

**MURLI****MURLI INDUSTRIES LTD.****MURLI INDUSTRIES LIMITED****CIN: L01110MH1991PLC064271**

Registered Office: 101 Jai Bhawani Society, Central Avenue, Wardhaman Nagar, Nagpur- 440008

Tel.: +91-712-2728677, Fax: +91-712-2684422, Website: www.murliindustries.com

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the **Twenty Third Annual General Meeting** of the Members of Murli Industries Limited will be held on **Tuesday, September 30, 2014 at 11.00 a.m.** at the Corporate Office of the Company at 'Radha House' 239, East Wardhaman Nagar, Nagpur – 440008, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements as at 31st March, 2014 together with the Directors' Report and Auditors' Report thereon
2. To appoint a Director in place of Mr. Yashpal Dhiman, (DIN: 02303941) who retires by rotation and being eligible offers himself for re-appointment.
3. To Re-appoint M/s. Demble Ramani & Co. (Firm Registration Number 102259W), Chartered Accountants,

To consider and, if thought fit, to pass with or without modification, the following resolution :

"Resolved that pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the Audit Committee of the of the Board of Directors, M/s Demble Ramani & Co. (Firm Registration Number 102259W), Chartered Accountants, 201, M.G. House, K.T. Road, Civil Lines, Nagpur – 440001, be and are hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this 23rd Annual General Meeting until the conclusion of 26th Annual General Meeting (subject to ratification of the appointment by the Members at every Annual General Meeting) at such remuneration fixed as shall be fixed by the Board of Directors.

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:-**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, **Mr. Subhash Rode (DIN 01240153)**, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) years w.e.f 01.04.2014 to 31.03.2019, not liable to retire by rotation and in respect of whom the Company has received a notice in



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writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director,”

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:-**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, **Mr. Avinash Mardikar (DIN 03565563)**, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) years w.e.f 01.04.2014 to 31.03.2019, not liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director,”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, **Mr. Vinayak P. Thergaonkar (DIN 03445895)**, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) years w.e.f 01.04.2014 to 31.03.2019, not liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director,”

7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:-**

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), **M/s Khanuja Patra & Associates.,** Cost Accountants, Nagpur, the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2015, be paid a remuneration of Rs.1,00,000/- (Rupees One lac only) plus service tax and out of pocket expenses.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be required to carry on the purpose of the aforesaid resolution.”



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

"RESOLVED THAT in supersession of the earlier ordinary resolution passed by the members through voting by postal ballot conducted under pursuant to the section 192A of the Companies Act, 1956 and declared on 6th April, 2013 and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), of the Companies Act, 2013 and relevant Article of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow, for and on behalf of the Company, any sum or sums of monies, from time to time, upon such terms and conditions and with or without security as the Board of Directors may think fit for the purposes of the Company's business, so that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) and remaining outstanding shall not exceed the limit of Rs.5,000 Crores (Rupees Five Thousand Crores only) in excess of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose, as per the latest annual audited financial statements;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby severally authorized to take all such steps as may be required and to do all such acts, deeds, matters and things as may in its absolute discretion deem necessary, expedient, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard to borrowing(s) as aforesaid or any other matter in this regard."

9. To consider and, if thought fit, to pass, with or without modification(s), the following as a Special Resolution

RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the consent of the Audit Committee and the Board of Directors vide resolution passed in their respective meetings held on May 29, 2014 the consent of the Company be and is hereby accorded for entering into contract or arrangement with the related parties as defined under the Act and the Rules made thereunder:



