

Mangalore Refinery and Petrochemicals Limited

(A subsidiary of Oil and Natural Gas Corporation Limited)

CIN: L23209KA1988GOI008959

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

Website: www.mrpl.co.in; Email : investor@mrpl.co.in

ADDENDUM TO THE NOTICE OF 36TH ANNUAL GENERAL MEETING (AGM)

Addendum to the Notice dated 22nd July, 2024 convening 36th Annual General Meeting of Mangalore Refinery and Petrochemicals Limited scheduled to be held on Thursday, August 22, 2024 at 11:00 a.m. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

Pursuant to Section 160 of the Companies Act, 2013 read with Rule 13 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, notice is hereby given to the Members of Mangalore Refinery and Petrochemicals Limited that, the following item of business is added in the aforesaid Notice as an Item of Special Business as Item No. 10 and this addendum shall be deemed to be a part of Notice of AGM dated 22nd July 2024.

SPECIAL BUSINESS:

- 10. To appoint Shri Nandakumar Velayudhan Pillai (DIN: 10735946) as a 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, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Shri Nandakumar Velayudhan Pillai (DIN: 10735946), who's appointment has been recommended by The Public Enterprises Selection Board and was appointed as an Additional Director by the Board of Directors with effect from August 08, 2024 to hold office until the date of this Annual General Meeting, in terms of Section 161(1) of Companies Act, 2013, and in respect of whom, the Nomination and Remuneration Committee constituted under section 178 recommended his appointment for the office of Director of the Company, be and is hereby appointed as a Director to be designated as Director (Refinery) on the Board of the Company.”

By Order of the Board of Directors

Sd/-

**Premachandra Rao G
Company Secretary**

Place: Mangaluru

Date: August 14, 2024

NOTES: -

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business as proposed above to be transacted at the 36th AGM is annexed hereto. Brief Resume of the Director seeking appointment in terms of Regulation 36 of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings, is also annexed hereto.
2. This addendum to the Notice of 36th AGM is available on the Company's website at www.mrpl.co.in and on the websites of stock exchanges i.e. BSE and NSE at www.bseindia.com, and www.nseindia.com respectively and also on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
3. All other notes, processes and instructions related to remote e-voting, e-voting at AGM and attending the AGM through VC as set out in the Notice of 36th AGM shall mutatis-mutandis apply to the Resolution proposed in this Addendum to the Notice.

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. 10:

Shri Nandakumar Velayudhan Pillai (DIN: 10735946), who was appointed as Director (Refinery) by the Ministry of Petroleum and Natural Gas (MoP&NG), Government of India, vide its letter No. CA-31013/3/2022-PNG (43583) dated August 07, 2024 and subsequently appointed as Additional Director by the Board of Directors with effect from August 08, 2024 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013. The Nomination and Remuneration Committee constituted under section 178 recommended his appointment for the office of Director of the Company, on terms and conditions as may be determined by MoP&NG, Government of India.

His brief resume, inter- alia, giving nature of expertise in specific functional areas, shareholding in the Company, other Directorship, Membership/ Chairmanship of Committees and other particulars are provided elsewhere which forms part of this notice. Shri Nandakumar Velayudhan Pillai is not related to any of the Directors on the Board. He does not hold any shares of the Company.

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

The Board recommends the resolution for your approval.

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 36th ANNUAL GENERAL MEETING

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|---------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of Director | Shri Nandakumar Velayudhan Pillai |
| DIN | 10735946 |
| Date of Birth | 31/05/1972 |
| Date of Appointment on the Board | 08/08/2024 |
| Qualification and Expertise | <p>Shri. Nandakumar Velayudhan Pillai is a seasoned refining industry expert with over 30 years of experience. He has been closely associated with all the major milestones in the growth of the organization and has worked in production planning, process, operations and project departments, as well as in the Refinery head office in various capacities. As Group General Manager of the Corporate Strategy Department, Shri Nandakumar has led his organization's initiatives to diversify its product portfolio and navigate uncertain market conditions while championing sustainable practices. Shri Nandakumar has been appointed as Director (Refinery) of MRPL by MoP&NG.</p> <p>Nandakumar has a proven track record of leading high-value projects, including a \$500 million investment portfolio during the Phase -3 expansion of the refinery. He is a strong advocate for collaborative work dynamics, innovation, team building, and mentoring.</p> <p>Additionally, he contributes to Industry Standards as Convener to one of the Subcommittees of Bureau of Indian Standards and also is part of a government-appointed task force for selecting Centres of Excellence in Plastics, Polymer, and Petrochemicals research.</p> <p>Nandakumar is a Chemical Engineer and graduated with First Rank from Govt. Engg. College, Thrissur, Calicut University. He has also completed a Post Graduate Certificate Program in Management from T.A. Pai Management Institute, Manipal.</p> |
| Directorship held in other Public Companies (excluding foreign private and Section 8 of Companies Act.) | NIL |
| Chairman/ Member of the Committees | NIL |
| Shareholding of Directors | NIL |
| Relationship between Directors inter-se | NIL |
| No. of Board Meetings attended during FY 2023-24 | Not Applicable |

Notes

- Membership/Chairmanship pertaining only to Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee has been considered.