



मंगलूर रिफाइनरी एण्ड पेट्रोकेमिकल्स लिमिटेड

MANGALORE REFINERY AND PETROCHEMICALS LIMITED

अनुसूची 'अ' के अंतर्गत भारत सरकार का उद्यम SCHEDULE 'A' GOVT. OF INDIA ENTERPRISE.
(ऑयल एण्ड नेचुरल गैस कॉर्पोरेशन लिमिटेड की सहायक कंपनी A SUBSIDIARY OF OIL AND NATURAL GAS CORPORATION LIMITED)
सीआईएन/ CIN : L23209KA1988GOI008959

पंजीकृत कार्यालय : कुत्तेतूर पोस्ट, वाया काटीपल्ला मंगलूर - 575 030 (भारत) दूरभाष: 0824-2270400, फैक्स: 0824-2271404, E-mail:mrplmrlr@mrpl.co.in
Regd. Office : Kuthethoor P.O. Via Katpalla, Mangaluru - 575 030 (India) Tel. : 0824-2270400 Fax : 0824-2271404 Website : www.mrpl.co.in
आई.एस.ओ. 9001, 14001 एवं 50001 प्रमाणित कंपनी AN ISO 9001, 14001 AND 50001 CERTIFIED COMPANY

19/09/2020

The Assistant General Manager, Listing Compliance
BSE Limited/ BSE Listing Centre
Scrip Code: 500109

The Compliance & Listing Department
National Stock Exchange of India Limited/ NEAPS
Symbol: MRPL, Series: EQ

Dear Sir/Madam,

Subject: Proceedings of 32nd Annual General Meeting ('AGM') and voting results.

In continuation to our intimation dated 19th August, 2020, the 32nd AGM of the Company was held on 18th September, 2020, and the business mentioned in the Notice dated 14th August, 2020 were transacted and passed with requisite majority.

In this regard, please find enclosed the following;

1. Summary of proceedings as required under the Regulation 30, Part A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Chairman's speech as read out during the AGM as **Annexure – I**
2. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure – II**.
3. Report of the Scrutinizer dated 18/09/2020, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration), Rules 2014 as **Annexure – III**.

This is for your information and records.

Thanking You,

Yours Sincerely,
For Mangalore Refinery and Petrochemicals Limited

Dinesh Mishra
Company Secretary

Encl: As above

बेंगलूरु कार्यालय : प्लॉट नं. A-1, - के .एस.एस.आई.डी.सी. प्रशासनिक कार्यालय भवन के सामने, इंडस्ट्रीयल एस्टेट, राजाजीनगर, बेंगलूरु -560 010
Bengaluru Office: Plot A-1, Opp. KSSIDC A. O. Building, Industrial Estate, Rajajinagar, Bengaluru - 560 010.

दूरभाष : Tel: (का.) (O) 080-22642200, फैक्स Fax : 080 - 23505501

दिल्ली कार्यालय : कोर-8,7th मंजिल, स्कोप कॉम्प्लेक्स, लोधी रोड, नई दिल्ली- 110003 दूरभाष: 011-24306400, फैक्स: 011-24361744
Delhi Office : Core-8,7th, Floor SCOPE Complex, Lodhi Road, New Delhi - 110003. Tel.: 011-24306400, Fax: 011-24361744

मुंबई कार्यालय : मेकर टॉवर 'ई' विंग 15वां तल, कफ परेड, मुंबई - 400 005. दूरभाष: 022-22173000, फैक्स: 22173233

Mumbai Office : Maker Tower, 'E' Wing, 15th Floor, Cuffe Parade, Mumbai-400 005. Tel.: 022-22173000, Fax : 22173233

Summary of proceedings of the 32nd Annual General Meeting of Mangalore Refinery and Petrochemicals Limited held on 18th September, 2020:

The 32nd Annual General Meeting (AGM) of the Members of the company was held on Friday, 18th September, 2020 at 4.00 P.M (IST) through video conferencing and other audio visual means (VC/OAVM). The meeting was held in compliance with the General Circular numbers 14/2020, 17/2020 & 20/2020 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12/05/2020 issued by the Securities and Exchange Board of India (SEBI) and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder:

