



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)  
आई.एस.ओ. 9001, 14001 एवं 50001 प्रमाणित कंपनी, AN ISO 9001, 14001 AND 50001 CERTIFIED COMPANY.  
सीआईएन/CIN : L23209KA1988GOI008959 / वेबसाइट Website : www.mrpl.co.in

23/08/2024

<b>The Assistant General Manager, Listing Compliance</b> <b>BSE Limited</b> <b>Scrip Code: 500109, ISIN: INE103A01014</b> <b>Scrip Code (Debenture): 959162, 959250, 960362, 973692</b>	<b>The Compliance &amp; Listing Department</b> <b>National Stock Exchange of India Limited</b> <b>Symbol: MRPL, Series: EQ,</b> <b>ISIN: INE103A01014</b> <b>Debt Security: INE103A08019, INE103A08035, INE103A08043, INE103A08050</b>
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Dear Sir/Madam,

**Subject: Voting Results of the 36<sup>th</sup> Annual General Meeting ('AGM') and Scrutinizer's Report.**

In continuation to our intimation dated July 26, 2024, the 36<sup>th</sup> AGM of the Company was held on Thursday, August 22, 2024 and the businesses mentioned in the Notice dated July 26, 2024 and Addendum to the Notice dated August 14, 2024 were transacted and passed with requisite majority.

In this regard, please find the following enclosures:

1. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure - I.**
2. Report of the Scrutinizer dated August 22, 2024, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration), Rules 2014-as **Annexure - II.**

We request you to take the above on record.

Thanking You,

Yours faithfully,

For Mangalore Refinery and Petrochemicals Limited

Premachandra Rao G  
Company Secretary

Encl: A/a

**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, 2024 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.**

**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
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
	<b>Total</b>		<b>1552507615</b>	<b>100.0000</b>	<b>1552507615</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	58569599	48070242	82.0737	48070242	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
	<b>Total</b>		<b>48070242</b>	<b>82.0737</b>	<b>48070242</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	141521563	314493	0.2222	311849	2644	99.1593	0.8407
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>314493</b>	<b>0.2222</b>	<b>311849</b>	<b>2644</b>	<b>99.1593</b>	<b>0.8407</b>
<b>Total</b>		<b>1752598777</b>	<b>1600892350</b>	<b>91.3439</b>	<b>1600889706</b>	<b>2644</b>	<b>99.9998</b>	<b>0.0002</b>



*(Handwritten signature)*

## Mangalore Refinery And Petrochemicals Limited

Resolution Required :Ordinary			2 - To confirm Interim Dividend @ 10% paid on the paid up equity share capital of the Company and approve Final Dividend @ 20% as recommended by the Board of Directors for the financial year ended March 31, 2024.					
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
	<b>Total</b>		<b>1552507615</b>	<b>100.0000</b>	<b>1552507615</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	58569599	51888026	88.5921	51888026	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
	<b>Total</b>		<b>51888026</b>	<b>88.5921</b>	<b>51888026</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	141521563	313684	0.2217	310727	2957	99.0573	0.9427
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>313684</b>	<b>0.2217</b>	<b>310727</b>	<b>2957</b>	<b>99.0573</b>	<b>0.9427</b>
<b>Total</b>		<b>1752598777</b>	<b>1604709325</b>	<b>91.5617</b>	<b>1604706368</b>	<b>2957</b>	<b>99.9998</b>	<b>0.0002</b>



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## Mangalore Refinery And Petrochemicals Limited