Sr. No.	Nature of Transactions as per section 188 of the Companies Act, 2013	Name of the Director/KMP who is related and nature of their relationship	Name of the Related Party	Amounts (Rs. in Crores)	
				Receipts	Payments
1	Support Services	Mr. Nandlal Maloo, CMD, Mr. Bajranglal Maloo, Director, Mr. Lalchand Maloo, Director and Mr. Sunil Kumar Maloo, Director are common director and promoters carry shareholding interest and also the owners' of the properties.	Murli Infrastructure Limited	-	8.00
2	Goods Supply		Nandlal Enterprises Limited	-	1.00
			Murli Electrode Private Limited	-	0.25
3	Leasing/sublease/rent for office sharing of property		Regd. Office : 101, Jai Bhawani Society, Wardhaman Nagar, C. A. Road, Nagpur-08	-	0.01
			Corporate Office : 239, East Wardhaman Nagar, C. A. Road, Nagpur-08	-	0.20
			Mumbai Branch Office : Tulsi Villa Building, Poddar Road, Santacruz (West), Mumbai - 400054	-	0.30



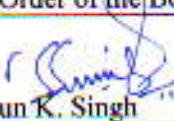
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"RESOLVED FURTHER THAT the Board of Directors of the Company and/or a Committee thereof, be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

10. To consider and, if thought fit, to pass, with or without modification(s), the following as a Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company:

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

	By Order of the Board of Directors
Place: Nagpur	 Tarun K. Singh
Dated: August 30, 2014	Company Secretary

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting ("meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself /herself and the proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective, shall be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.
A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.



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4. Relevant documents referred to in accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.
5. Brief resume of all Directors proposed to be re-appointed/appointed at the ensuing Annual General Meeting, the detail as required under Clause 49 (IV)(v) of the Listing Agreement is given below:

Name	Age	Educational Qualification	Experience	No. of shares held.
Mr. Yashpal Dhiman (DIN:02303941)	58 yrs.	M.A. (Economics), LLB and PGDPM.	27 years of experience in the industry. Brief profile attached in the Corporate Governance Report attached here with in the Annual Report	Nil
Mr. Subhash Rode (DIN 01240153)	62 yrs.	M.Tech from LIT, Nagpur, B.Sc. from Institute of Science Nagpur, B.Sc. Tech, Diploma in Business Management.	Brief profile attached in the Corporate Governance Report attached here with in the Annual Report	Nil
Mr. Avinash Mardikar (DIN 03565563)	79 yrs.	LLB & B.Sc. from Nagpur University.	Brief profile attached in the Corporate Governance Report attached here with in the Annual Report	Nil
Mr. Vinayak P. Thergaonkar (DIN 03445895)	77 yrs.	M.Sc. (Chemistry), Ph.D.(Chemistry), Short term Diploma in Pollution Engineering, Netherland.	Brief profile attached in the Corporate Governance Report attached here with in the Annual Report	Nil

6. The register of members and share transfer register of the Company shall remain closed from Saturday, September 20, 2014 to Tuesday, September 30, 2014 (both days inclusive).
7. Members are requested to furnish their bank account details, change of address and all other required details to the Registrar & Share Transfer Agent in respect of shares if held in physical form. In case of shares held in electronic form, these details should be furnished to the respective Depository Participants (DPs).



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8. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN card numbers/copies of PAN card to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details and email ID to the Company/Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited.
9. For convenience of the members and for proper conduct of the meeting, entry to the place of the meeting will be regulated by way of attendance slip, which is annexed to this Notice. Members are requested to bring their Attendance Slip, sign the same at the place provided and hand it over at the entrance of the venue.
10. Members are requested to send all communications relating to shares to the Registrar and Share Transfer Agent of the Company at the following address:

Registrar & Share Transfer Agent
M/s Link Intime India Private Limited
Unit : Murli Industries Limited
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West)
Mumbai 400 078
Tel. No.: 022 25960320 / 25963838
Fax No.: 022 25962691
Email: rnt.helpdesk@linkintime.co.in

11. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 (corresponding to Section 205A to Section 205C of the Companies Act, 1956), all unclaimed/unpaid monies by way of dividend transferred to the "Unpaid Dividend Account" of the Company as contemplated under Section 124 of the Companies Act, 2013 (corresponding to Section 205A of the Companies Act, 1956) that remains unclaimed/unencashed for a period of 7 (seven) years from the respective date of such transfer has to be transferred by the Company to "The Investor Education and Protection Fund" (IEPF) being the fund established by the Central Government under Section 125 of the Companies Act, 2013 (corresponding to Section 205C (1) of the Companies Act, 1956) and no claims shall lie against the said Fund or the Company in respect thereof.