DIRECTORS IN ATTENDANCE
Shri Shashi Shanker, Chairman, joined over VC from New Delhi
Shri M. Venkatesh, Managing Director and Chief Executive Officer, joined over VC from Mangaluru
Smt. Pomila Jaspal, Director (Finance) and Chief Financial Officer, joined over VC from New Delhi
Shri Sanjay Varma, Director (Refinery), joined over VC from Mangaluru
Shri Subhash Kumar, ONGC Nominee Director, joined over VC from New Delhi
Shri Vinod S. Shenoy, HPCL Nominee Director, joined over VC from Mumbai
Shri Sunil Kumar, MoP&NG Nominee Director, joined over VC from New Delhi
Shri R. T. Agarwal, Independent Director, joined over VC from Gurugram
OTHER REPRESENTATIVES
Statutory Auditors, joined over VC from Mangalore M/s. Manohar Chowdhry & Associates, Chartered Accountants
Statutory Auditors, joined over VC from Chennai M/s. S Venkatram & Co. LLP, Chartered Accountants
Scrutinizer, joined over VC from Mangalore M/s P N Pai & Co, Practicing Company Secretaries
Secretarial Auditor joined over VC from Noida M/s Kumar Naresh Sinha & Associates, Practicing Company Secretary
QUORUM OF THE MEETING
A total of 60 members representing 1552531817 shares attended the meeting

The meeting commenced at 4:00 PM (IST) and concluded at 5:33 PM (IST)

Shri Shashi Shanker chaired the meeting. The Chairman informed that this annual general meeting is being held through video conference in accordance with the circulars issued by the Ministry of Corporate Affairs and SEBI. The requisite quorum being present, the Chairman called the meeting to order. All the directors of the Company attended the meeting. The Chairman welcomed all shareholders, auditors and other invitees joining over VC and delivered his speech. The Chairman informed that the Company had provided members the facility to cast their vote electronically, on all resolutions set forth in the Notice.

The following items of business, as per the Notice of AGM dated 14th August, 2020, were transacted at the meeting. Shareholders were provided a facility to ask questions or express their views through VC, audio. Clarifications were provided to the queries raised by themembers. The resolutions were passed with the requisite majority.

No.	Resolutions	Type of resolution
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.	Ordinary
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.	Ordinary
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.	Ordinary
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.	Ordinary
SPECIAL BUSINESS:		
5	To appoint Shri Sunil Kumar (DIN: 08467559), as Director of the Company.	Ordinary
6	To appoint Smt. Pomila Jaspal (DIN: 08436633), as Director of the Company.	Ordinary
7	To appoint Shri Sanjay Varma (DIN: 05155972), as Director of the Company.	Ordinary
8	To ratify the remuneration of the Cost Auditors for the Financial Year 2020-21.	Ordinary
9	To raise funds upto ₹ 5,000 Crore through issue of unsecured non-convertible debentures (NCDs)/ Bonds.	Special

The Board of Directors had appointed M/s P N Pai and Associates, Practising Company Secretaries, Mangalore as the Scrutinizer to supervise the e-voting process.

The details of the voting results (remote e-voting and e-voting at the AGM) on all the resolutions as set out in the Notice of AGM is available in Annexure II.

This is for your information and records.

Thanking you,

Yours sincerely,
For Mangalore Refinery and Petrochemicals Limited



Dinesh Mishra
Company Secretary



MANGALORE REFINERY AND PETROCHEMICALS LIMITED
32nd ANNUAL GENERAL MEETING
CHAIRMAN'S SPEECH

Dear Shareholders,

Good Evening.

I welcome you all to the 32nd Annual General Meeting of your Company. Thank you for joining us today.

Due to restrictions imposed by the COVID pandemic, we are holding a Virtual Annual Shareholder's Meeting in place of the usual AGM.

The 32nd Annual Report, containing AGM Notice and Board's Report for the financial year 2019-20 along-with the audited financial statements, has already been sent to all the members. With your permission, I would like to take them as read.

Prior to sharing with you the performance of the Company for FY 2019-20, I would like to touch upon the economic scenario and the role of energy producers in development of our Nation.

The Economy:

Indian Economy much like the World Economy has also been impacted adversely by the COVID pandemic. India effected lockdown from 24th March in order to protect its citizens and to give the system time to build up capabilities to handle the large flux of patients, which a long drawn pandemic can bring.

India had been growing at 7 percent average for a decade now. For much of FY 2019-20, India had a slower growth. The automobile sector which is considered a barometer of the Indian Manufacturing Industry had seen sales depressed for almost a full year. Sale of two wheelers, passenger cars and commercial vehicles which are indicative of rural, urban and commercial demand respectively remained stressed due to changing environmental norms for vehicles and lack of credit. However, lower Crude prices during this economic climate boded well for India. In this period monetary policy interventions ensured that inflation was at manageable levels, thus preventing stagflation.

Industry:

India is home to 18% of the world's population but uses only 6% of the world's primary energy. To meet its growing energy requirement, India is seeking to rebalance its energy basket. The country is making critical fuel choices between Oil, Coal, Natural Gas and Renewables for power generation. Coal still remains the most important source for power in India. However, new investment decisions would be guided towards cleaner and low carbon resources.