Resolution Required :Ordinary			3 - To appoint a Director in place of Shri S. Bharathan (DIN: 09561481), 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
	<b>Total</b>		<b>1552507615</b>	<b>100.0000</b>	<b>1552507615</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	58569599	51888026	88.5921	21338387	30549639	41.1239	58.8761
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>51888026</b>	<b>88.5921</b>	<b>21338387</b>	<b>30549639</b>	<b>41.1239</b>	<b>58.8761</b>
Public Non Institutions	E-Voting	141521563	312845	0.2211	292756	20089	93.5786	6.4214
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>312845</b>	<b>0.2211</b>	<b>292756</b>	<b>20089</b>	<b>93.5786</b>	<b>6.4214</b>
<b>Total</b>		<b>1752598777</b>	<b>1604708486</b>	<b>91.5617</b>	<b>1574138758</b>	<b>30569728</b>	<b>98.0950</b>	<b>1.9050</b>



## 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 2024-25, in terms of the provisions of Section 139(5) read with Section 142 of the Companies Act, 2013

**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
	<b>Total</b>		<b>1552507615</b>	<b>100.0000</b>	<b>1552507615</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	58569599	51888026	88.5921	51888026	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
	<b>Total</b>		<b>51888026</b>	<b>88.5921</b>	<b>51888026</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	141521563	312620	0.2209	300304	12316	96.0604	3.9396
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>312620</b>	<b>0.2209</b>	<b>300304</b>	<b>12316</b>	<b>96.0604</b>	<b>3.9396</b>
<b>Total</b>		<b>1752598777</b>	<b>1604708261</b>	<b>91.5616</b>	<b>1604695945</b>	<b>12316</b>	<b>99.9992</b>	<b>0.0008</b>



## Mangalore Refinery And Petrochemicals Limited

5 - To appoint Shri Mundkur Shyamprasad Kamath (DIN: 10092758) as a Director of the Company.

Resolution Required : Ordinary

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
	<b>Total</b>		<b>1552507615</b>	<b>100.0000</b>	<b>1552507615</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	58569599	51888026	88.5921	50528241	1359785	97.3794	2.6206
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>51888026</b>	<b>88.5921</b>	<b>50528241</b>	<b>1359785</b>	<b>97.3794</b>	<b>2.6206</b>
Public-Non Institutions	E-Voting	141521563	312220	0.2206	303648	8572	97.2545	2.7455
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>312220</b>	<b>0.2206</b>	<b>303648</b>	<b>8572</b>	<b>97.2545</b>	<b>2.7455</b>
<b>Total</b>		<b>1752598777</b>	<b>1604707861</b>	<b>91.5616</b>	<b>1603339504</b>	<b>1368357</b>	<b>99.9147</b>	<b>0.0853</b>



## Mangalore Refinery And Petrochemicals Limited

Resolution Required : Ordinary		6 - To appoint Shri Rajinder Kumar (DIN: 09651096) as a Director of the Company						
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
	<b>Total</b>		<b>1552507615</b>	<b>100.0000</b>	<b>1552507615</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	58569599	51888026	88.5921	27210865	24677161	52.4415	47.5585
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>51888026</b>	<b>88.5921</b>	<b>27210865</b>	<b>24677161</b>	<b>52.4415</b>	<b>47.5585</b>
Public Non Institutions	E-Voting	141521563	311819	0.2203	297303	14516	95.3447	4.6553
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>311819</b>	<b>0.2203</b>	<b>297303</b>	<b>14516</b>	<b>95.3447</b>	<b>4.6553</b>
<b>Total</b>		<b>1752598777</b>	<b>1604707460</b>	<b>91.5616</b>	<b>1580015783</b>	<b>24691677</b>	<b>98.4613</b>	<b>1.5387</b>



## Mangalore Refinery And Petrochemicals Limited

Resolution Required :Ordinary		7 - To appoint Shri Pankaj Kumar (DIN: 09252235) as a Director of the Company.						
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
	<b>Total</b>		<b>1552507615</b>	<b>100.0000</b>	<b>1552507615</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	58569599	51888026	88.5921	24056943	27831083	46.3632	53.6368
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>51888026</b>	<b>88.5921</b>	<b>24056943</b>	<b>27831083</b>	<b>46.3632</b>	<b>53.6368</b>
Public Non Institutions	E-Voting	141521563	312219	0.2206	301468	10751	96.5566	3.4434
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>312219</b>	<b>0.2206</b>	<b>301468</b>	<b>10751</b>	<b>96.5566</b>	<b>3.4434</b>
<b>Total</b>		<b>1752598777</b>	<b>1604707860</b>	<b>91.5616</b>	<b>1576866026</b>	<b>27841834</b>	<b>98.2650</b>	<b>1.7350</b>





