

## **NOTICE OF THE ANNUAL GENERAL MEETING**

To the Members of

### **Mangal Industries Limited**

NOTICE is hereby given that the 27<sup>th</sup> Annual General Meeting of the members of Mangal Industries Limited will be held on Tuesday, August, 28, 2018 at 11.00 am at the Registered Office of the Company at Renigunta – Cuddapah Road, Karakambadi, Tirupati, Andhra Pradesh - 517520 to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018 together with the reports of the Board of Directors' and Auditors' thereon.
2. To declare dividend on the equity shares of the Company for the financial year ended March 31, 2018.
3. To appoint a director in place of Dr.Ramachandra N Galla (DIN: 00133761), who retires by rotation in terms of Article 122 of the Articles of Association of the Company at this Annual General Meeting and being eligible offers himself for re-appointment.

#### **SPECIAL BUSINESS:**

4. To appoint Mrs. Padmavathi Galla (DIN: 00143767) as a Director and in this regard 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 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Mrs. Padmavathi Galla (DIN: 00143767) who was appointed as an Additional Director by the Board of Directors with effect from January 6, 2018 and who holds office until the date of this Annual General Meeting under Section 161 of the Act and Article 107 of the Articles of Association of the Company, being eligible for appointment be and is hereby appointed as director of the Company, liable to retire by rotation."

5. To ratify the remuneration of the Cost Auditors for the financial year 2018-19 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED** that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s.Nageswara Rao & Co, Cost Accountants (Firm Registration No. 000332), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2018-19, at a remuneration of ` 2,50,000 /-(Rupees two lakhs fifty thousand only) as also the payment of service tax as applicable and re-imburement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified."

**"RESOLVED FURTHER** that the Board of Directors or Key Managerial Personnel of the Company be and is hereby severally authorised to do all acts and to take all steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board  
**For Mangal Industries Limited**

**P. Ravi Kumar**  
Company Secretary

Place : Hyderabad  
Date : 11.06.2018

**Corporate Identification Number (CIN) : U15122AP1990PLC011932**

#### **Registered Office**

Renigunta-Cuddapah Road,  
Karakambadi, Tirupati-517520  
Andhra Pradesh.

Tel : 91(877)2265000, Fax : 91(877) 2285600

Website : <http://www.mangalltd.com/>

## NOTES:

1. A Member entitled to attend and vote at the annual general meeting (the “meeting” or “AGM”) is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy so appointed need not be a member of the Company.
2. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. 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.

**The proxy form in order to be effective must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.**

3. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to the special business to be transacted at the meeting is annexed hereto.
4. The registers i.e Register of Directors and Key Managerial Personnel and Register of Contracts or Arrangements maintained under Section 170 and Section 189 of the Companies Act, 2013 will be available for inspection to the members at the meeting.
5. The copies of the Annual Report 2017-18 including the notice of the 27th Annual General Meeting of the Company, attendance slip and proxy form are being sent by electronic mode to all the members whose e-mail address are registered with the Company/Depositories for communication purposes. For members who have not registered their e-mail address, the aforesaid documents are being sent in the permitted mode.
6. Members may also note that the notice of the 27th annual general meeting, proxy form and the Annual Report 2017-18 shall be placed on the Company's website [www.mangalltd.com](http://www.mangalltd.com) The physical copies will also be available at the registered office of the Company for inspection during normal business hours on working days.
7. The route map to the venue of the meeting is furnished herewith.
8. Members holding shares in physical form are requested to advise any change in their address immediately.
9. Members seeking any information with regard to the financial statements are requested to write to the Company atleast 7 days before the meeting so as to enable the management to keep the information ready at the meeting.
10. Members are requested to handover the attendance slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall.

## Statement as required under Section 102(1) of the Companies Act, 2013

The following statement sets out all material facts relating to special business mentioned in the accompanying notice dated 11.06.2018 and shall be taken as forming part of the notice

### Item No. 4

Mrs. Padmavathi Galla (DIN: 00143767) appointed as an Additional Director of the Company by the Board of Directors with effect from January 6, 2018, pursuant to section 161 of the Companies Act, 2013 based on the recommendation of the Nomination & Remuneration Committee.

In terms of Section 161 of the Act, Mrs. Padmavathi Galla holds office only upto the date of the ensuing Annual General Meeting of the Company, and she is eligible for the appointment as Director. The Nomination and Remuneration Committee recommended the appointment of Mrs. Padmavathi Galla, as a Director (Non-executive) without any remuneration of the Company.

The Company has received from Mrs. Padmavathi Galla the requisite disclosures/declarations pursuant to the provisions of the Act. A brief resume of Mrs. Padmavathi Galla, as required under Secretarial Standard-2, forms part of this Notice as Annexure I.

