



Mangalore Refinery and Petrochemicals Limited

(A subsidiary of Oil and Natural Gas Corporation Limited)

CIN: L23209KA1988GOI008959

Regd Office : Mudapadav, Post Kuthethoor, Via Katipalla, Mangaluru – 575 030.

Website: www.mrpl.co.in

NOTICE OF 30TH ANNUAL GENERAL MEETING (AGM)

NOTICE is hereby given that the Thirtieth Annual General Meeting of the Members of Mangalore Refinery and Petrochemicals Limited will be held on **Saturday, 11th August, 2018 at 4 P.M.** at MRPL Employees Recreation Centre, Mudapadav, Post Kuthethoor, Via. Katipalla, Mangaluru-575 030, Karnataka, to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon and comments of the Comptroller and Auditor-General of India in terms of Section 143(6) of the Companies Act, 2013; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2018, the report of Auditors thereon and comments of the Comptroller and Auditor-General of India in terms of Section 143(6) of the Companies Act, 2013 and in this regard, pass the following resolutions as Ordinary Resolutions:**

“RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon along with the comments of the Comptroller and Auditor-General of India in terms of Section 143 (6) of the Companies Act, 2013 laid before this meeting, be and are hereby considered and adopted.”

“RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and the report of Auditors thereon along with the comments of the Comptroller and Auditor-General of India in terms of Section 143 (6) of the Companies Act, 2013 laid before this meeting, be and are hereby considered and adopted.”

- 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, 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.”

- To declare dividend for the financial year ended March 31, 2018 and in this regard, pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT a dividend at the rate of ₹ 3/- (Rupees Three only) per equity share of ₹10/- (Rupees Ten) each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2018 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2018.”

- To authorize Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors of the Company for the Financial Year 2018-19, 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 as appointed by Comptroller and Auditor General of India for the Financial Year 2018-19.”

SPECIAL BUSINESS:

- To appoint Shri Balbir Singh (DIN:07945679), as Independent 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, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Balbir Singh (DIN:07945679), who was appointed as Non-Official

Independent Director by the Ministry of Petroleum & Natural Gas vide its letter No. C-31034/2/2017-CA/FTS:49128 dated 08/09/2017 for a period of three years and subsequently appointed as an Additional Director, designated as Non Official Independent Director by the Board of Directors with effect from 08/09/2017 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 Balbir Singh (DIN:07945679), as a candidate for the office of Director of the Company, be and is hereby appointed as Independent Director of the Company for three years, not liable to retire by rotation."

6. **To appoint Shri Sewa Ram (DIN:01652464), as Independent 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, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Sewa Ram (DIN:01652464), who was appointed as Non-Official Independent Director by the Ministry of Petroleum & Natural Gas vide its letter No. C-31034/2/2017-CA/FTS:49128 dated 08/09/2017 for a period of three years and subsequently appointed as an Additional Director, designated as Non Official Independent Director by the Board of Directors with effect from 08/09/2017 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 Sewa Ram (DIN:01652464), as a candidate for the office of Director of the Company, be and is hereby appointed as Independent Director of the Company for three years, not liable to retire by rotation."

7. **To appoint Shri V. P. Haran (DIN:07710821), as Independent 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, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

Shri V. P. Haran (DIN:07710821), who was appointed as Non-Official Independent Director by the Ministry of Petroleum & Natural Gas vide its letter No. C-31034/2/2017-CA/FTS:49128 dated 08/09/2017 for a period of three years and subsequently appointed as an Additional Director, designated as Non Official Independent Director by the Board of Directors with effect from 08/09/2017 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 V. P. Haran (DIN:07710821), as a candidate for the office of Director of the Company, be and is hereby appointed as Independent Director of the Company for three years, not liable to retire by rotation."

8. **To appoint Dr. G. K. Patel (DIN:07945704), as Independent 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, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. G. K. Patel (DIN:07945704), who was appointed as Non-Official Independent Director by the Ministry of Petroleum & Natural Gas vide its letter No. C-31034/2/2017-CA/FTS:49128 dated 08/09/2017 for a period of three years and subsequently appointed as an Additional Director, designated as Non Official Independent Director by the Board of Directors with effect from 08/09/2017 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 Dr. G. K. Patel (DIN:07945704), as a candidate for the office of Director of the Company, be and is hereby appointed as Independent Director of the Company for three years, not liable to retire by rotation."