## Mangalore Refinery And Petrochemicals Limited

Resolution Required :Ordinary			8 - To ratify the remuneration of the Cost Auditors for the Financial Year 2024-25.					
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
	<b>Total</b>		<b>1552507615</b>	<b>100.0000</b>	<b>1552507615</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	58569599	51888026	88.5921	51888026	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
	<b>Total</b>		<b>51888026</b>	<b>88.5921</b>	<b>51888026</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	141521563	312469	0.2208	301263	11206	96.4137	3.5863
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>312469</b>	<b>0.2208</b>	<b>301263</b>	<b>11206</b>	<b>96.4137</b>	<b>3.5863</b>
<b>Total</b>		<b>1752598777</b>	<b>1604708110</b>	<b>91.5616</b>	<b>1604696904</b>	<b>11206</b>	<b>99.9993</b>	<b>0.0007</b>



## Mangalore Refinery And Petrochemicals Limited

Resolution Required : Ordinary		9 - To approve Material Related Party Transaction(s) with M/s. Shell MRPL Aviation Fuels and Services Limited for the Financial Year 2025-26.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
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	0	0.0000	0	0		
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	58569599	51888026	88.5921	51888026	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
	<b>Total</b>		<b>51888026</b>	<b>88.5921</b>	<b>51888026</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	141521563	312120	0.2205	301835	10285	96.7048	3.2952
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>312120</b>	<b>0.2205</b>	<b>301835</b>	<b>10285</b>	<b>96.7048</b>	<b>3.2952</b>
<b>Total</b>		<b>1752598777</b>	<b>52200146</b>	<b>2.9784</b>	<b>52189861</b>	<b>10285</b>	<b>99.9803</b>	<b>0.0197</b>

Note:- Voting done by the Promoter Company, Hindustan Petroleum Corporation Limited has been excluded and Oil and Natural Gas Corporation have abstained from voting for the above resolution.



## Mangalore Refinery And Petrochemicals Limited

Resolution Required : Ordinary			10 - To appoint Shri Nandakumar Velayudhan Pillai (DIN: 10735946) as Director of the Company.					
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
	<b>Total</b>		<b>1552507615</b>	<b>100.0000</b>	<b>1552507615</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	58569599	51878183	88.5753	27586505	24291678	53.1755	46.8245
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>51878183</b>	<b>88.5753</b>	<b>27586505</b>	<b>24291678</b>	<b>53.1755</b>	<b>46.8245</b>
Public Non Institutions	E-Voting	141521563	312758	0.2210	305531	7227	97.6893	2.3107
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>312758</b>	<b>0.2210</b>	<b>305531</b>	<b>7227</b>	<b>97.6893</b>	<b>2.3107</b>
<b>Total</b>		<b>1752598777</b>	<b>1604698556</b>	<b>91.5611</b>	<b>1580399651</b>	<b>24298905</b>	<b>98.4858</b>	<b>1.5142</b>



**UPENDRA SHUKLA**  
B. Com., F C. S  
Company Secretary

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Mumbai - 400 057  
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Shri. Arun Kumar Singh  
Chairman  
Mangalore Refinery and Petrochemicals Limited  
Mudapadav, Post Kuthethoor, Via Katipalla,  
Mangaluru - 575030

Dear Sir,

**Sub: Combined Report on Remote e-voting and e-voting conducted at the 36th Annual General Meeting of Mangalore Refinery and Petrochemicals Limited, held at 11.00 a.m.(IST) on Thursday, the 22nd August, 2024 through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).**

