



Mangalore Refinery and Petrochemicals Limited

(A subsidiary of Oil and Natural Gas Corporation Limited)

CIN: L23209KA1988GOI008959

Regd office: Mudapadav, Post Kuthethoor, Via Katipalla, Mangaluru - 575030

Website: www.mrpl.co.in

NOTICE OF 32ND ANNUAL GENERAL MEETING (AGM)

NOTICE is hereby given that the Thirty Second Annual General Meeting of the Members of Mangalore Refinery and Petrochemicals Limited will be held on **Friday, 18th September, 2020 at 4:00 PM (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS

1. **To receive, consider and adopt the audited financial statements including consolidated financial statements of the Company for the financial year ended on 31st March, 2020 together with the Board’s Report, the Auditor’s Report thereon and comments of the Comptroller and Auditor-General of India in terms of Section 102 (2)(i), 143(6) and other applicable provisions of the Companies Act, 2013 and Rules thereunder and to pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** the audited financial statements including consolidated financial statements of the Company for the financial year ended on 31st March, 2020, together with the Board’s Report, the Auditor’s Report thereon and comments of the Comptroller and Auditor-General of India, be and are hereby considered and adopted.”

2. **To appoint a Director in place of Shri Vinod S. Shenoy (DIN: 07632981), who retires by rotation and being eligible offers himself for re-appointment as a Director and in this regard, pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri Vinod S. Shenoy (DIN: 07632981), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. **To appoint a Director in place of Shri Subhash Kumar (DIN: 07905656), who retires by rotation and being eligible offers himself for re-appointment as a Director and in this regard, pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri Subhash Kumar (DIN: 07905656), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

4. **To authorize Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors of the Company for the Financial Year 2020-21, in terms of the provisions of Section 139(5) read with Section 142 of the Companies Act, 2013 and to pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Section 139(5) read with Section 142 of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorised to decide and fix the remuneration and other terms and conditions, including reimbursement of out of pocket expenses in connection with the audit work, to the Joint Statutory Auditors to be appointed by Comptroller and Auditor General of India for the Financial Year 2020-21.”

SPECIAL BUSINESS:

5. **To appoint Shri Sunil Kumar (DIN: 08467559), as Director of the Company 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 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, Shri Sunil Kumar (DIN: 08467559), who was appointed as a Government Nominee Director by the Ministry of Petroleum & Natural Gas (MoP&NG), Government of India, vide its letter No. C-31033/1/2016-CA/FTS:42979 dated 17/10/2019 and subsequently appointed as an Additional Director by the Board of Directors with effect from 17/10/2019 to hold office upto the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Shri Sunil Kumar (DIN: 08467559), as a candidate for the office of Director of the Company, be and is hereby appointed as Director of the Company liable to retire by rotation.”

6. **To appoint Smt. Pomila Jaspal (DIN:08436633), as Director of the Company 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 149, 152, and other applicable

provisions, if any, of the Companies Act, 2013 and Rules made thereunder, Smt. Pomila Jaspal (DIN: 08436633), who was appointed as Director (Finance) by the Ministry of Petroleum & Natural Gas (MoP&NG), Government of India, vide their letter bearing No. CA-31013/5/2018-PNG(27963) dated 14/10/2019 and subsequently appointed as an additional Director by the Board of Directors with effect from 15/10/2019 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying her intention to propose Smt. Pomila Jaspal (DIN: 08436633), as a candidate for the office of Director of the Company, be and is hereby appointed as Director (Finance) of the Company, on terms and conditions as may be determined by MoP&NG, Government of India.”