9. **To appoint Shri Shashi Shanker (DIN:06447938), 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 provisions of Section 149,152 and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements)

Mangalore Refinery and Petrochemicals Limited

Regulations, 2015, Shri Shashi Shanker (DIN:06447938), who was appointed as an Additional Director and Chairman by the Board of Directors with effect from 01/10/2017 to hold office until the date of this Annual General Meeting, in terms of Section 161(1) of Companies Act, 2013 and Articles of Association of the Company 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 Shashi Shanker (DIN:06447938), 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."

- 10. To appoint Shri K. M. Mahesh (DIN:07402110), 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 provisions of Section 149,152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, Shri K. M. Mahesh (DIN:07402110), 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- 31033/1/2016-CA/FTS: 42979 dated 24/11/2017 and subsequently appointed as an Additional Director by the Board of Directors with effect from 24/11/2017 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 K. M. Mahesh (DIN: 07402110), 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."

- 11. To appoint Shri Sanjay Kumar Jain (DIN:08015083), as Director of the Company and in this regard, to consider and is thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to provisions of Section 149,152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, Shri Sanjay Kumar Jain (DIN:08015083) 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-31033/1/2016-CA/FTS: 42979 dated 24/11/2017 and subsequently appointed as an Additional Director by the Board of Directors with effect from 24/11/2017 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 Sanjay Kumar Jain (DIN: 08015083), 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."

- 12. To appoint Shri Subhash Kumar (DIN:07905656), 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 provisions of Section 149,152 and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Subhash Kumar, (DIN:07905656) who was appointed as an Additional Director by the Board of Directors with effect from 15/05/2018 to hold office until the date of this Annual General Meeting, in terms of Section 161(1) of Companies Act, 2013 and Articles of Association of the Company 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 Subhash Kumar, 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."

By Order of the Board of Directors

Sd/-

Dinesh Mishra
Company Secretary

Place : Mangaluru

Date: 07/07/2018

NOTES:

1. 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.
2. The Notice of 30th Annual General Meeting along with instructions for remote e-voting is sent to Members, Directors, Auditors and others entitled to, by permitted mode.
3. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. The proxy form in order to be valid and effective should be deposited at the registered office of the company not less than forty-eight hours (48 hours) before the time of commencement of the meeting. Blank proxy form is attached.

In terms of section 105 of the Companies Act, 2013, and rules thereunder, a person can act as a proxy on behalf of

- members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member. Proxies submitted on behalf of limited companies, societies etc. must be supported by appropriate resolution/ authority, as applicable.
4. Corporate members intending to send 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 certified copy of the relevant Board resolution authorizing the representative to attend & vote on their behalf at the meeting.
 5. The Company announced Book Closure from 02/07/2018 to 06/07/2018 (both days inclusive) for the purpose of determining the entitlement of the shareholders for the dividend. Accordingly, Dividend on Equity Shares as recommended by the Board of Directors for the Financial Year 2017-18, if approved at the meeting, will be payable to those eligible members whose names appear:
 - (a) As Beneficial Owners, as on 01/07/2018 as per the list furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) in respect of shares held in Dematerialised form, and
 - (b) As Members in the Register of Members of the Company as on 01/07/2018 in respect of shares held in Physical Form, after giving effect to all valid shares transfers in physical form lodged with the Company or its R&T Agents on or before 01/07/2018.
 6. 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.
 7. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and 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
 8. 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.
 9. 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.
 10. Members desirous of obtaining any information on any item of business of this meeting are requested to forward the same before 07/08/2018 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 at the Registered Office of the Company on all working days i.e. Monday to Friday, between 3:30 pm and 5:00 p.m. upto 11/08/2018, the date of the 30th Annual General Meeting.
 11. 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. Members who have registered their email address are also entitled to receive such communication in physical form, upon request.
 12. 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

Mangalore Refinery and Petrochemicals Limited

the resolutions proposed to be passed at the 30th 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 04/08/2018, 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 9:00 a.m. on 08/08/2018 and will end at 5:00 p.m. on 10/08/2018. In addition, the facility for voting through ballot paper shall also be made available at the venue of AGM and the Members attending the 30th AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote at the 30th Annual General Meeting venue.