Dr. Ramachandra N Galla, Chairman, Mr. Jayadev Galla, Vice-Chairman and Mr. Ashok Galla, Director are interested in the resolution as set out at item no. 4 of this notice with regard to his appointment as a Director.

The Board recommends the Ordinary Resolution set out at Item No. 4 for approval by the shareholders.

## Mangal Industries Limited

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### Item No. 5

The Board of Directors of the Company at their meeting held on 11.06.2018, on the recommendation of the Audit Committee, approved the appointment of M/s.Nageswara Rao & Co, Cost Accountants, Secunderabad as cost auditors, to conduct the audit of the cost records of the Company for the financial year 2018-19 on a remuneration of ₹ 2,50,000 /-(Rupees two lakhs fifty thousand only) plus reimbursement of out of pocket expenses and applicable taxes.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 consent of the members sought by way of an ordinary resolution as setout at item.no.5 of the notice ratifying the remuneration payable to the Cost Auditors for the Financial Year 2018-19.

By order of the Board  
**For Mangal Industries Limited**

**P. Ravi Kumar**  
Company Secretary

Place : Hyderabad  
Date : 11.06.2018

**Annexure-I**
**DETAILS OF DIRECTORS SEEKING APPOINTMENT AND RE-APPOINTMENT IN ANNUAL GENERAL MEETING.**

<b>Name of the Director</b>	<b>Dr.Ramachandra Naidu Galla</b>	<b>Mrs. Padmavathi Galla</b>
Directors Identification Number (DIN)	00133761	00143767
Date of birth	01-06-1938	06-09-1967
Date of appointment	17-01-1994	06-01-2018
Qualification	M.E. (Applied Electronics) from Roorkee University, Uttar Pradesh. MS (Systems Sciences) from Michigan State University, USA	B.A
Experience & Expertise in specific functional area	Dr. Ramachandra N Galla is the founder Chairman of Amara Raja group of Companies. He started his career as an Electrical Engineer in US Steel Corporation, USA and moved on to Sargent & Lundy, USA as a Consulting Engineer for the Designing of Nuclear & Coal Fired Power Plant before he laid the foundation of Amara Raja Group of Companies in Chittoor District. Dr. Ramachandra N Galla occupied various positions in the Company including the office of Chairman and presently holds the office of the Non-Executive Chairman of the Company. Dr. Ramachandra N Galla is instrumental in the growth of the Company and also Amara Raja Group of Companies as a whole.	Managing Director for Mangal Industries Ltd till March 31, 2017. Mrs. Padmavathi Galla ably supported and mentored by Dr. Ramachandra N Galla, Chairman, Mr. Jayadev Galla, Vice Chairman and by the Board of Directors of the Company.
Terms & Conditions of Appointment or re-appointment	As per Companies policy on Appointment of Board Members	As explained in the explanatory statement attached to this notice
Remuneration last drawn	Nil	₹ 3,21,98,853/- (as on March 31, 2017)
Shareholding in the Company as on 31.03.2018	Nil	Nil
Relationship with other directors and KMPs of the Company	Mr. Jayadev Galla, Vice Chairman, (Son), Mrs. Padmavathi Galla, Director (Sons wife)	Dr. Ramachandra N Galla (Father in law) Mr. Jayadev Galla, Vice Chairman, (Spouse) Mr. Ashok Galla – (Son)
No. of Meetings of the Board attended during the year	Please refer to the Directors report	Please refer to the Directors report
List of Companies* in which outside directorship held	<ul style="list-style-type: none"> <li>· Amara Raja Batteries Limited (ARBL)</li> <li>· RNGalla Family Private Limited</li> <li>· Andhra Pradesh Gas Power Corporation Limited</li> <li>· Amara Raja Power Systems Limited (ARPSL)</li> <li>· Amara Raja Electronics Limited</li> <li>· Amara Raja Infra Private Limited (AREL)</li> <li>· RNGalla Family Holdings Private Limited</li> <li>· Amaron Batteries Private Limited</li> <li>· G2 Healthcare Private Limited</li> <li>· Amara Raja Industrial Services Private limited</li> </ul>	<ul style="list-style-type: none"> <li>· Amara Raja Infra Private Limited</li> <li>· Padmalaya Studios LLP</li> </ul>
Chairman/Member of the Committees* of Board of Directors of Indian Companies	ARBL- Stakeholder Committee , Loan & Investment Committee, Corporate Social Responsibility Committee ARPSL – Audit Committee, Loan & Investment Committee, Corporate Social Responsibility Committee. ARIPL - Corporate Social Responsibility Committee. AREL – Audit Committee, Loan & Investment Committee, Corporate Social Responsibility Committee and Nomination and Remuneration Committee	

\* includes directorship/ committee positions in other Indian companies.

# NRC – Nomination & Remuneration Committee.