The share of renewables in the energy basket has been increasing steadily. The government has been continuously encouraging diversification. Bio-energy (compressed bio gas) is a case in point. Bio gas

meant to be generated from agricultural residue, cattle dung and municipal solid waste is commercially viable in the Indian context. Advanced bio fuel plants (2G Ethanol) are proposed to be set up by Oil companies, including your company. The government has indicated viability support for commercialization.

With ambitious targets and support policies, clean energy is poised for an increased share, but coal and oil are here to stay in the medium to long term. In fact, International Energy Agency projects that the world could still need nearly 70 million barrels of oil a day in 2040 even in the most aggressive low carbon scenario.

Performance:

I am pleased to inform that despite multiple challenges faced during the year, your Company has delivered robust operational performance during the financial year 2019-20. Your support has been vital to our efforts and achievements. Your Company was also recognized with several awards & accolades.

I would like to place before you some of the major highlights during FY 2019-20 :

- Your Company achieved a turnover of ₹ 60,728 Crores; however, incurred a loss of ₹ 2,708 Crore. Gross Refining Margin (GRM) stood at (-) 0.23 \$/bbl, on account of two disruptions in Refinery Operations, due to force majeure situations in Q1 & Q2 & due to onset of Covid 19 pandemic in Q4. The cumulative effect of these events coupled with shrinkage in product cracks & Inventory Loss, has resulted in contraction of margins.
- The Refinery had an otherwise excellent operational availability of 99.06%, which is an indication of its reliability.

- Highest Crude Throughput of 1428 TMT was achieved in the month of July, 2019. (Previous Highest was 1403 TMT in the month of July, 2017).
- MRPL Started producing BS VI grade MS & HSD from September, 2019 onwards
- Loading operation of Crude from ISPRL, through SPM was carried out for the first time in the month of December.
- HSD 0.001%S, MFO 1%S and MFO-0.5%S grades were exported for the first time.
- The Company has maintained its leadership position in the Polypropylene market of South India for its MANGPOL brand. Your Company has expanded its polypropylene grade basket by stabilizing PP Yarn Grade (35 MI) which is used in medical applications in manufacturing of masks & PPE. Your Company has supported the Nation's fight against COVID pandemic by maximizing the availability of PP Yarn Grade (35 MI) during February and March, 2020.
- The total domestic sales volume of all products during the FY 2019-20 has been 1702 TMT with a sales value of ₹ 5,568 Crores.
- Due to losses, the Board expresses its inability to declare dividend for the FY 2019-20.
- Your Company Shell MRPL Aviation Fuel and Services Limited has steadily acquired business for sale of Aviation Turbine Fuel (ATF) at Indian airports. The Company achieved a turnover of ₹ 823.58 Crores during FY 2019-20 against a turnover of ₹ 718.99 Crores in the previous FY 2018-19.

- The Company has achieved 1390 days without Reportable Lost Time Injuries (RLTI) as on 31.03.2020, translating to 13.032 million safe working man hours in 2019-20.

Company's Growth:

Your Company is a modern refinery that has been continuously upgrading its facilities. The refinery has the capability to process various types of crude from different sources, enabling your Company to offset any supply disruption.

MRPL expects to expand its retail presence by adding new retail outlets every year in the states of Karnataka, Kerala and Goa. MRPL retail presence will be further expanded to Tamil Nadu, Andhra Pradesh and Telangana in the long term. Your Company is also actively collaborating with Group Companies to expand its domestic retail marketing share.

Certain infrastructure projects such as Truck Loading & Railway Siding for Petcoke Evacuation, to improve logistics have been commissioned successfully in the year.

To improve feeder service in Bengaluru, DFR for setting up of a Marketing Terminal at Devengonti, near terminal point of MHB pipeline, has been completed and Project work will start in FY 20-21.

To mitigate the dependence & risk of river water as a single source of water, a desalination plant is being set up near the sea. This plant of current capacity 30 MLD (expandable to 70 MLD) will cater to the future water requirement of the refinery.

Your Company is setting up a 60 KLPD 2G Ethanol Plant, with Corn Cob & Cotton Stock as feed, at Harihara, Davangere, in line with Government's mandate on Advanced Bio Fuels. A non-binding MOU has been signed with M/s Mitsui. Land for the same has been allotted by KIADB.

Land is a scarce commodity and your Company is in the process of acquiring land for expansion, through the Karnataka Government. Your Company is also planning for capacity expansion.