13. 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 and 2009-10 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 19/08/2017 (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.

Unclaimed dividend for FY 2010-11 will be due for transfer to the Investor Education and Protection Fund (IEPF) on or before 03/10/2018 pursuant to the provisions of the Companies Act, 2013.

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 2010-11 onwards. 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.

14. 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.
15. 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
16. Members are requested to notify immediately any change of address :
- To the DP in respect of shares held in dematerialized form, and
 - To the Company at its registered office or to its RTA in respect of their physical shares, quoting their folio number.
17. Non-Resident members are requested to inform the RTA about:
- Change in their residential status on return to India for permanent settlement.
 - 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, to enable Company to remit dividend to the said Bank Account directly.
18. 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.

19. The Company has appointed Shri Himanshu Kamdar, Partner M/s. Rathi & Associates, Practicing Company Secretaries, Mumbai to act as the Scrutinizer, to scrutinize the remote e-voting and physical vote at the venue of AGM in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
20. Detailed procedure for "Remote E-voting" is annexed which forms part of this notice.
21. 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.
22. 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 available for inspection at the 30th Annual General Meeting.
23. 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 29th Annual General Meeting held on 19/08/2017, authorised the Board of Directors to fix the remuneration of Statutory Auditors appointed for the financial year 2017-18. Accordingly, the Board of Directors fixed remuneration of ₹ 23,00,000/- (Rupees Twenty three Lakh only) for the Statutory Auditors for the financial year 2017-18 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 2018-19 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 2018-19.

24. Route Map showing Directions to reach to the venue of the Meeting is given at the end of this Notice.
25. Shareholders to whom hard copy of Annual reports have been provided are requested to bring their copies of the Annual report to the Meeting. The copies of Annual Reports shall not be made available at the venue of the Meeting. Shareholders / Proxies attending the Meeting should bring the Admission Slip, duly filled, for handing over at the venue of the meeting.
26. Shareholders are requested to note that no gift will be distributed at the meeting.

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 Balbir Singh (DIN:07945679), was appointed as Non-Official Independent Director of the Company by the Ministry of Petroleum & Natural Gas vide letter No. C-31034/2/2017-CA/FTS:49128 dated 08/09/2017 for a period of three years from the date of notification of appointment or until further orders, whichever is earlier, and was accordingly appointed as an Additional Director designated as non-official Independent Director with effect from 08/09/2017 to hold office upto this Annual General Meeting. The Company has received a notice in writing from a member alongwith the requisite deposit pursuant to the provisions of Section 160 of the Act, signifying his intention to propose Shri Balbir Singh (DIN:07945679) for the office of Independent Director. Shri Balbir Singh, if appointed, will not be liable to retire by rotation.

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 elsewhere which forms a part of this notice. Shri Balbir Singh is not related to any of the Directors of the Board. He doesn't hold any equity shares of the Company.

None of the Directors, Key Managerial Personnel and their relatives except Shri Balbir Singh is concerned or interested in this resolution. Shri Balbir Singh has fulfilled all the conditions specified in the Companies Act, 2013 for such an appointment.

The Board recommends the resolution for your approval.

Item No. 6:

Shri Sewa Ram (DIN:01652464), was appointed as Non-Official Independent Director of the Company by the Ministry of

Mangalore Refinery and Petrochemicals Limited

Petroleum & Natural Gas vide letter No. C-31034/2/2017-CA/FTS:49128 dated 08/09/2017 for a period of three years from the date of notification of appointment or until further orders, whichever is earlier, and was accordingly appointed as an Additional Director designated as non-official Independent Director with effect from 08/09/2017 to hold office upto this Annual General Meeting. The Company has received a notice in writing from a member alongwith the requisite deposit pursuant to the provisions of Section 160 of the Act, signifying his intention to propose Shri Sewa Ram (DIN:01652464) for the office of Independent Director. Shri Sewa Ram, if appointed, will not be liable to retire by rotation.

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 elsewhere which forms a part of this notice. Shri Sewa Ram is not related to any of the Directors of the Board. He doesn't hold any equity shares of the Company.

