



MURLI

MURLI INDUSTRIES LTD.

ANNUAL REPORT 2012-2013



agro



cement



power



paper



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He who preforms action that ought to be done,
without depending on the fruit of action,
He is a Sanyasi and he is a yogi.
Not he who dose not light the sacred fire and perform no rites.

CONTENTS

Corporate Information

Board of Directors, Auditors, Bankers	02
Milestones	04
Managing Director's Statement	05

Statutory Reports

Notice of Annual General Meeting	06
Directors' Report	10
Management Discussion and Analysis	16
Report of Corporate Governance	24
Auditor's Certificate on Corporate Governance	33
Secretarial Audit Report	33

Financial Statement

Auditor's Report	36
Balance Sheet	42
Statement of Profit & Loss	43
Notes on Financial Statement	44
Significant of Accounting Policies	51
Cash Flow Statement	56
Code of Conducts	57
Proxy Form & Attendance Slip	59



Board of Directors



Shri Nandlal Maloo



Shri Bajranglal Maloo



Shri Lalchand Maloo



Shri Sunil Kumar Maloo



Shri Yashpal Dhiman



Shri B. P. Ganu



Shri Rajendra P. Gupta



Shri V. P. Thergaonkar



Shri Subhash Rode



Shri Avinash Mardikar



Shri Alok Srivastava

Chairman & Managing Director

Shri Nandlal B Maloo

Executive Director

Shri Bajranglal Maloo

Shri Lalchand Maloo

Shri Sunil Kumar Maloo

Shri Yashpal Dhiman

Non - Executive Director

Shri Bhargavram P. Ganu

Shri Rajinder P. Gupta

Dr. Vinayak P. Thergaonkar

Shri Avinash P. Mardikar

Shri Subhash A. Rode

Shri Alok Srivastava

AUDIT COMMITTEE

Shri Bhargavram P. Ganu | Chairman

Shri Nandlal Maloo | Member

Shri Rajinder P Gupta | Member

REMUNERATION COMMITTEE

Shri Bajranglal Maloo | Chairman

Shri Yashpal Dhiman | Member

Shri Bhargavram P. Ganu | Member

SHAREHOLDER & INVESTOR GRIEVANCE COMMITTEE

Shri Subhash A. Rode | Chairman

Shri Avinash P. Mardikar | Member

Shri Nandlal Maloo | Member

PROJECT MONITORING COMMITTEE

Shri Rajinder P. Gupta | Chairman

Shri Lalchand Maloo | Member

Shri Vinayak P. Thergaonkar | Member

BANKERS & FINANCIAL INSTITUTION

Allahabad Bank
Axis Bank Ltd.
Bank of Maharashtra
Corporation Bank
IDBI Bank Ltd.
Punjab and Sind Bank
State Bank of Hyderabad
State Bank of Mysore

State Bank of Travancore
Andhra Bank
Bank of Baroda
IFCI Limited
Punjab National Bank
SICOM Ltd.
State Bank of India
State Bank of Patiala

CORPORATE IDENTIFICATION NO.

L01110MH1991PLC064271

AUDITORS

Demble Ramani & Co., 201, M.G. House, K. T. Road, Civil Lines, Nagpur - 440001

LINK INTIME INDIA PRIVATE LIMITED

C-13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (west) Mumbai - 400078
Phone : 022-25960320, 25963838 FAX : 022-25962691 Email : helpline@intimespectrum.com

Company Secretary & Compliance officer

Tarun K. Singh, 101, Jai Bhawani Society, Central Avenue, Wardhman Nagar, Nagpur - 440008

REGISTERED OFFICE

101, Jai Bhawani Society, Central Avenue,
Wardhman Nagar, Nagpur 440008.
PH : 0712 -2768912 FAX : 0712- 2761145
EMAIL : info@murliindustries.com
WEB SITE: www. murliindustries.com

CORPORATE OFFICE

'Radha House' 239, East Wardhman
Nagar, Central Avenue, Nagpur 440008
PH : 0712 -3050000 FAX : 0712- 2684422
EMAIL:info@murliindustries.com
WEB SITE: www. murliindustries.com

MANUFACTURING FACILITIES:

AGRO UNIT I	:	M.I.D.C. Industrial Area, Hingna Road, Nagpur
AGRO UNIT II	:	Durkheda Road, Umred, Dist: Nagpur
DUPLEX BOARD UNIT	:	VIII. Vadoda, Tah. Kamptee, Dist. Nagpur
NEWSPRINT PAPER UNIT	:	VIII. Vadoda, Tah. Kamptee, Dist. Nagpur
WRITING & PRINTING PAPER UNIT	:	VIII. Vadoda, Tah. Kamptee, Dist. Nagpur
PAPER POWER UNIT (18 MW)	:	VIII. Vadoda, Tah. Kamptee, Dist. Nagpur
PULP MILL	:	VIII. Vadoda, Tah. Kamptee, Dist. Nagpur
SBS BOARD UNIT	:	VIII. Vadoda, Tah. Kamptee, Dist. Nagpur
CEMENT UNIT	:	VIII. Naranda, Tah. Korpana, Dist. Chandrapur
CEMENT POWER UNIT (50 MW)	:	VIII. Naranda, Tah. Korpana, Dist. Chandrapur



MURLI

Highlights for last Eight Years

2005

2005

Commissioned Writing Printing Power Unit, capacity of 300 TPD

Commissioned another captive Power Unit of 15 MW to cater the increased power requirement

2006

2006

First time the Turnover pf the Company crosses ` 5000 Million

The Name of the Company changed from Murli Agro Products Limited to Murli Industries Limited

2007

2007

Successfully floated the Foreign Currency Convertible Bond in London of USD 23 Million & securities listed on Singapore Stock Exchange. 2007 the backward Integration of Paper unit i.e. Pulp Mill established with a capacity of 150 TPD to cater the need of high quality Raw Material for the Writing & Printing Paper Unit

2008

2008

Expansion of capacities of News Print Unit from 70 TPD to 140 TPD

2009

2009

Newly established SBS Board Unit, commenced its production, established with a capacity of 250 TPD

2010

2010

Cement Unit established with a capacity of 3 MnT

Setting Up of Power Plant at Chandrapur with a capacity of 50 MW to cater the power requirement of Cement Unit

2012

2012

Turnover of the company crossed the mark of Rs.1000 Crore



Chairman & Managing Director's Statement:

Dear Shareholders,

I am Sharing with you the present status of Murli Industries Limited.

The country witnessed worst slow down in FY

2012-13 of the Indian economy in last five years. The financial experts revised several time the GDP of the country in the down side. The GDP was the lowest in the last five years at modest 5%. The same uncertainty was witnessed throughout the world. During this period the most affected sector was the manufacturing sector.

Murli Industries Limited was also not the exception. Your company suffered hard due to lower in demand in other countries and higher input cost. Your company took the necessary steps to minimize the effect of the same by better efficiency, curb down the cost of the company, streamlined the supply chain and cost effective operations. The management established new facility to reach the customer and trading facility for dealer. The company continued to attract the finest talent of the industry. We have always believed that our biggest assets are our people.

The management focused mostly on the paper and cement segment of the company. The literacy rate in India has gone up at a good rate which effected positively on the Paper Sector. The demand in the paper has gone up in the recent time. The initiative taken by the Government to curtail the use of poly base product in daily use also helped to increase the demand of Paper board and SBS board.

The Cement sector witnessed lower demand during the financial year 2012-13 due to slow down in the reality sector. There was also slow down in the infrastructure development by the Govt. which also affected the demand of the

Cement. Further addition of new capacities in the cement industry also played important role to fill the gap between demand & supply of the product. Further there are several other factors led to lower capacity utilisation which has been stated in the later part of the Annual Report. There were several existing company expanded their existing capacity as well as few new green field plant started production during the year.

The main product of the company i.e. Agro division could not be operated in the previous year. The reason for the same has been given in the later part of the Annual Report.

In the previous letter to the shareholders, I informed that the company is facing financial stress and the Debt of the company restructured. The company could achieve the turnover of Rs.79,940 lacs even in this adverse financial situation. The company earned negative profit of Rs.23,443 lacs.

The management expects that the financial year 2013-14 will also witness same volatility due to lower GDP, devaluation of Indian currency and high rate of interest. The management of your company is still confident and its top priority is to speedy restoration of company's business health and laying down the strong foundation for future growth. The management assures that they will not hesitate to take any harsh decision to reorganize and to attain the prior glory of the company.

Before I conclude my remarks I would like to once again thank you with the bottom of my heart for having been associated with us and partnering us in our corporate journey. I concede unreservedly that you have all along been the main architects of our fabulous successes and do sincerely hope that the coming days would witness further deepening of our symbiotic relations.

Yours truly,

Nandlal Maloo
Chairman & Managing Director



Statutory Reports: Notice of Annual General Meeting 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, 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 Auditor 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 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 reappointment 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 reappointment 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, 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 reappointment 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 reappointment of 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 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 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
Sd/-
Nandlal Maloo,
Chairman & Managing Director