

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]

25th August, 2023

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 and e-voting conducted at the 35th Annual General Meeting (AGM) of Equity Shareholders of Mangalore Refinery and Petrochemicals Limited held on Friday, 25th August, 2023 at 11.00 A.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 03rd July, 2023 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and e-voting conducted at the 35th Annual General Meeting (AGM) on the Resolutions contained in the Notice dated 28th July, 2023 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.



1

Mangalore:
1st Floor, Sriram Arcade
Opp Alice Manor, Patrao Lane
Bunts Hostel, Mangalore - 575003
Ph- +9483749797

Udupi
1st Floor, Ashachandra Trade Centre
Poorna Prajna College Road,
Chitpady, Udupi - 576101
Ph - +91 9482479797

Bangalore
No 549, 2nd Floor, 8th Main,
3rd Cross, BSK 1st Stage
Bangalore-560050
Ph- +91 9036424248

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 (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to Remote e-voting and E-voting on the resolutions contained in the aforesaid Notice for the 35th 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 35th 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 18th August, 2023 (cut-off date") were entitled to vote on the resolutions as stated in the Notice of the 35th AGM. The Company provided the facility for remote e-voting and e-voting conducted at the meeting through 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. on Tuesday, 22nd August, 2023 upto 5.00 p.m. on Thursday, 24th August, 2023. Accordingly, votes casted upto 24th August, 2023 and voting at the Annual General Meeting by e-voting have been considered for the scrutiny.



5. The results of the voting by members through Remote e-voting and e-voting at the 35th 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, 2023 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.

Sl .No	Particulars	No. of e-voting confirmations	No. of shares voted
a	Total e-voting confirmation	857	1585024795
b	Less: Invalid e-voting confirmations		
c	Net valid e-voting confirmation	857	1585024795
i	e-voting confirmations with assent for the Resolution	835	1585006493
% of Assent		99.99	
ii	e-voting confirmations with dissent for the Resolution	22	18302
% of Dissent		0.01	



Resolution No.2: Ordinary Resolution

To appoint a Director in place of Smt. Pomila Jaspal (DIN: 08436633), who retires by rotation and being eligible offers herself for re-appointment as a Director.

SI .No	Particulars	No. of e-voting confirmations	No. of shares voted
a	Total e-voting confirmation	855	1587732170
b	Less: Invalid e-voting confirmations		
c	Net valid e-voting confirmation	855	1587732170
i	e-voting confirmations with assent for the Resolution	753	1571411359
% of Assent		98.97	
ii	e-voting confirmations with dissent for the Resolution	102	16320811
% of Dissent		1.03	



Resolution No.3: 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 2023-24, in terms of the provisions of Section 139(5) read with Section 142 of the Companies Act, 2013.

Sl.No	Particulars	No. of e-voting confirmations	No. of shares voted
a	Total e-voting confirmation	855	1587732170
b	Less: Invalid e-voting confirmations		
c	Net valid e-voting confirmation	855	1587732170
i	e-voting confirmations with assent for the Resolution	818	1587707587
% of Assent		99.99	
ii	e-voting confirmations with dissent for the Resolution	37	24583
% of Dissent		0.01	



Resolution No.4: Ordinary Resolution

To appoint Shri Arun Kumar Singh (DIN: 06646894) as a Director of the Company.

Sl .No	Particulars	No. of e-voting confirmations	No. of shares voted
a	Total e-voting confirmation	856	1587732970
b	Less: Invalid e-voting confirmations		
c	Net valid e-voting confirmation	856	1587732970
i	e-voting confirmations with assent for the Resolution	772	1571417642
% of Assent		98.97	
ii	e-voting confirmations with dissent for the Resolution	84	16315328
% of Dissent		1.03	



Resolution No.5: Ordinary Resolution

To appoint Shri Vivek Chandrakant Tongaonkar (DIN: 10143854) as a Director of the Company.

Sl .No	Particulars	No. of e-voting confirmations	No. of shares voted
a	Total e-voting confirmation	856	1587732970
b	Less: Invalid e-voting confirmations		
c	Net valid e-voting confirmation	856	1587732970
i	e-voting confirmations with assent for the Resolution	783	1573083727
% of Assent		99.08	
ii	e-voting confirmations with dissent for the Resolution	73	14649243
% of Dissent		0.92	



Resolution No.6: Ordinary Resolution

To appoint Shri Dheeraj Kumar Ojha (DIN: 09639759) as a Director of the Company.

Sl .No	Particulars	No. of e-voting confirmations	No. of shares voted
a	Total e-voting confirmation	855	1587732968
b	Less: Invalid e-voting confirmations		
c	Net valid e-voting confirmation	855	1587732968
i	e-voting confirmations with assent for the Resolution	776	1572756399
% of Assent		99.05	
ii	e-voting confirmations with dissent for the Resolution	79	14976569
% of Dissent		0.95	



Resolution No. 7: Ordinary Resolution

To ratify the remuneration of the Cost Auditors for the Financial Year 2023-24.

Sl .No	Particulars	No. of e-voting confirmations	No. of shares voted
a	Total e-voting confirmation	856	1587732970
b	Less: Invalid e-voting confirmations		
c	Net valid e-voting confirmation	856	1587732970
i	e-voting confirmations with assent for the Resolution	821	1587709753
% of Assent		99.99	
ii	e-voting confirmations with dissent for the Resolution	35	23217
% of Dissent		0.01	



Resolution No.8: Ordinary Resolution

To Approve of Material Related Party Transaction(s) with Shell MRPL Aviation Fuels and Services Limited for the Financial Year 2024-25.

Sl.No	Particulars	No. of e-voting confirmations	No. of shares voted
a	Total e-voting confirmation	853	332378690
b	Less: Invalid e-voting confirmations	1	297153518
c	Net valid e-voting confirmation*	852	35225172
i	e-voting confirmations with assent for the Resolution	819	35201826
% of Assent		99.93	
ii	e-voting confirmations with dissent for the Resolution	33	23346
% of Dissent		0.07	

* The invalid e-voting confirmation in point b above is the voting by the Promoter of the Company: Hindustan Petroleum Corporation Limited which is not to be considered in Related Party Transactions.



6. All the information and other relevant records pertaining to the list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes declared invalid for each resolution is handed over to the Company Secretary for safekeeping.

Place: Mangaluru

Date: 25.08.2023



CS NARASIMHA PAI P, B.Com, F.C.S.
(Practicing Company Secretary)
C.P No 11629
UDIN: F009543E000863847

Countersigned by:

A handwritten signature in blue ink, appearing to read "Arun Kumar Singh".

Arun Kumar Singh
Chairman

DIN: 06646894