None of the Directors, Key Managerial Personnel and their relatives except Shri Sewa Ram is concerned or interested in this resolution. Shri Sewa Ram has fulfilled all the conditions specified in the Companies Act, 2013 for such an appointment.

The Board recommends the resolution for your approval.

Item No. 7:

Shri V. P. Haran (DIN:07710821), was appointed as Non-Official Independent Director of the Company by the Ministry of Petroleum & Natural Gas vide letter No. C-31034/2/2017-CA/FTS:49128 dated 08/09/2017 for a period of three years from the date of notification of appointment or until further orders, whichever is earlier, and was accordingly appointed as an Additional Director designated as non-official Independent Director with effect from 08/09/2017 to hold office upto this Annual General Meeting. The Company has received a notice in writing from a member alongwith the requisite deposit pursuant to the provisions of Section 160 of the Act, signifying his intention to propose Shri V. P. Haran (DIN:07710821) for the office of Independent Director. Shri V. P. Haran, if appointed, will not be liable to retire by rotation.

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 elsewhere which forms a part of this notice. Shri V. P. Haran is not related to any of the Directors of the Board. He doesn't hold any equity shares of the Company.

None of the Directors, Key Managerial Personnel and their relatives except Shri V. P. Haran is concerned or interested in this resolution. Shri V. P. Haran has fulfilled all the conditions specified in the Companies Act, 2013 for such an appointment.

The Board recommends the resolution for your approval.

Item No. 8:

Dr. G. K. Patel (DIN:07945704), was appointed as Non-Official Independent Director of the Company by the Ministry of Petroleum & Natural Gas vide letter No. C-31034/2/2017-CA/FTS:49128 dated 08/09/2017 for a period of three years from the date of notification of appointment or until further orders, whichever is earlier, and was accordingly appointed as an Additional Director designated as non-official Independent Director with effect from 08/09/2017 to hold office upto this Annual General Meeting. The Company has received a notice in writing from a member alongwith the requisite deposit pursuant to the provisions of Section 160 of the Act, signifying his intention to propose Dr. G. K. Patel (DIN:07945704) for the office of Independent Director. Dr. G. K. Patel, if appointed, will not be liable to retire by rotation.

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 elsewhere which forms a part of this notice. Dr. G. K. Patel is not related to any of the Directors of the Board. He doesn't hold any equity shares of the Company.

None of the Directors, Key Managerial Personnel and their relatives except Dr. G. K. Patel is concerned or interested in this resolution. Dr. G. K. Patel has fulfilled all the conditions specified in the Companies Act, 2013 for such an appointment.

The Board recommends the resolution for your approval.

Item No. 9:

Shri Shashi Shanker (DIN:06447938) was appointed as the Chairman / Director of the Company w.e.f. 01/10/2017 consequent on superannuation of Shri D. K. Sarraf.

Shri Shashi Shanker was appointed as an additional Director w.e.f. 01/10/2017 under Article 140 of Articles of Association of the Company read with Section 161 of the Companies Act, 2013 and holds office upto the date of the 30th Annual General Meeting.

The Company has received a notice in writing from ONGC Ltd. (Promoter Company) along with the requisite deposit pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing the candidature of Shri Shashi Shanker for the office of Director of the Company.

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 elsewhere which forms a part of this notice. Shri Shashi Shanker is not related to any of the Directors of the Board. He doesn't hold any equity shares of the Company.

Accordingly, the Directors recommend the Resolution set out in this item for your approval. None of the Directors, Key Managerial



NOTICE OF 30TH AGM

Personnel and their relatives except Shri Shashi Shanker is concerned or interested in this resolution.

The Board recommends the resolution for your approval

Item No. 10:

Ministry of Petroleum & Natural Gas (MoP&NG), Government of India, vide its letter number C-31033 /1/2016-CA/FTS: 42979 dated 24/11/2017 appointed Shri K. M. Mahesh (DIN: 07402110) as Director.

The Board of Directors subsequently appointed Shri K. M. Mahesh as an additional Director with effect from 24/11/2017 to hold office upto the date of this Annual General Meeting.