Corporate Social Responsibility:

As a responsible Corporate Citizen, your Company is conscious of its Corporate Social Responsibility and the impact it has on society. MRPL's social welfare and community development initiatives focus on the key areas of education, health care & sanitation and overall development of basic infrastructure in and around its operational area/ Dakshina Kannada & Udupi District/Karnataka State. These projects are largely in accordance with Schedule VII of the Companies Act, 2013.

During 2019 - 20, the Company has spent an amount of ₹ 76.09 Crores on CSR activities mainly in the areas of Healthcare, Education, Swachh Bharat projects and other Social projects.

Sustainability Development :

- MRPL is committed to the responsibility of carrying out refinery operations by maintaining high standards towards Sustainable Development.

- Your Company is establishing a biodiversity park in about 41 acres of marshy land adjacent to the Refinery. In this process your Company has entered into an MOU with Dr. Shivarama Karnatha Pilikula Nisarga Dhama, the domain experts in this subject. This park is scheduled to be completed by 2024 at an estimated cost of ₹ 14 Crores. In this process, the marshy land will be converted into a full-fledged bio diversity park containing native tree species which would help in attracting birds, insects, etc. This will also contain aquatic plants which would help in increasing the diversity of fishes and other aquatic animals.
- Your Company is establishing a vermi-compost production facility inside its premises for converting plant/tree wastes like leaves, branches, etc. into compost which shall be used as manure in its horticulture activities and green belt development. The first batch of vermi compost is expected to be produced in the last quarter of 2020.
- Your Company has planned to move to usage of Natural Gas as fuel for which required internal modifications have been completed. As soon as the pipeline from Kochi gets completed, your Company would commence utilising RLNG thereby reducing the overall Carbon footprint and contribute to sustainable development.
- Your Company is also looking at bringing out innovative solutions to the issue of environment and sustainable development through collaborative efforts in R&D as well as in encouraging Start-Ups in such fields.

Health, Safety and Environment:

Your Company accords highest priority to integration of Health, Safety and Environmental (HSE) aspects while taking business decisions. Best practices and procedures of the industry are adopted. The Company has implemented internationally recognized ISO standards in Environment Management System, Quality Management System, Energy Management System and OHSAS. The practices under these standards are continuously updated to achieve target of zero injuries and accidents.

To ensure good health of our employees, annual Medical Check-up is carried out in compliance with the rules under Factories Act and Karnataka Factories Rules.

The Company continues to reuse treated effluent from the manufacturing plants as make-up water for cooling tower and fire water requirements apart from horticulture purpose.

Corporate Governance:

The Company endeavors to uphold the practices of good Corporate Governance to ensure transparency, integrity and accountability. Your Company has been complying with all the requirements of corporate governance as stipulated in the Companies Act, 2013, Listing Regulation, and DPE guidelines except for the non availability of sufficient number of Independent Directors on the Board of MRPL. We have already requested our Administrative Ministry for appointment of Independent Directors.

I would like to inform that your Company has robust internal control mechanism. I would like to share with you that an unqualified report from

the Joint Statutory Auditors and 'Nil' comments from C&AG for the 18th year in a row, is a matter of pride for all of us.

Acknowledgements:

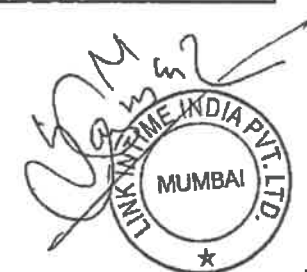
In conclusion, on behalf of the Board of Directors, I take this opportunity and privilege to thank all our esteemed shareholders whose trust and confidence has been a great source of strength for us. I would like to also thank the Government of India, Ministry of Petroleum and Natural Gas and other Associated Ministries and Departments of Government of India as well as Government of Karnataka for their continued support and guidance to us at all times. I gratefully acknowledge the support provided by our Parent Company, Oil and Natural Gas Corporation Limited.

Last but not the least, I would like to place on record my sincere gratitude to each and every employees of MRPL for their dedication and hard work which has translated into commendable performance of your Company year after year.

Thank You

Jai Hind !!!

Mangalore Refinery And Petrochemicals Limited								
Resolution Required : (Ordinary)			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.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100
Promoter and Promoter Group	E-Voting	1552507615	1552507615	100.0000	1552507615	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1552507615	100.0000	1552507615	0	100.0000	0.0000
Public Institutions	E-Voting	64284821	39312929	61.1543	39312929	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		39312929	61.1543	39312929	0	100.0000	0.0000
Public Non Institutions	E-Voting	135806341	189260	0.1394	185347	3913	97.9325	2.0675
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		189260	0.1394	185347	3913	97.9325	2.0675
Total		1752598777	1592009804	90.8371	1592005891	3913	99.9998	0.0002



 LANKA TIME INDIA PVT. LTD.