7. **To appoint Shri Sanjay Varma (DIN: 05155972), as Director of the Company 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 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, Shri Sanjay Varma (DIN: 05155972) who was appointed as Director (Refinery) by the Ministry of Petroleum & Natural Gas (MoP&NG), Government of India, vide their letter bearing No. CA-31013/1/2019-PNG (30910) dated 09/06/2020 and subsequently appointed as an Additional Director by the Board of Directors with effect from 09/06/2020 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Shri Sanjay Varma (DIN: 05155972), as a candidate for the office of Director of the Company, be and is hereby appointed as Director (Refinery) of the Company, on terms and conditions as may be determined by MoP&NG, Government of India.”

8. **To ratify the remuneration of the Cost Auditors for the Financial Year 2020-21 and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolutions as Ordinary Resolutions:**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2020-21, be paid the remuneration of ₹ 2,15,000/- plus applicable taxes and ₹ 25,000/- towards e-filing of Cost Audit Report plus applicable taxes. Fees payable to MCA for e-filing, travel cost, lodging, boarding and other expenses are to be paid at actual plus applicable taxes, as set out in the statement annexed to the notice convening this meeting.”

“**RESOLVED FURTHER THAT** the Board of Directors 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 and delegate to any other officer of the Company.”

9. **To raise funds upto ₹ 5,000 crore through issue of unsecured non-convertible debentures (NCDs)/ Bonds and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolutions as Special Resolutions:**

“ **RESOLVED THAT** pursuant to Section 42 and other applicable provisions of the Companies Act, 2013 read with Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other applicable statutory provisions (including any statutory modifications or re-enactment thereof) the Board of Directors of the Company (the “Board”) be and is hereby authorized to make offer(s) or invitation(s) to subscribe to the unsecured non-convertible debentures (NCDs)/ Bonds upto ₹ 5,000 Crore within overall limit of ₹ 25,000 Crore, in one or more tranches / series, in domestic market, during the period commencing from date of passing of Special Resolution till completion of one year thereof or the date of next Annual General Meeting in the financial year 2021-22 whichever is earlier in conformity with rules, regulations, notifications and enactments as may be applicable from time to time, subject to the total borrowing powers of the company approved by shareholders under Section 180(1)(c) of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** the Board be and hereby authorised to do or delegate from time to time, all such acts, deeds and things as may be deemed necessary to give effect to private placement of such NCDs/Bonds including but not limited to determining the face value, issue price, issue size, tenor, timing, amount, security, coupon/interest rate, yield, listing, allotment and other terms and conditions of issue of Bonds/ Debentures as it may, in its absolute discretion, consider necessary.”

by Order of the Board of Directors

Sd/-

Place : Mangalore

Date: 14/08/2020

Dinesh Mishra
Company Secretary

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a Common venue. In compliance with the provision of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the company is being held through VC/OAVM.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not applicable to participation of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Businesses, as set out above is annexed hereto.
5. The Notice of 32nd Annual General Meeting along with instructions for remote e-voting is sent to Members, Directors, Auditors and others entitled to, by permitted mode.
6. Pursuant to the provision of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Member will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. Corporate members intending to permit their authorized representatives to attend the Annual

NOTICE OF 32ND ANNUAL GENERAL MEETING (AGM)



General Meeting pursuant to provisions of Section 113 of the Companies Act, 2013 are required to send a scanned certified copy of the relevant Board resolution authorizing the representative to attend & vote on their behalf through remote e –voting at the e-meeting