The Company has received a notice in writing from a member along with the requisite deposit pursuant to the provisions of Section 160 of the Companies Act, 2013, proposing the candidature of Shri K. M. Mahesh for the office of Director of the Company. Shri K. M. Mahesh is not related to any of the Directors of the Board. He doesn't hold any equity shares of the Company.

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 elsewhere which forms a part of this notice.

Accordingly, the Directors recommend the resolution set out in this item for the approval of members. None of the Directors, Key Managerial Personnel and their relatives except, Shri K. M. Mahesh is concerned or interested in this resolution.

The Board recommends the resolution for your approval.

Item No. 11:

Ministry of Petroleum & Natural Gas (MoP&NG), Government of India, vide its letter number C-31033/1/2016-CA/FTS:42979 dated 24/11/2017 appointed Shri Sanjay Kumar Jain (DIN:08015083) as Director. The Board of Directors subsequently appointed Shri Sanjay Kumar Jain as an additional Director with effect from 24/11/2017 to hold office upto the date of this Annual General Meeting.

The Company has received a notice in writing from a member along with the requisite deposit pursuant to the provisions

of Section 160 of the Companies Act, 2013, proposing the candidature of Shri Sanjay Kumar Jain for the office of Director of the Company.

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 elsewhere which forms a part of this notice. Shri Sanjay Kumar Jain is not related to any of the Directors of the Board. He doesn't hold any equity shares of the Company.

Accordingly, the Directors recommend the resolution set out in this item for the approval of members. None of the Directors, Key Managerial Personnel and their relatives except, Shri Sanjay Kumar Jain is concerned or interested in this resolution.

The Board recommends the resolution for your approval

Item No. 12:

Shri Subhash Kumar (DIN: 07905656) was appointed as additional Director w.e.f. 15/05/2018 under Article 140 of Articles of Association of the Company read with Section 161 of the Companies Act, 2013 and holds office upto the date of the 30th Annual General Meeting.

The Company has received a notice in writing from ONGC Ltd. (Promoter Company) along with the requisite deposit pursuant to the provisions of Section 160 of the Companies Act, 2013, proposing the candidature of Shri Subhash Kumar for the office of Director of the Company.

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 elsewhere which forms a part of this notice. Shri Subhash Kumar is not related to any of the Directors of the Board.

Accordingly, the Directors recommend the Resolution set out in this item for your approval. None of the Directors, Key Managerial Personnel and their relatives except Shri Subhash Kumar is concerned or interested in this resolution.