 MUMBAI

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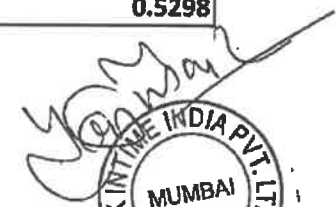

Mangalore Refinery And Petrochemicals Limited

Resolution Required : (Ordinary)			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.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={([4]/[2])*100	[7]={([5]/[2])*100
Promoter and Promoter Group	E-Voting	1552507615	1552507615	100.0000	1552507615	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1552507615	100.0000	1552507615	0	100.0000	0.0000
Public Institutions	E-Voting	64284821	39312929	61.1543	30886503	8426426	78.5658	21.4342
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		39312929	61.1543	30886503	8426426	78.5658	21.4342
Public Non Institutions	E-Voting	135806341	189393	0.1395	178972	10421	94.4977	5.5023
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		189393	0.1395	178972	10421	94.4977	5.5023
Total		1752598777	1592009937	90.8371	1583573090	8436847	99.4701	0.5299



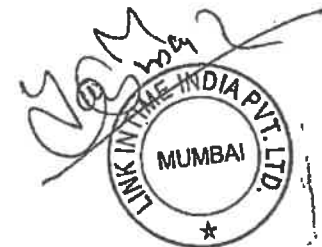
Mangalore Refinery And Petrochemicals Limited

Resolution Required : (Ordinary)			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.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – In favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	1552507615	1552507615	100.0000	1552507615	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1552507615	100.0000	1552507615	0	100.0000	0.0000
Public Institutions	E-Voting	64284821	39312929	61.1543	30886503	8426426	78.5658	21.4342
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		39312929	61.1543	30886503	8426426	78.5658	21.4342
Public Non Institutions	E-Voting	135806341	189110	0.1392	180536	8574	95.4661	4.5339
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		189110	0.1392	180536	8574	95.4661	4.5339
Total		1752598777	1592009654	90.8371	1583574654	8435000	99.4702	0.5298

Mangalore Refinery And Petrochemicals Limited

Resolution Required : (Ordinary)		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.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100	[7]={{[5]/[2]}*100
Promoter and Promoter Group	E-Voting	1552507615	1552507615	100.0000	1552507615	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1552507615	100.0000	1552507615	0	100.0000	0.0000
Public Institutions	E-Voting	64284821	39312929	61.1543	39312929	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		39312929	61.1543	39312929	0	100.0000	0.0000
Public Non Institutions	E-Voting	135806341	188413	0.1387	179913	8500	95.4886	4.5114
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		188413	0.1387	179913	8500	95.4886	4.5114
Total		1752598777	1592008957	90.8370	1592000457	8500	99.9995	0.0005



Mangalore Refinery And Petrochemicals Limited

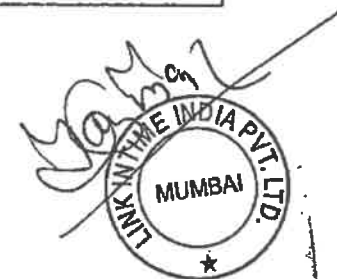
Resolution Required : (Ordinary)

5 - To appoint Shri Sunil Kumar (DIN:08467559) as Director.

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	1552507615	1552507615	100.0000	1552507615	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1552507615	100.0000	1552507615	0	100.0000	0.0000
Public Institutions	E-Voting	64284821	39312929	61.1543	30886503	8426426	78.5658	21.4342
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		39312929	61.1543	30886503	8426426	78.5658	21.4342
Public Non Institutions	E-Voting	135806341	189001	0.1392	180055	8946	95.2667	4.7333
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		189001	0.1392	180055	8946	95.2667	4.7333
Total		1752598777	1592009545	90.8371	1583574173	8435372	99.4701	0.5299



Mangalore Refinery And Petrochemicals Limited

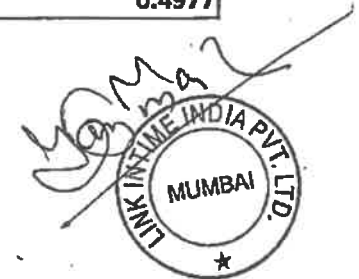
Resolution Required : (Ordinary)

6 - To appoint Smt. Pomila Jaspal (DIN:08436633) as Director.