8. Brief profile of the Directors seeking appointment/re-appointment, as mandated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of the Notice. None of the Directors of the Company are in any way related to each other.
9. The company has announced Book Closure from 14/09/2020 to 18/09/2020 (both days inclusive) for the purpose of Annual General Meeting.
10. All correspondence should be addressed to the Registrar and Share Transfer Agent of the Company – M/s. Link Intime India Pvt. Ltd., C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400 083, email : mrplirc@linkintime.co.in
11. In terms of Regulation 40(7) read with Schedule-VII of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, it is mandatory for the transferor and the transferee(s) of the physical shares to furnish copy of their PAN card for registration of transfer of shares. Transferor and the Transferee(s) are requested to furnish copies of their PAN card along with Share Transfer Deed duly completed and physical share certificate(s). For securities market transactions and/or for off-market or private transactions involving transfer of shares, the transferee(s) as well as transferor(s) shall furnish copy of PAN card to the company/Registrar and Transfer Agents, as the case may be, for registration of such transfer of securities. In case where PAN card is not available i.e. in case of residents of Sikkim, the identity proof shall be submitted for registration of such transfer of securities.
12. SEBI vide its notification dated 08/06/2018 has mandated that, except in case of transmission or transposition of securities , requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. Members holding shares in physical form are therefore requested to dematerialize their share certificates.
13. Members desirous of obtaining any information on any item of business of this meeting are requested to forward the same before 11/09/2020 to the Company Secretary at the Registered Office of the Company or email at investor@mrpl.co.in, so that the same may be attended appropriately. Relevant documents referred to in the accompanying notice are open for inspection by the members through electronic mode on all working days i.e. Monday to Friday, between 3:30 pm and 5:00 p.m. up to 18/09/2020, the date of the 32nd Annual General Meeting.
14. In support of the “Green Initiative” measure taken by Ministry of Corporate Affairs (MCA), Government of India, New Delhi, enabling electronic delivery of documents and also in line

with circular Ref. No. CIR/CFD/DIL/7/2011 dated 05/11/2011 issued by Securities and Exchange Board of India (SEBI) and as prescribed under the relevant provisions under the Companies Act, 2013 and the Rules made thereunder, Company has sent Annual Reports in Electronic Mode to the shareholders who have registered their E-mail IDs either with the Registrar and Transfer Agents or with the depositories. Members who have not registered their email address with Company can register the same by submitting a duly filled-in E-Communication Registration Form available on the website of the Company www.mrpl.co.in to M/s. Link Intime India Pvt Ltd. or Investor Relation Cell of the Company. Members holding shares in demat form are requested to register their email address with their Depository Participant(s) only.

15. Pursuant to Section 108 of the Companies Act, 2013 Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, remote e-voting facility is being provided to Members to exercise their right to vote on the resolutions proposed to be passed at the 32nd AGM by electronic means. The Members, whose names appear in the Register of Members/ list of Beneficial Owners as on the cut-off date of 11/09//2020, are entitled to vote on the Resolutions set forth in this Notice. The Members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting).

The remote e-voting period will commence at 15/09/2020 and will end at 17/09/2020. In addition, only those members/shareholders who will be present at the 32nd e-AGM through video conferencing facility who have not cast their vote by remote e-voting shall be eligible to cast their vote during the 32nd e-Annual General Meeting.

16. Pursuant to the provisions of IEPF Rules and the applicable provisions of the Companies Act, 2013, the company has transferred the unpaid or unclaimed dividend for the years 2004-05, 2005-06, 2006-07, 2007-08, 2008-09, 2009-10, 2010-11 and 2011-12 on due dates to the Investor Education & Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the company has uploaded the details of unpaid and unclaimed dividend amount lying with the company as on 03/08/2019 (date of last Annual General Meeting) on the website of the company (www.mrpl.co.in) and also on the website of the Ministry of Corporate Affairs.
17. MCA vide its Notification dated 05/09/2016 has notified Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund)

Amendment Rules, 2017 on 28/02/2017. Pursuant to the provisions of these Rules shares in respect of whom the dividend hasn't been claimed by the shareholders, shall be credited to a Demat Account of the Authority. Accordingly, individual shareholders who haven't claimed dividend for the last 7 years are requested to send an application to the Company/ RTA for claiming unclaimed dividend for the year 2015-16 onwards as the company has not declared any dividend for the FY 2012-13, 2013-14 and 2014-15. Shareholders are requested to claim the unclaimed dividend so that the shares will not be transferred to Demat Account of IEPF Authority. Please note that no claim shall lie against company in respect of the unclaimed dividend and shares transferred to the IEPF Authority. However, the unclaimed shares and dividend can be claimed from the IEPF by making necessary application in the prescribed Form (IEPF-5) available on the website of Ministry of Corporate Affairs at www.iepf.gov.in.