The Board recommends the resolution for your approval

Mangalore Refinery and Petrochemicals Limited

DETAILS OF THE DIRECTORS/ SEEKING APPOINTMENT/ REAPPOINTMENT AT THE 30TH ANNUAL GENERAL MEETING

Name of Director / DIN	Shri Vinod S. Shenoy DIN: 07632981	Shri Balbir Singh Din: 07945679	Shri Sewa Ram DIN: 01652464	Shri V. P. Haran DIN: 07710821	Dr. G.K. Patel DIN: 07945704	Shri Shashi Shanker DIN: 06447938	Shri K. M. Mahesh DIN: 07402110	Shri Sanjay Kumar Jain DIN: 08015083	Shri Subhash Kumar DIN: 07905656
Date of Birth	09-09-1962	05-01-1951	23-05-1951	16-07-1954	24-07-1948	02-03-1961	30-12-1977	23-02-1974	01-01-1962
Date of Appointment on the Board	08-11-2016	08-09-2017	08-09-2017	08-09-2017	08-09-2017	01-10-2017	24-11-2017	24-11-2017	15-05-2018
Qualifications & Expertise	Shri Vinod S. Shenoy is a Chemical Engineer having wide exposure to the Petroleum Industry. Presently he is Director (Refinery) in Hindustan Petroleum Corporation Limited	Dr. Balbir Singh is a retired Professor at the Department of Post Graduate Studies in Economics & Research D.N.P.G. College, Gulaothi (Bulandshahr) U.P.	Shri Sewa Ram is retired officer of the Indian Administrative Service of MP Cadre. Currently, Shri Sewa Ram is serving as Independent External Monitor (IEM) in Northern Coalfields Limited.	Shri V. P. Haran is a retired officer from Indian Foreign Services (IFS). He has served as India's Ambassador to Syria and Bhutan.	Dr. G. K. Patel, M.S. (Orthopaedics) heads G K Orthopaedic Hospital at Mehsana in Gujarat.	Shri Shashi Shanker is Chairman of ONGC Ltd. He is an industry veteran with over 30 years of experience in diverse E&P activities.	Shri K. M. Mahesh is an IBS- IT officer of 2003 batch and has been Director (LPG) in the Ministry of Petroleum. He also served as a Part time Non-executive Director of Chennai Petroleum Corporation Limited.	Shri Sanjay Kumar Jain, an IPS officer of 2002 batch (AGMUT cadre), is a Fulbright Hubert Humphrey Fellow (2014-15) and British Gurukul Chevening Scholar (2009). He is presently on deputation to Ministry of Petroleum and Natural Gas as Director since February, 2017.	Shri Subhash Kumar is Director (Finance), ONGC. He served a brief stint with Petronet LNG Limited as Director (Finance). He has also worked as Head Business Development, Finance & Budget and also as Head Treasury Planning & Portfolio Management Group at ONGC Videsh.
Directorship held in other Public Companies (excluding foreign private and Section 8 of Companies Act.)	1. Hindustan Petroleum Corporation Limited 2. HPCL Mittal Energy Limited 3. Prize Petroleum Company Limited 4. Ratnagiri Refinery and Petrochemicals Limited 5. HPCL Rajasthan Refinery Limited	-	-	-	-	1. Oil and Natural Gas Corporation Limited 2. Petronet LNG Limited 3. ONGC Petro Additions Limited 4. ONGC Tripura Power Company Limited 5. ONGC Mangalore Petrochemicals Limited 6. Mangalore SEZ Limited 7. ONGC Videsh Limited	-	-	1. Oil and Natural Gas Corporation Limited 2. ONGC Petro Additions Limited 3. ONGC Tripura Power Company Limited 4. Hindustan Petroleum Corporation Limited 5. Petronet MHB Limited

NOTICE OF 30TH AGM

Name of Director / DIN	Shri Vinod S. Shenoy DIN: 07632981	Shri Balbir Singh Din: 07945679	Shri Sewa Ram DIN: 01652464	Shri V. P. Haran DIN: 07710821	Dr. G.K. Patel DIN: 07945704	Shri Shashi Shanker DIN: 06447938	Shri K. M. Mahesh DIN: 07402110	Shri Sanjay Kumar Jain DIN: 08015083	Shri Subhash Kumar DIN: 07905656
Chairman/ Member of the Committees	1. Project Appraisal and Execution Committee- Member 2. Operation Review/ HSE Committee- Member	1. Audit Committee - Member 2. Stakeholders Relationship Committee - Member 3. Corporate Social Responsibility Committee - Member 4. Human Resource Management Committee - Member 5. Nomination and Remuneration Committee - Chairman 6. Project Appraisal and Execution Committee - Member 7. Operation Review/ HSE Committee - Member	1. Audit Committee - Member 2. Stakeholders Relationship Committee - Member 3. Corporate Social Responsibility Committee - Member 4. Human Resource Management Committee - Member 5. Nomination and Remuneration Committee - Member 6. Project Appraisal and Execution Committee - Chairman	1. Audit Committee - Chairman 2. Stakeholders Relationship Committee - Member 3. Corporate Social Responsibility Committee - Member 4. Human Resource Management Committee - Member 5. Nomination and Remuneration Committee - Member 6. Project Appraisal and Execution Committee - Member 7. Operation Review/ HSE Committee - Chairman	1. Audit Committee - Member 2. Stakeholders Relationship Committee - Chairman 3. Corporate Social Responsibility Committee - Member 4. Human Resource Management Committee - Member 5. Nomination and Remuneration Committee - Member 6. Project Appraisal and Execution Committee - Member	-	-	-	1. Stakeholders Relationship Committee (Member) - Oil and Natural Gas Corporation Limited 2. Nomination and Remuneration Committee (Member) - ONGC Tripura Power Company Limited 3. Audit Committee (Member) - ONGC Petro Additions Limited
Shareholding of Directors	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Relationship between Directors inter-se	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Mangalore Refinery and Petrochemicals Limited

PROCEDURE FOR "REMOTE E-VOTING"