The details of dividends paid by the Company and the corresponding due dates for transfer of such unencashed dividend to the aforementioned Fund constituted by the Central Government are furnished hereunder:

Dividend for the year	Date of Declaration of Dividend	Due Date of transfer to The Investor Education and Protection Fund
2007-2008	25/09/2008	30/09/2015
2008-2009	30/09/2009	29.09.2016
2009-2010	27/09/2010	26/09/2017



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Members who have not encashed/claimed the dividend warrant(s) so far in respect of the above financial years, are therefore, requested to make their claims to the Registered Office of the Company or M/s. Link Intime India Private Limited well in advance of the above due dates.

The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years from 2005-06, as on the date of the 22nd Annual General Meeting held on 14th December, 2013, on the website of the IEPF viz. www.iepf.gov.in.

12. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 (corresponding to Section 109A of the Companies Act, 1956). Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH. 13 duly filled in to M/s. Link Intime India Private Limited at the above mentioned address or the Registered Office of the Company. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

13. As per the Companies Act, 2013 and rules made thereunder all documents to be sent to shareholders like General Meeting Notices (including AGM), Audited Financial Statements, Directors' Report, Auditors' Report, etc. henceforth to the shareholders in electronic form, to the e-mail address provided by them and made available to us by the Depositories. The physical copies of the annual report will also be available at our Registered Office for inspection during office hours.

Members are also requested to register/update their email addresses, with the depository participant (in case of shares held in dematerialised form) or with Company/M/s. Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company (in case of Shares held in physical form).

14. Electronic copy of the annual report for 2014 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the annual report for 2014 is being sent in the permitted mode.

15. Electronic copy of the Notice of the 23rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of 23rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.



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16. Members may please note that the Notice of the 23rd Annual General Meeting and the annual report for 2014 will also be available on the Company's website www.murliindustries.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: complianceofficer@murliindustries.com.

17. Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the listing agreement, the Company is pleased to provide members facility to exercise their right to vote at the 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting services provided by National Securities Depository Limited (NSDL).

The process and instructions for e-Voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- (i) Open email and open PDF file viz., 'Murli Industries e-Voting.pdf' with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-Voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login
- (iv) Put user ID and password as initial password/PIN note in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of Murli Industries Limited.
- (viii) Now you are ready for e-Voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory/ies who are authorized to vote, to the Scrutinizer through e-mail to murliindustriesscrutinizer.com or complianceofficer@murliindustries.com with a copy marked to evoting@nsdl.co.in.



B. In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy):

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (e Voting Event Number)	USED ID	PASSWORD/PIN
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(ii) Please follow all steps from SL.No.(ii) to SL.No.(xii) above, to cast vote

II. In case of any queries, you may refer the frequently asked questions (FAQs) for shareholders and e-Voting user manual for shareholders available at the Downloads section of www.evoting.nsdl.com

III. If you already registered with NSDL for e-Voting then you can use your existing user ID and password/PIN for casting your vote.

IV. You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communications(s)

V. The e-Voting period commences on **September 24, 2014 (9.00 a.m.)** and ends on **September 26, 2014 (6.00 p.m.)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of **August 29, 2014**, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. Further, members who have previously cast their vote electronically, shall not be allowed to vote again at the meeting.

VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **August 29, 2014**.

VII. CS Jagdish P. Patel of Jagdish Patel & Co., Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.

VIII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-Voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website within two days of the passing of the resolutions at the 23rd Annual General Meeting of the Company on September 30, 2014

STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all the material facts relating to the Special Business mentioned under Item Nos. 4 to 10 of the accompanying Notice.