18. Members holding shares in physical form may avail of the facility of nomination in terms of Section 72 of the Companies Act, 2013 by executing Form SH-13 as prescribed in the Companies (Share Capital & Debenture) Rules, 2014 any person to whom their shares in the company shall vest on occurrence of events stated in the Form. Those holding shares in physical form may download the Form SH-13 from the website of the Company i.e. www.mrpl.co.in and send Form in duplicate to RTA of the company. In case of shares held in dematerialized form, the nomination has to be lodged with the respective DP.
19. Members holding shares in multiple folios in physical mode are requested to apply for consolidation to the Company or its RTA along with relevant share certificates.
20. Members are requested to notify immediately any change of address :
 - i) To the DP in respect of shares held in dematerialized form, and
 - ii) To the Company at its registered office or to its RTA in respect of their physical shares, quoting their folio number.
21. Non-Resident members are requested to inform the RTA about:
 - i) Change in their residential status on return to India for permanent settlement.
 - ii) Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code, MICR No. and address of the Bank with pin code number, if not furnished earlier.
22. In terms of Regulation 12 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 SEBI has advised all the concerned to use electronic mode of payment facility approved by the Reserve Bank of India for making cash payment viz. dividends, interest, redemption or repayment amounts to the investors. Provided that where it is not possible to use electronic mode of payment, payable-at-par warrants or cheques or Demand Drafts may be issued. In the cases of shareholder(s),

where it is not possible to effect electronic payment, SEBI has advised to print bank details on the dividend warrant instruments issued to them. However, in case of those shareholders, whose bank details are not available, the company shall mandatorily print the address of the investors on such payment instruments.

In order to facilitate the shareholders who are holding the shares in Physical Form, our Company has hosted various Forms including e-payment mandate form, on its website www.mrpl.co.in under the menu “Investors” & Sub-Menu “Shareholders”. Shareholders can download the requisite form, fill it as per the direction given therein and forward the same to the R&T Agent with attachments. Form can also be obtained from our R&T Agents.

Shareholders who are holding shares in Electronic Form are requested to contact their respective Depository Participants (DP) only for updating their bank details. They are also advised to seek ‘Client Master Advice’ from their respective DP to ensure that correct updation has been carried out in their record. It may be noted that the bank details provided by the Depositories is solely used by the company to effect the payment of dividend. Hence, it is utmost necessary for shareholders to ensure that the correct Bank details are updated with DPs.

23. The Company has appointed Shri Narsimha Pai, Partner, M/s P. N Pai & Co., Practicing Company Secretaries, Mangalore to act as the Scrutinizer, to scrutinize the remote e-voting. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
24. Detailed procedure for “Remote e-voting” is annexed which forms part of this notice.
25. In case of joint holders, attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote at the Meeting.
26. The Register of Directors and Key Managerial Personnel and their Shareholdings maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be made accessible for inspection at the 32nd e-Annual General Meeting through electronic mode and shall remain open and accessible to any member during the continuance of the meeting.
27. Pursuant to Section 139 of the Companies Act, 2013, the Auditors of a Government Company are appointed by the Comptroller and Auditor General of India (C&AG) and in pursuance to Section 142 of the Companies Act, 2013, their remuneration is to be fixed by the Company in the Annual General Meeting or in such manner as the Company in general meeting may determine. The

Members of the Company in 31st Annual General Meeting held on 03/08/2019, authorized the Board of Directors to fix the remuneration of Auditors appointed for the financial year 2019-20. Accordingly, the Board of Directors fixed remuneration of ₹ 25,00,000/- (Rupees Twenty Five Lakh only) for the Statutory Auditor for the financial year 2019-20 in addition to applicable service tax, education cess and reimbursement of actual traveling and out-of-pocket expenses. The Statutory Auditors of the Company for the year 2020-21 are yet to be approved by the C&AG. Accordingly, the Members may authorise the Board to fix an appropriate remuneration of Statutory Auditors as may be deemed fit by the Board for the financial year 2020-21.