- 1) I, Upendra C. Shukla, Practising Company Secretary, was appointed as the Scrutinizer by the Board of Directors to scrutinize the remote e-voting process and also e-voting by Members at the 36th Annual General Meeting ('AGM') of Mangalore Refinery and Petrochemicals Limited (hereinafter referred to as 'the Company'), held through Video Conferencing ('VC') /Other Audio Visual Means ('OAVM') on Thursday, the 22nd August, 2024 at 11.00 a.m.(IST)
- 2) Pursuant to the Circulars Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 2/2022, 10/2022 and 09/2023 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 8th December, 2021, 14th December, 2021, 05th May, 2022, 28th December, 2022 and 25th September, 2023 respectively issued by the Ministry of Corporate Affairs (MCA Circulars) read with circular dated 12th May, 2020, 15th January, 2021, 13th May, 2022, 05th January, 2023 and 07th October, 2023 issued by the Securities and Exchange Board of India (SEBI), the notice dated 22nd July, 2024 as confirmed by the Company, was sent to the Members in respect of below mentioned Resolutions through e-mail to those, whose e-mail addresses are registered with the Company/ Depositories.
- 3) As per the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, as also in accordance with the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of remote e-voting and e-voting at the AGM to the Members to cast their votes electronically on all the resolutions proposed for transactions in the Notice of the 36th AGM.
- 4) The Company had appointed National Securities Depository Limited ('NSDL') as Service Provider, who provided the facilities for conducting the Remote e-voting/e-voting at the AGM, for participation by the Members in the AGM through VC/OAVM and e-voting during the said AGM.
- 5) My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and submit a Scrutinizer's Report on the votes cast 'in favour' or 'against' the resolutions, based on the reports generated from the electronic voting system provided by the NSDL. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting at the AGM.

Based on the reports generated from the e-voting system provided by the NSDL, I submit my report on e-voting as under:

- a) The Remote e-voting period commenced from Monday, 19th August, 2024 at 9.00 a.m. (IST) and ended on Wednesday, 21st August, 2024 at 5.00 p.m. (IST).

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- b) The Company had also provided e-voting facility to the Members, who had participated in the AGM through VC/OAVM and who had not casted their votes on Remote e-voting.
- c) The Members of the Company as on the 'cut-off' date i.e. 16th August, 2024 were entitled to vote on the resolutions as set-out in Item Nos. 1 to 10 of the Notice convening the 36th AGM of the Company.
- d) On completion of e-voting during the AGM, I unblocked the results of the Remote e-voting and e-voting by the Members at the AGM, on the NSDL e-voting system/ platform and after downloading the results, counted the votes.
- e) I now, submit my combined report as under on the results of the Remote e-voting and e-voting at the AGM in respect of the each of the resolution as set out in the Notice dated 22nd July, 2024 convening the AGM:

#### Ordinary Business

**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, 2024 together with the Board's Report, 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.

	In favour of the Resolution			Against the Resolution		
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast
Remote E-voting	1001	1600876474	99.9998	14	2644	0.00
E-voting at AGM	27	13232	100.0000	0	0	0.00
Combined	1028	1600889706	99.9998	14	2644	0.00

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

**Resolution No. 2: Ordinary Resolution:** To confirm Interim Dividend @ 10% paid on the paid-up equity share capital of the Company and approve Final Dividend @ 20% as recommended by the Board of Directors for the financial year ended 31st March, 2024.

	In favour of the Resolution			Against the Resolution		
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast
Remote E-voting	998	1604693666	99.9998	18	2427	0.0002
E-voting at AGM	25	12702	95.9946	2	530	4.0054
Combined	1023	1604706368	99.9998	20	2957	0.0002

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

**Resolution No. 3:** Ordinary Resolution: To appoint a Director in place of Shri S. Bharathan (DIN : 09561481), who retires by rotation and being eligible offers himself for re-appointment as a Director.