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	1552507615	1552507615	100.0000	1552507615	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1552507615	100.0000	1552507615	0	100.0000	0.0000
Public Institutions	E-Voting	64284821	39312929	61.1543	31397745	7915184	79.8662	20.1338
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		39312929	61.1543	31397745	7915184	79.8662	20.1338
Public Non Institutions	E-Voting	135806341	188700	0.1389	179873	8827	95.3222	4.6778
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		188700	0.1389	179873	8827	95.3222	4.6778
Total		1752598777	1592009244	90.8371	1584085233	7924011	99.5023	0.4977



Mangalore Refinery And Petrochemicals Limited

Resolution Required : (Ordinary)

7 - To appoint Shri Sanjay Varma (DIN:05155972) as Director.

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	on votes polled
		[1]	[2]	[3]={(2)/[1]}*100	[4]	[5]	[6]={(4)/[2]}*100	[7]={(5)/[2]}*100
Promoter and Promoter Group	E-Voting	1552507615	1552507615	100.0000	1552507615	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1552507615	100.0000	1552507615	0	100.0000	0.0000
Public Institutions	E-Voting	64284821	39312929	61.1543	31397745	7915184	79.8662	20.1338
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		39312929	61.1543	31397745	7915184	79.8662	20.1338
Public Non Institutions	E-Voting	135806341	189211	0.1393	180197	9014	95.2360	4.7640
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		189211	0.1393	180197	9014	95.2360	4.7640
Total		1752598777	1592009755	90.8371	1584085557	7924198	99.5023	0.4977



Mangalore Refinery And Petrochemicals Limited

Resolution Required : (Ordinary)

8 - To ratify the remuneration of the Cost Auditors for the Financial Year 2020-21.

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	1552507615	1552507615	100.0000	1552507615	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1552507615	100.0000	1552507615	0	100.0000	0.0000
Public Institutions	E-Voting	64284821	39312929	61.1543	39312929	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		39312929	61.1543	39312929	0	100.0000	0.0000
Public Non Institutions	E-Voting	135806341	189192	0.1393	179906	9286	95.0918	4.9082
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		189192	0.1393	179906	9286	95.0918	4.9082
Total		1752598777	1592009736	90.8371	1592000450	9286	99.9994	0.0006




Mangalore Refinery And Petrochemicals Limited

Resolution Required : (Special)		9 - To raise funds upto Rs. 5,000 crore through issue of unsecured non-convertible debentures (NCDs)/ Bonds.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100	[7]={{[5]/[2]}*100
Promoter and Promoter Group	E-Voting	1552507615	1552507615	100.0000	1552507615	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1552507615	100.0000	1552507615	0	100.0000	0.0000
Public Institutions	E-Voting	64284821	39312929	61.1543	39312929	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		39312929	61.1543	39312929	0	100.0000	0.0000
Public Non Institutions	E-Voting	135806341	189086	0.1392	180957	8129	95.7009	4.2991
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		189086	0.1392	180957	8129	95.7009	4.2991
Total		1752598777	1592009630	90.8371	1592001501	8129	99.9995	0.0005



CS Narasimha Pai P.

B.Com, FCS, PGDHRM

CS Sonali Suresh Mallya

BBM, MBA, FCS

P.N. Pai & Co
Company Secretaries

FORM NO. MGT-13
REPORT OF SCRUTINIZER

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

18th September, 2020

To
The Chairman
Mangalore Refinery and Petrochemicals Limited
Mudapadav, Kuthethoor,
P.O. Via- Katipalla,
Mangalore-575030
Karnataka

Dear Sir,

Sub: Scrutinizer's Report on remote e-voting process and e-voting conducted at the 32nd Annual General Meeting (AGM) of Equity Shareholders of Mangalore Refinery and Petrochemicals Limited held on Friday, 18th September, 2020 at 4.00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

1. Mangalore Refinery and Petrochemicals Limited ("the Company") vide Resolution of its Board of Directors dated 09th June, 2020 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and e-voting conducted at the 32nd Annual General Meeting (AGM) on the Resolutions contained in the Notice dated 14th August, 2020 for the AGM as prescribed under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules 2014, of the Companies Act, 2013 ("the Act") as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of members of the Company, be carried out in a fair and transparent manner.

1st Floor, Shriram Arcade, Opp. Alice Manor Apts, Patrao Lane, Bunts Hostel, Mangalore-575 003.