28. In compliance with the aforesaid MCA Circular and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those members whose email address are registered with the company/ Depositories. Member may note that the Notice and Annual Report 2019-20 will also be available on the Company's Website www.mrpl.co.in, website of the Stock Exchange i.e BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>
29. Member attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
30. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN:113374 of Mangalore Refinery and Petrochemicals Ltd. will be displayed.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and hence advised to use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request **5 days prior to meeting** i.e on or before 13/09/2020 mentioning their name, demat account number/folio number, email id, mobile number at investor@mrpl.co.in The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability for time for the AGM.
7. 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to (Ms. Sarita Mote) at evoting@nsdl.co.in

Other Instruction

8. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the chairman or a person authorised by him in writing, who shall countersign the same.
9. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.mrpl.co.in and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the result to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 5:

Shri Sunil Kumar (DIN:08467559), who was appointed as a Government Nominee Director by the Ministry of Petroleum and Natural Gas (MoP&NG), Government of India, vide its letter No C-31033/2016-CA/FTS:42979 dated 17/10/2019 and subsequently appointed as an Additional Director by the Board of Directors with effect from 17/10/2019 to hold office upto the date of this Annual General Meeting, In terms of section 161 of the companies Act,2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intension to propose Shri Sunil Kumar (DIN:08467559), as a candidate for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation, on terms and conditions as may be determined/ by MoP&NG, Government of India

His Brief resume, Inter- alia, giving nature of expertise in specific functional areas, shareholding in the Company, other Directorship, Membership/Chairmanship of Committees and other particulars are provided at “**Annexure-A**” which forms a part of this notice. Shri Sunil Kumar is not related to any of the Directors of the Board. He doesn't hold any equity shares of the Company.

Item No 6:

Smt. Pomila Jaspal (DIN: 08436633) was appointed as Director (Finance) by the Ministry of Petroleum & Natural Gas (MoP&NG), Government of India, vide their letter bearing No. CA-31013/5/2018-PNG (27963) dated 14/10/2019 and subsequently appointed as an Additional Director by the Board of Directors with effect from 15/10/2019 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Smt. Pomila Jaspal (DIN: 08436633), as a candidate for the office of Director of the Company, be and is hereby appointed as Director (Finance) of the Company, on term and conditions as may be determined/ by MoP&NG, Government of India.

Her brief resume, inter-alia, giving nature of expertise in specific functional areas, shareholding in the Company, other Directorship, Membership/ Chairmanship of Committees and other particulars are provided “**Annexure-A**” which forms a part of this notice. Smt. Pomila Jaspal is not related to

any of the Directors of the Board. She doesn't hold any equity shares of the Company.

Item No. 7:

Shri Sanjay Varma (DIN: 05155972) who was appointed as Director (Refinery) by the Ministry of Petroleum & Natural Gas (MoP&NG), Government of India, vide their letter bearing No. CA-31013/1/2019-PNG (30910) dated 09/06/2020 and subsequently appointed as an Additional Director by the Board of Directors with effect from 09/06/2020 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Shri Sanjay Varma, as a candidate for the office of Director of the Company, be and is hereby appointed as Director (Refinery) of the Company, on term and conditions as may be determined/ by MoP&NG, Government of India.

His brief resume, inter-alia, giving nature of expertise in specific functional areas, shareholding in the Company, other Directorship, Membership/ Chairmanship of Committees and other particulars are provided “**Annexure-A**” which forms a part of this notice. Shri Sanjay Varma is not related to any of the Directors of the Board. He doesn't hold any equity shares of the Company.