Pursuant to provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to exercise their right to vote on resolutions proposed to be considered at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- I. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- II. The remote e-voting period commences on 08/08/2018 (9:00 a.m.) and ends on 10/08/2018 (5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 04/08/2018 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- III. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL:<https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/ PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

- (vii) Select "108572" of "Mangalore Refinery and Petrochemicals Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to rathi@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of 30th Annual General Meeting [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
 - (i) Initial password is provided at the bottom of the Attendance Slip for the AGM :
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- IV. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
 - V. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - VI. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - VII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 04/08/2018.
 - VIII. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 04/08/2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or mrplirc@linkintime.co.in. However, any person who have

NOTICE OF 30TH AGM

received the notice and disposed off the shares before the cut-off date i.e. 04/08/2018 may treat the notice for information only.

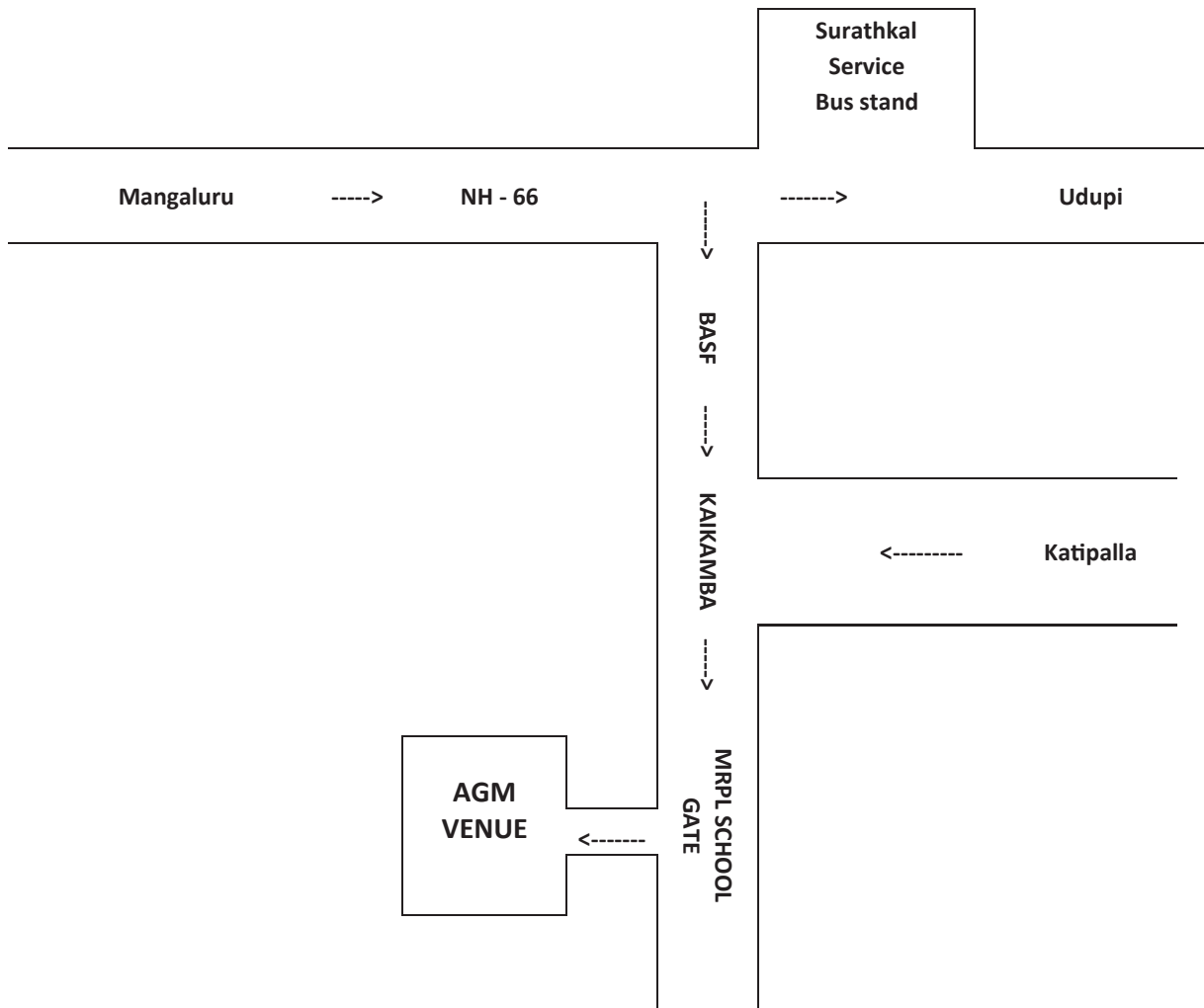
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com.