In respect of Item No. 4 to 6

In terms of Section 149 (10), (11), (13) and Section 152 (6), (7) of Companies Act, 2013 read with schedule IV of the said Act, an Independent Director shall hold office for not more than two consecutive terms of five years and



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the tenure of an independent director on the date of commencement of this act shall not be counted as a term under above mentioned sub sections. Furthermore the provisions relating to retirement by rotation shall not applicable to Independent Directors.

So to comply with relevant provisions of Companies Act, 2013, Mr. Subhash Rode, Dr. Vinayak Thergaonkar and Mr. Avinash Mardikar, all Independent Directors needs to be appointed on non rotational basis and up to five year at a time. In the opinion of the Board, all Independent Directors of the Company fulfills the conditions for their appointment as an Independent Director as specified in the Act and the Listing Agreement. The Board also opined that they all possess appropriate skill, experience and knowledge as required to occupy the position of an Independent Director. The Board has also received declaration from all the Independent Directors that they meet the Criteria of Independence as prescribed under section 149(6) read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

The Board recommends the Resolutions as set out at item No. 4 to 6 of the Notice for your approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors for their respective appointment, are in any way concerned or interested, financially or otherwise, in these Resolutions.

In respect of Item No. 7

On recommendation of Audit Committee at its meeting held on May 29, 2014, the Board has considered and approved appointment of M/s Khanuja Patra & Co., Cost Accountants, Nagpur, to conduct the cost audit for the year ended March 31, 2015 of the Company's Solvent Extraction, Cement and Paper (product) manufactured by the company i.e. Unit I at MIDC Hingana, Nagpur, Unit II at Tah: Umred, Nagpur, Cement Unit at Vill: Naranda, Tah: Korpana Dist: Chandrapur and Paper Unit at Vill: Vadoda, Tah: Kamptee, Dist: Nagpur at an aggregate remuneration of Rs. 1.00lacs (Rupees One Lac only) plus service tax as applicable and reimbursement of actual travel and out of pocket expenses.

As per provisions of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the cost auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of the shareholders is sought for passing the Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the cost auditor for the financial year ending March 31, 2015.

The Board of Directors recommend passing of the Ordinary Resolution set out at Item No. 7 of the Notice.

None of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in any way, in the said resolution set out at Item No. 7 of the Notice.



In respect of Item No. 8

The Members/Shareholders of the Company had accorded their consent, through vote by Postal Ballot and result was declared on 6th April, 2013, to the Board by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956 for borrowing up to Rs. 5,000 Crores from Banks/Financial Institutions, etc. notwithstanding that the money or monies to be borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) will exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

Section 180(1)(c) of the Companies Act, 2013 states that the Board of Directors shall not borrow money in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the members of the Company accorded by way of a Special Resolution.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 10 of the Notice, to enable the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of members is being sought to borrow money upto 5000 Crores (Rupees Five Thousand crores) in excess of the aggregate of the paid up share capital and free reserves of the Company.

None of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in any way, in the said resolution set out at Item No. 10 of the Notice.

In respect of Item No. 9

The Company has proposed to enter into agreements for Support Services, Goods Supply and Leasing/sublease/rent for office sharing of property with three entities and the directors as stated above table in which Directors of the Company are interested.





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The Company has also obtained necessary approvals from appropriate authorities for entering into such transactions for a period of three years effective from 1st April, 2011 to 31st March, 2014 under section 297 of the

Companies Act, 1956. From 1st April, 2014 to till the date of Notice Company has not made any sale/ purchase from these Nandlal Enterprises Limited and Murli Electrode Private Limited and for the transaction relating to lease rental, the provisions of Section 297 of the Companies Act, 1956 were not applicable.

The Board of Directors of the Company took note that the Company being in existence for more than last two decades has entered in the manufacturing of different kind of products. The company requires different type of services and goods for its routine business and the same, company acquires from its associates companies in the prevailing market prices.