ITEM No.8:

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a Cost Auditor to audit the cost records of the Company for the financial year 2020-21. On the recommendation of the Audit Committee, the Board approved the appointment of M/s Chandra Wadhwa & Co, Cost Accountant as the Cost Auditor of the Company for the financial year 2020-21 at remuneration of ₹ 2,15,000/- plus applicable taxes and ₹ 25,000/- towards e-filing of Cost Audit Report plus applicable taxes. Fees payable to MCA for e-filing, travel cost, lodging, boarding and other expenses are to be paid at actual plus applicable taxes. The Board has re-appointed M/s Chandra Wadhwa & Co, Cost Accountant as the Cost Auditor for FY 2020-21 at a remuneration of ₹ 2,15,000/- plus applicable taxes and ₹ 25,000/- towards e-filing of Cost Audit Report plus applicable taxes. Fees payable to MCA for e-filing, travel cost, lodging, boarding and other expenses are to be paid at actual plus applicable taxes, on the recommendations of the Audit Committee.

As per Rule 14 of the Companies (Audit and Auditors) Rule, 2014 read with Section 148 (3) of the Companies Act, 2013, the remuneration approved by the Board of Directors shall be ratified by the shareholders. Accordingly, members are requested to ratify the remuneration payable to the Cost Auditors for the financial year 2020-21.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in this Resolution.

The Board recommends the Resolutions for ratification of the members.

Item No. 9 :

As per provisions of Section 42 of the Companies Act, 2013 read with Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company shall not make private placement of its securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by shareholders of the Company by a Special Resolution for each of the offers or invitations. However, in case of offer or invitation for unsecured non-convertible debentures (NCDs)/ Bonds, it shall be sufficient if the Company passes a Special Resolution once a year for all the offers or invitations for such debentures during the year.

In view of the above, approval of the members of the Company is being sought to authorize the Board of Directors to make offer(s) or invitation(s) to subscribe to the unsecured non-convertible debentures (NCDs)/ Bonds upto ₹ 5,000 crore, from the date of passing special Resolution till completion of one year thereof or the date of next Annual General Meeting in the financial year 2020-21 whichever is earlier, subject to ceiling of ₹ 25000 Crore, approved by the shareholders under Section 180(1)(c) of Companies Act, 2013. The Board of Directors of the Company had considered the proposal and recommended the passing of proposed Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolutions either financially or otherwise, except to the extent of their equity holding in the Company.

ANNEXURE 'A'

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT AT THE 32nd ANNUAL GENERAL MEETING