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Web: www.pnpaiandco.in



2. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules relating to Remote e-voting and the applicable regulations of the SEBI (Obligations and Disclosure Requirements) Regulations, 2015, relating to Remote e-voting and E-voting on the resolutions contained in the aforesaid Notice for the 32nd AGM of the Members of the Company. My responsibility as a Scrutinizer is to Scrutinize and ensure that the voting done by Remote e-voting and e-voting conducted at the Meeting is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favor" or "against" the resolutions, based on the reports generated from the remote e-voting system of National Securities Depository Limited (NSDL) and e-voting conducted at the meeting as provided by the Company.
3. As required under Section 101 of the Act, the Notice for 32nd AGM along with explanatory statement under Section 102 of the Act was sent to the Members by permitted means. The Equity shareholders holding shares as on 11thSeptember, 2020 (cut-off date") were entitled to vote on the resolutions as stated in the Notice of the 32nd AGM. The Company provided the remote e-voting facility and e-voting conducted at the meeting offered by National Securities Depository Limited (NSDL) to cast votes on aforesaid resolutions through Remote e-voting by the Members of the Company.
4. Remote e-voting facility was made available to the shareholders of the Company to exercise their voting rights from 9.00 a.m. of Tuesday, 15thSeptember, 2020 upto 5.00 p.m. of Thursday, 17thSeptember, 2020. Accordingly, votes casted upto 17thSeptember, 2020 have been considered for my scrutiny. The facility of voting at the Annual General Meeting by e-voting has also been considered for the scrutiny.



5. After the conclusion of the 32nd Annual General Meeting, the voting by remote e-voting and e-voting at the meeting were unblocked. A summary of the votes cast by shareholders through remote e-voting and e-voting at the 32nd Annual General Meeting with their pattern of voting is furnished herein after.

6. The results of the voting by members through Remote e-voting and e-voting at the 32nd Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Company. Summary of the votes cast by remote e-voting and e-voting at the Annual General Meeting for each of the resolutions is given herein after:



Resolution No. 1: Ordinary Resolution

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

SI .No	Particulars	No. of e-voting during the AGM/ remote e-voting confirmations	No. of shares voted
a	Remote e-voting confirmations received	450	1,59,20,01,301
b	e-voting during the AGM	12	8,503
	Total	462	1,59,20,09,804
c	Less: Invalid e-voting during the AGM/Remote e-voting confirmations	0	-
d	Net valid e-voting during the AGM /Remote e-voting confirmations	462	1,59,20,09,804
i	e-voting during the AGM /Remote e-voting confirmations with assent for the Resolution	452	1,59,20,05,891
% of Assent		100.000	
ii	e-voting during the AGM /remote e-voting confirmations with dissent for the Resolution	10	3,913
% of Dissent		0.000	



Resolution No.2: Ordinary Resolution

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.

SI .No	Particulars	No. of e-voting during the AGM/ remote e-voting confirmations	No. of shares voted
a	Remote e-voting confirmations received	447	1,59,20,01,434
b	e-voting during the AGM	12	8,503
	Total	459	1,59,20,09,937
c	Less: Invalid e-voting during the AGM/Remote e-voting confirmations	0	-
d	Net valid e-voting during the AGM /Remote e-voting confirmations	459	1,59,20,09,937
i	e-voting during the AGM /Remote e-voting confirmations with assent for the Resolution	398	1,58,35,73,090
% of Assent		99.470	
ii	e-voting during the AGM /remote e-voting confirmations with dissent for the Resolution	61	84,36,847
% of Dissent		0.530	



Resolution No.3: Ordinary Resolution

To appoint a Director in place of Shri Subhash Kumar (DIN: 07905656), who retires by rotation and being eligible offers himself for re-appointment

SI .No	Particulars	No. of e-voting during the AGM/ remote e-voting confirmations	No. of shares voted
a	Remote e-voting confirmations received	445	1,59,20,01,151
b	e-voting during the AGM	12	8,503
	Total	457	1,59,20,09,654
c	Less: Invalid e-voting during the AGM/Remote e-voting confirmations	0	-
d	Net valid e-voting during the AGM /Remote e-voting confirmations	457	1,59,20,09,654
i	e-voting during the AGM /Remote e-voting confirmations with assent for the Resolution	397	1,58,35,74,654
% of Assent		99.470	
ii	e-voting during the AGM /remote e-voting confirmations with dissent for the Resolution	60	84,35,000
% of Dissent		0.530	



Resolution No.4: Ordinary Resolution

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.

Sl .No	Particulars	No. of e-voting during the AGM/ remote e-voting confirmations	No. of shares voted
a	Remote e-voting confirmations received	445	1,59,20,00,454
b	e-voting during the AGM	12	8,503
	Total	457	1,59,20,08,957
c	Less: Invalid e-voting during the AGM/Remote e-voting confirmations	0	-
d	Net valid e-voting during the AGM /Remote e-voting confirmations	457	1,59,20,08,957
i	e-voting during the AGM /Remote e-voting confirmations with assent for the Resolution	433	1,59,20,00,457
% of Assent		99.999	
ii	e-voting during the AGM /remote e-voting confirmations with dissent for the Resolution	24	8,500
% of Dissent		0.001	



Resolution No.5: Ordinary Resolution

To appoint Shri Sunil Kumar (DIN: 08467559), as Director.