The items mentioned in the sr. no. 1 related to providing the services by the Murli Infrastructure Limited. The said company provides the transport facilities to the company for supply of cement through the road ways.

The Nandlal Enterprises Limited supplies coal to the company for using in the all four units. Further Murli Electrode Private Limited is in the manufacturing business and supplies the electrode to the companies.

As per the provisions of section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and amended Clause 49 of the Listing Agreement, approval of members by Special Resolution is required for all material related party transaction(s). For the future transaction Company is willing to enter into agreement with for purchase/ sale of goods and availing services from individuals and corporate bodies mentioned above, for the period of three years commencing from 1st October, 2014.

The details regarding proposed transaction with the said parties, as per the provisions of Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:



**MURLI****MURLI INDUSTRIES LTD.**

Sr. No.	Nature of Transactions as per section 188 of the Companies Act, 2013	Name of the Director/KMP who is related and nature of their relationship	Name of the Related Party	Amounts (Rs. in Crores)	
				Receipts	Payments
1	Support Services	Mr. Nandlal Maloo, CMD, Mr. Bajranglal Maloo, Director, Mr. Lalchand Maloo, Director and Mr. Sunil Kumar Maloo, Director are common director and promoters carry shareholding interest and also the owners' of the properties.	Murli Infrastructure Limited	-	8.00
2	Goods Supply		Nandlal Enterprises Limited	-	1.00
			Murli Electrode Private Limited	-	0.25
3	Leasing/sublease/rent for office sharing of property		Regd. Office : 101, Jai Bhawani Society, Wardhaman Nagar, C. A. Road, Nagpur-08	-	0.01
			Corporate Office : 239, East Wardhaman Nagar, C. A. Road, Nagpur-08	-	0.20
			Mumbai Branch Office : Tulsi Villa Building, Poddar Road, Santacruz (West), Mumbai - 400054	-	0.30



Corporate Office : 'Radha House', 239 East Wardhaman Nagar, Nagpur - 440 008, India. Ph.: +91 712 2683000, 3050908

Fax : +91 712 2684422 E-mail : info@murliindustries.com Website : www.murliindustries.com

CIN-L01110MH1991PLC064271

Subject to Nagpur Jurisdiction



MURLI INDUSTRIES LTD.

The Board of Directors recommends the passing of this Resolution by special resolution.

Mr. Mr. Nandlal Maloo, CMD, Mr. Bajranglal Maloo, Director, Mr. Lalchand Maloo, Director and Mr. Sunil Kumar Maloo, Director are being interested will not vote on these resolutions as shareholders of the Company

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Nandlal Maloo, CMD, Mr. Bajranglal Maloo, Director, Mr. Lalchand Maloo, Director and Mr. Sunil Kumar Maloo, Director, are in any way concerned or interested, financially or otherwise, in this Resolution.

In respect of Item No. 10

The current Articles of Association (AoA) of the Company has been in the effect since its incorporation. Time to time some changes has been incorporated in the AoA as per requirement of law for the time being in force. The existing AoA are based on the Companies Act, 1956 and several regulations in it contain reference to specific sections of the Companies Act, 1956 and some regulations are no longer in conformity with the new Companies Act, 2013.

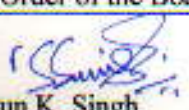
Most of the sections of the Companies Act, 2013 have been in force. 98 sections were notified by the Ministry of Corporate Affairs (MCA) on 12 September, 2013 and on March 26, 2014 most of the remaining sections also notified. Substantive sections of the Act which deals with the general working of companies stand notified.

Since the new Act came into effect several regulations of the existing AoA of the company require alteration or deletion in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by new set of articles.

The 'Table F' of the Act sets out the model articles of association for a company limited by shares. The new AoA of the company are based on 'Table F'. The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders.

The Board of Directors recommends the resolution set forth in item No. 10 for approval of the Members.

None of the directors or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in passing of this resolution.

	By Order of the Board of Directors
Place: Nagpur	 Tarun K. Singh
Dated: August 30, 2014	Company Secretary