Name of Director	Smt. Pomila Jaspal	Shri Sanjay Varma	Shri Sunil Kumar	Shri Subhash Kumar	Shri Vinod Shenoy
DIN	08436633	05155972	08467559	07905656	07632981
Date of Birth	11-01-1964	24-06-1964	16-08-1970	01-01-1962	09-09-1962
Date of Appointment on the Board Relationship	15-10-2019	09-06-2020	17-10-2019	15-05-2018	08-11-2016
Qualifications & Expertis	<ul style="list-style-type: none"> Mrs. Pomila Jaspal is a Cost Accountant working as Director (Finance) in MRPL, a Schedule 'A' Miniratna under the ONGC group, with 35 years of experience in oil and gas sector, both in operating and regulatory framework of upstream and downstream operations. Nominated as Director in the Board of OMPL & PMHBL. After joining MRPL, she steered MRPL's maiden NCD issue of ₹ 3,000Cr from market as well as through Bharat Bond ETF and was able to generate fund at very competitive rates. Also monitored OMPL's maiden CCD issuance of ₹ 1,200Cr. Her educational background is highly accredited and directly contributes to her field of operations. A Fellow Member of ICAI and Gold medallist and recipient of Late Mrs Dhanpati Goel Gold Medal from ICAI. She has obtained B. Com. (Hons) degree from MCM DAV College, Chandigarh and M. Com. from Punjab University. She had a short stint as Lecturer in Degree College. She joined ONGC in 1985 as Finance & Accounts Officer and has risen to the coveted position of Executive Director – Chief Corporate Finance. She earns the distinction of being the first lady officer in ONGC to occupy this top post. She was also on the Board of OPAL. During her initial period, after completing 3 months Induction training at ONGC Academy, she was posted at Head Office, Dehradun and handled key assignments and later with Joint 	<ul style="list-style-type: none"> Shri Sanjay Varma, Bachelor of Engineering (Mechanical) from Government Engineering College Jabalpur. He has a diversified experience of 30 years in Petroleum Refining, Petrochemicals and Fertilizer sectors. He has rendered more than 25 years of service at MRPL, Mangalore with cross-functional work exposure in Project, Operations, Utilities, Materials and HSE. He has led as Group General Manager (I/c Refinery) for the last two years. He is on the Board of Mangalore STP Ltd. (MSTPL) as MRPL Nominee Director. 	<ul style="list-style-type: none"> IRAS (1995 batch) Presently posted as Joint Secretary (Refineries), Ministry of Petroleum & Natural Gas, New Delhi since May, 2019. He is Bachelor of Technology (Petroleum Energy) from IIT(ISM), Dhanbed, Financial Management from NIFM, Faridabad. Masters in Business Administration from BI, School of Management, Oslo, Norway. Executive European MBA from ESCP-EAP, Paris, France, Masters Diploma in Public Administration from IIPA, New Delhi and Logistic Simulation and Planning from Beijing Jiaotong University, Beijing, China. As Joint Secretary(Refineries), He is looking after the matters related to Refineries, Auto Fuel Policy, Petrochemicals, Import/export of crude oil and other petroleum product; Bio Fuels, Renewable Energy and Conservation, Integrated Energy Policy; Climatic Change & National Clean Energy Policy. 	<ul style="list-style-type: none"> He is Director (Finance), ONGC. Shri Kumar is Fellow Member of ICAI Associate Member of ICSI. He is an alumni of Panjab University Chandigarh, where he obtained his Bachelors degree and Masters Degree in Commerce with Gold Medal. Prior to Joining as Director (Finance), ONGC, he served a brief stint with Petronet LNG Limited where he joined as Director (Finance) in August 2017. He worked as Head Business Development, Finance & Budget and also as Head Treasury Planning & Portfolio Management Group at ONGC Videsh from April 2010 to March 2015. He then went on to serve as Chief Financial Officer of Mansarovar Energy Colombia Limited, a 50:50 joint venture of ONGC Videsh and Sinapec of China, from September 2006 to March 2010. 	<ul style="list-style-type: none"> He is a Bachelor in Chemical Engineering from IIT Bombay. He started his career with HPCL in June 1985. During his career spanning over three decades, he has held various positions in the Refinery Divisions and Corporate Departments of Hindustan Petroleum Corporation Limited and has wide exposure to the Petroleum Industry.