Sl .No	Particulars	No. of e-voting during the AGM/ remote e-voting confirmations	No. of shares voted
a	Remote e-voting confirmations received	444	1,59,20,01,042
b	e-voting during the AGM	12	8,503
	Total	456	1,59,20,09,545
c	Less: Invalid e-voting during the AGM/Remote e-voting confirmations	0	-
d	Net valid e-voting during the AGM /Remote e-voting confirmations	456	1,59,20,09,545
i	e-voting during the AGM /Remote e-voting confirmations with assent for the Resolution	403	1,58,35,74,173
% of Assent		99.470	
ii	e-voting during the AGM /remote e-voting confirmations with dissent for the Resolution	53	84,35,372
% of Dissent		0.530	



Resolution No.6: Ordinary Resolution

To appoint Smt. Pomila Jaspal (DIN:08436633), as Director.

SI.No	Particulars	No. of e-voting during the AGM/ remote e-voting confirmations	No. of shares voted
a	Remote e-voting confirmations received	443	1,59,20,00,741
b	e-voting during the AGM	12	8,503
	Total	455	1,59,20,09,244
c	Less: Invalid e-voting during the AGM/Remote e-voting confirmations	0	-
d	Net valid e-voting during the AGM /Remote e-voting confirmations	455	1,59,20,09,244
i	e-voting during the AGM /Remote e-voting confirmations with assent for the Resolution	404	1,58,40,85,233
% of Assent		99.502	
ii	e-voting during the AGM /remote e-voting confirmations with dissent for the Resolution	51	79,24,011
% of Dissent		0.498	



Resolution No. 7: Ordinary Resolution

To appoint Shri Sanjay Varma (DIN: 05155972), as Director.

Sl .No	Particulars	No. of e-voting during the AGM/ remote e-voting confirmations	No. of shares voted
a	Remote e-voting confirmations received	445	1,59,20,01,252
b	e-voting during the AGM	12	8,503
	Total	457	1,59,20,09,755
c	Less: Invalid e-voting during the AGM/Remote e-voting confirmations	0	-
d	Net valid e-voting during the AGM /Remote e-voting confirmations	457	1,59,20,09,755
i	e-voting during the AGM /Remote e-voting confirmations with assent for the Resolution	407	1,58,40,85,557
% of Assent		99.502	
ii	e-voting during the AGM /remote e-voting confirmations with dissent for the Resolution	50	79,24,198
% of Dissent		0.498	



Resolution No.8: Ordinary Resolution

To ratify remuneration of the Cost Auditors for the Financial Year 2020-21.

SI .No	Particulars	No. of e-voting during the AGM/ remote e-voting confirmations	No. of shares voted
a	Remote e-voting confirmations received	445	1,59,20,01,233
b	e-voting during the AGM	12	8,503
	Total	457	1,59,20,09,736
c	Less: Invalid e-voting during the AGM/Remote e-voting confirmations	0	-
d	Net valid e-voting during the AGM /Remote e-voting confirmations	457	1,59,20,09,736
i	e-voting during the AGM /Remote e-voting confirmations with assent for the Resolution	424	1,59,20,00,450
% of Assent		99.999	
ii	e-voting during the AGM /remote e-voting confirmations with dissent for the Resolution	33	9,286
% of Dissent		0.001	



Resolution No.9: Special Resolution

To raise funds upto Rs 5000 Crore through issue of non-convertible debentures (NCDs)/ Bonds.

SI .No	Particulars	No. of e-voting during the AGM/ remote e-voting confirmations	No. of shares voted
a.	Remote e-voting confirmations received	446	1,59,20,01,127
b.	e-voting during the AGM	12	8,503
	Total	458	1,59,20,09,630
c.	Less: Invalid e-voting during the AGM/Remote e-voting confirmations	0	-
d.	Net valid e-voting during the AGM /Remote e-voting confirmations	458	1,59,20,09,630
i	e-voting during the AGM /Remote e-voting confirmations with assent for the Resolution	428	1,59,20,01,501
	% of Assent		99.999
ii	e-voting during the AGM /remote e-voting confirmations with dissent for the Resolution	30	8,129
	% of Dissent		0.001



7. A Compact Disc (CD) Containing a list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes declared invalid for each resolution is enclosed.
8. The relevant records have been sealed and handed over to the Company Secretary for safekeeping.

Place: Mangalore

Date: 18.09.2020



CS NARASIMHA PAI P, B.Com, F.C.S.
(Practicing Company Secretary)
C.P No 11629
UDIN: 009543B000729966