- IX. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting.
- X. A person, whose name is recorded in the register of members or in the register of beneficial owners

maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

- XI. Shri Himanshu Kamdar, Partner M/s. Rathi & Associates, Practicing Company Secretaries, (Certificate of Practice Number: 3030), has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XII. The result along with Scrutinizer's report will be placed on the Company's website i.e. www.mrpl.co.in and on the website of NSDL immediately after the result is declared by the Chairman and the same shall be communicated to the Stock Exchanges.

ROUTE MAP OF THE VENUE OF THE 30TH AGM OF MRPL





ATTENDANCE SLIP

30th Annual General Meeting on Saturday, 11th August, 2018

Registered Folio No. / DP ID - Client ID	
Name and Address of the Shareholder	
Joint holders	
No. of Shares	

I / We hereby record my/our presence at the 30th Annual General Meeting of the Company held on Saturday, 11th August, 2018 at 4 P.M. at MRPL Employees Recreation Centre, Mangaluru - 575 030, Karnataka.

Member's/Proxy's Name in Block Letters

Member's/Proxy's Signature

Note: Please fill this Attendance Slip and HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

✂-----

Electronic Voting Particulars

EVEN (Electronic Voting Event Number)	User ID	Password
108572		

Note: Please read the instructions printed along with the Notice of 30th Annual General Meeting. The Voting period starts from 09:00 A.M. on Wednesday, August 08, 2018 and ends on Friday, August 10, 2018 at 5:00 P.M. The voting module shall be disabled by NSDL for voting thereafter.

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PROXY FORM - MGT 11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

30th Annual General Meeting on Saturday, 11th August, 2018 at 4 PM

Name of the Member(s):		E-mail Id:	
Registered Address		Folio No/ Client Id:DP ID:	

I/We, being the member(s) holding.....shares of Mangalore Refinery and Petrochemicals Limited, hereby appoint

- Name:.....
Address:.....
Signature:....., or failing him
- Name:.....
Address:.....
Signature:....., or failing him
- Name:.....
Address:.....
Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the company, to be held on Saturday, 11th August, 2018 at 4 P.M. at the Registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated on the reverse:

Resolution for Ordinary Business		For	Against	Abstain
1	To receive, consider and adopt the Audited standalone Financial Statements of the Company for the financial year ended 31 st March, 2018 and the reports of the Board of Directors and Auditors thereon and comments of the C&AG of India and the Audited consolidated Financial Statements of the Company for the financial year ended 31 st March, 2018 and the Report of Auditors thereon and comments of C&AG of India.			
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 liable to retires by rotation.			
3	To declare dividend for the financial year ended March, 31 st , 2018.			
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 2018-19.			

Special Business, Ordinary Resolution				
5	To appoint Shri Balbir Singh (DIN: 07945679) as Independent Director.			
6	To appoint Shri Sewa Ram (DIN:01652464) as Independent Director.			
7	To appoint Shri V. P. Haran (DIN: 07710821) as Independent Director.			
8	To appoint Dr. G. K. Patel (DIN: 07945704) as Independent Director.			
9	To appoint Shri Shashi Shanker (DIN:06447938) as a Director.			
10	To appoint Shri K. M. Mahesh (DIN: 07402110) as a Director			
11	To appoint Shri Sanjay Kumar Jain (DIN: 08015083) as a Director			
12	To appoint Shri Subhash Kumar (DIN : 07905656) as a Director.			

Signed this..... day of 2018.

Signature of Member

Affix Revenue Stamp Re.1/-

- Note:**
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. Undated proxy form will not be considered valid.
 2. Please put a '✓' in the Box in the appropriate column against the respective resolutions. It is optional to indicate your preference. If you leave for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
 3. Appointing a proxy does not prevent a member from attending the meeting in person, if he/she so wishes.