	In favour of the Resolution			Against the Resolution		
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast
Remote E-voting	873	1574125956	98.0950	137	30569298	1.9050
E-voting at AGM	26	12802	96.7503	1	430	3.2497
Combined	899	1574138758	98.0950	138	30569728	1.9050

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

**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 2024-25, in terms of the provisions of Section 139(5) read with Section 142 of the Companies Act, 2013.

	In favour of the Resolution			Against the Resolution		
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast
Remote E-voting	975	1604682713	99.9992	33	12316	0.0008
E-voting at AGM	27	13232	100.0000	0	0	0.0000
Combined	1002	1604695945	99.9992	33	12316	0.0008

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

#### Special Business

**Resolution No. 5:** Ordinary Resolution: To appoint Shri Mundkur Shyamprasad Kamath (DIN: 10092758) as a Director of the Company.

	In favour of the Resolution			Against the Resolution		
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast
Remote E-voting	960	1603326272	99.9147	48	1368357	0.0853
E-voting at AGM	27	13232	100.0000	0	0	0.0000
Combined	987	1603339504	99.9147	48	1368357	0.0853

Since combined number of votes cast in favour of the resolution is more than three times the votes cast against the resolution, the said special resolution may be declared passed.

**Resolution No. 6:** Ordinary Resolution: To appoint Shri Rajinder Kumar (DIN : 09651096) as a Director of the Company.

	In favour of the Resolution			Against the Resolution		
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast
Remote E-voting	902	1580002981	98.4613	104	24691247	1.5387
E-voting at AGM	26	12802	96.7503	1	430	3.2497
Combined	928	1580015783	98.4613	105	24691677	1.5387

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

**Resolution No. 7:** Ordinary Resolution: To appoint Shri Pankaj Kumar (DIN: 09252235) as a Director of the Company.

	In favour of the Resolution			Against the Resolution		
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast
Remote E-voting	891	1576853224	98.2650	116	27841404	1.7350
E-voting at AGM	26	12802	96.7503	1	430	3.2497
Combined	917	1576866026	98.2650	117	27841834	1.7350

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

**Resolution No. 8:** Ordinary Resolution: To ratify the remuneration of the Cost Auditors for the Financial Year 2024-25.

	In favour of the Resolution			Against the Resolution		
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast
Remote E-voting	977	1604683672	99.9993	30	11206	0.0007
E-voting at AGM	27	13232	100.0000	0	0	0.0000
Combined	1004	1604696904	99.9993	30	11206	0.0007

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

**Resolution No. 9:** Ordinary Resolution: To Approve Material Related Party Transaction(s) with Shell MRPL Aviation Fuels and Services Limited for the Financial Year 2025-26.

	In favour of the Resolution			Against the Resolution		
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast
Remote E-voting	978	349330147	99.9971	28	10285	0.0029
E-voting at AGM	27	13232	100.0000	0	0	0.0000
Combined	1005	349343379	99.9971	28	10285	0.0029

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Note:- Oil and Natural Gas Corporation Limited & Hindustan Petroleum Corporation Limited being the promoters of the Company have not voted for the said resolution.

**Resolution No. 10:** Ordinary Resolution: To appoint Shri Nandakumar Velayudhan Pillai (DIN: 10735946) as a Director of the Company.

	In favour of the Resolution			Against the Resolution		
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast
Remote E-voting	917	1580386849	98.4858	91	24298475	1.5142
E-voting at AGM	26	12802	96.7503	1	43 <sup>0</sup>	3.2497
Combined	943	1580399651	98.4858	92	24298905	1.5142

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Note: Percentage of votes cast are rounded-off to four decimals.

Thanking you,

Yours faithfully,

UPENDRA  
CHANDRASHA  
NKARSHUKLA

(U.C. SHUKLA)  
COMPANY SECRETARY  
FCS: 2727/CP: 1654

Peer Review Certificate No. 1882/2022  
UDIN: F002727F001025221  
Date: 22/08/2024  
Place: Mumbai