	<p>Venture group at JVOG, Mumbai. She further had the opportunity to hone her skills with deputation at Directorate General of Hydrocarbons (DGH) in its formative years and was instrumental in developing the model Production Sharing Contracts (PSC) which was adopted as base document in many pre-NELP & NELP blocks. Subsequently, she was deputed to Contract Cell of MoP&NG where she worked in different areas of gas pricing, Rangarajan Committee, Gas utilization policy, royalty committee, formulation of policies for smooth implementation of PSCs and monitoring the royalty and profit petroleum to GoI.</p> <ul style="list-style-type: none"> • She also carries with her the rich exposure of ONGC Videsh, international arm of ONGC, handling the assignment of In-charge, Project Finance, for execution of almost all overseas projects (Exploration and Development) and was actively involved in smooth takeover and execution of new acquisitions of OVL. Subsequently, she became Head – Finance of Assam Asset, ONGC, and handled this challenging assignment for 4 years. • Given her multi-faceted personality, she is a beacon of light for all lady officers to follow their dreams and achieve them through sheer hard work and focused approach. 	<ul style="list-style-type: none"> • He has previously served in reputed organizations like Indo Gulf Fertiliser, Jagdishpur, UP and Reliance Industries Ltd (Petrochemical Division) Hazira, Gujarat before joining MRPL. 	<ul style="list-style-type: none"> • Before joining MoP&NG, he has worked with Indian Railways in various capacity including Director Finance expenditure in Railway Board and Chief Project Manager Of Accounting Reform Project of Indian Railways. • He is also on the Board of Hindustan Petroleum Corporation Limited (HPCL). 	<ul style="list-style-type: none"> • Shri Kumar Joined Back ONGC as Chief Commercial & Head Treasury of ONGC in July, 2016 where he played a key role in evaluation, and concluding outstanding issues pertaining to the organization. 	
Directorship held in other public companies (excluding foreign private and section 8 of Companies Act)	<ol style="list-style-type: none"> 1. ONGC Mangalore Petrochemicals Limited 2. Petronet MHB Limited 	<ol style="list-style-type: none"> 1. Shell MRPL Aviation Fuels and Services Limited (SMAFSL) 2. ONGC Mangalore Petrochemicals Limited 	<ol style="list-style-type: none"> 1. Hindustan Petroleum Corporation Limited. 2. Engineers India Limited. 	<ol style="list-style-type: none"> 1. Oil and Natural Gas Corporation Limited 2. Hindustan Petroleum Corporation Limited 3. ONGC Petro Additions Limited 4. ONGC Tripura Power Company Limited 5. Mangalore SEZ Limited 6. Petronet MHB Limited 	<ol style="list-style-type: none"> 1. Hindustan Petroleum Corporation Limited 2. HPCL- Mittal Energy Limited 3. Prize Petroleum Company Limited 4. Ratnagiri Refinery and Petrochemicals Ltd. 5. HPCL Rajasthan Refinery Limited 6. HPCL Biofuels Limited
Chairman/ Member of the committees	<ol style="list-style-type: none"> 1. ONGC Mangalore Petrochemicals Limited <ul style="list-style-type: none"> • Member – Audit Committee 	NIL	NIL	<ol style="list-style-type: none"> 1. Oil and Natural Gas Corporation Limited <ul style="list-style-type: none"> • Member – Stakeholders' Relationship Committee 	NIL

				2. ONGC Petro Additions Limited •Member-Audit Committee 3.ONGC Tripura Power Company Limited • Member-Audit Committee 4. Mangalore SEZ Limited •Member-Audit Committee	
Shareholding of Directors	NIL	NIL	NIL	NIL	NIL
Relationship between Directors inter-se	NIL	NIL	NIL	NIL	NIL

Note : Membership/Chairmanship pertaining only to Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee is considered.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This rule will not apply to participation of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.mrpl.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. Corporate members intending to permit their authorized representatives to attend the Annual General Meeting pursuant to provisions of Section 113 of the Companies Act, 2013 are required to send a scanned certified copy of the relevant Board resolution authorizing the representative to attend & vote on their behalf through remote e –voting at the e-meeting.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 15/09/2020 at 09:00 A.M. and ends on 17/09/2020, at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see EVEN number 113374 of Mangalore Refinery and Petrochemicals Limited in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of Mangalore Refinery and Petrochemicals Limited to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to narasimhapaip@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com to reset the password.
3. 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to (Ms. Sarita Mote) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to mrplirc@linkintime.co.in.

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to mrplirc@linkintime.co.in.

2. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) as the case may be.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com>

under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN : 113374 of Mangalore Refinery and Petrochemicals Ltd. will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and hence advised to use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at (investor@mrpl.co.in).
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.