enactment thereof."

RESOLVED FURTHER that pursuant to all applicable provisions of the Companies Act, 1956, the remuneration, as decided by the board of directors in its meeting held on August 29, 2013, be paid as minimum remuneration to Shri Shri Yashpal Dhiman, in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment.



By Order of the Board of Directors
of Murli Industries Limited

Nandlal Maloo
Chairman & Managing Director

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxy in order to be effective must be deposited at the Company's registered office at 101, Jai Bhawani Society, Central Avenue, Wardhman Nagar, Nagpur 440008, not less than 48 hours before the commencement of the Meeting.

The Register of Members and Share Transfer Books of the Company will remain closed from 7th December, 2013 to 14th December, 2013 (both days inclusive).

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All communications pertaining to the shares are to be addressed to the Company Secretary at the Company's Corporate Office at 'Radha House' 239, East Wardhaman Nagar, Central Avenue Road, Nagpur 440 008 (MS).

Members holding shares in dematerialized form are requested to bring their CLIENT ID and DP ID number for easy identification for attendance at the meeting.

EXPLANATORY STATEMENT AS PER SECTION 173 (2) OF THE COMPANIES ACT, 1956

Item No. 3,4,5,6 & 7

The term of office of the Whole time directors, Shri Nandlal Maloo, Shri Bajranglal Maloo, Shri Lalchand Maloo, Shri Sunil Kumar Maloo and Shri Yashpal Dhiman, was expiring on September 25, 2013. The board of directors in its meeting held on August 29, 2013 considered and recommended to reappoint all these directors for further period of five years.

The board recommended to continue with existing terms and conditions and also recommended to continue with the salary was fixed by the members in its Annual General Meeting held on September 25, 2008. Your directors feel that their appointment shall be in interest of the Company.

None of the directors of the Company are deemed to be interested except Shri Nandlal Maloo, Shri Bajranglal Maloo, Shri Lalchand Maloo, Shri Sunil Kumar Maloo and Shri Yashpal Dhiman.

Your directors commend the resolution for your approval.

By Order of the Board of Directors
For Murli Industries Limited

Nandlal Maloo
Chairman & Managing Director

Regd Off:
101, Jai Bhavani Society
Wardhaman Nagar,
Nagpur 440008

