



**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 / Website :www.mrpl.co.in

26/11/2021

The Assistant General Manager, Listing Compliance  
BSE Limited

Scrip Code: 500109

Scrip Code (Debenture): 959161, 959162, 959250, 960362

The Compliance & Listing Department  
National Stock Exchange of India Limited

Symbol: MRPL, Series: EQ

Debt Security Code: INE103A08027, INE103A08019, INE103A08035, INE103A08043

Dear Sir/Madam,

**Subject: Proceedings of MCA Convened Meeting of :**

- i) **Shareholders**
- ii) **Secured Creditors and**
- iii) **Un-Secured Creditors.**

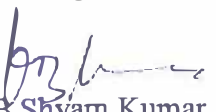
In continuation to our intimation dated 25<sup>th</sup> October, 2021, the MCA Convened Meetings of Shareholders, Secured Creditors and, Un-Secured Creditors were held on 26<sup>th</sup> November, 2021, and the business mentioned in the Notice dated 16<sup>th</sup> October, 2021 were transacted and passed with requisite majority.

In this regard, please find enclosed the following:

1. Summary of proceedings as required under the Regulation 30, Part A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Chairman's speech as read out during the respective Meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors Meeting as **Annexure – I, II and III**
2. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure – IV**.
3. Report of the Scrutinizer dated 26<sup>th</sup> November, 2021, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration), Rules 2014 separately for the respective Meetings of Shareholders, Secured Creditors and Unsecured Creditors as **Annexure –V, VI and Annexure VII**.

This is for your information and records.

Thanking You,  
Yours Sincerely,  
For Mangalore Refinery and Petrochemicals Limited

  
K B Shyam Kumar  
Company Secretary  
Encl :A/a

**Summary of proceedings of the Meeting of Equity Shareholders of Mangalore Refinery and Petrochemicals Limited held on 26<sup>th</sup> November, 2021:**

The meeting of Equity Shareholders of the company was held on Friday, 26<sup>th</sup> November, 2021 at 10.00 A.M (IST) through Video Conferencing and Other Audio Visual Means (VC/OAVM). The meeting was held pursuant to the provisions of the Companies Act, 2013, Circulars issued by the MCA and Circulars issued by the Securities and Exchange Board of India (SEBI) and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

The Company Secretary, welcomed the Members to the Meeting and provided them with the necessary details relating to their participation at the meeting through VC/OAVM.

Shri Rohit Mathur, Chairman appointed to conduct the Meeting by the MCA chaired the Meeting. He informed the Members that the Meeting was convened pursuant to the directions of the MCA in the matter of Scheme of Amalgamation of between ONGC Mangalore Petrochemicals Limited (OMPL) and Mangalore Refinery and Petrochemicals Limited (MRPL) and their respective shareholders and creditors. Company Secretary informed that some members were facing problems in joining the Meeting. Chairman decided to defer the Meeting for 11 am till the members were able to join the Meeting. The Meeting resumed at 11 am. The Company Secretary informed that requisite quorum was present. The requisite quorum being present, the Chairman called the Meeting to order.

Shri Subhash Kumar, Shri Om Prakash Singh, Shri Vinod S. Shenoy, Smt. Esha Srivastava, Shri R.T Agarwal and Shri Sanjay Varma were granted leave of absence due to work exigencies.

All the other Directors of the Company were present through VC from their respective locations. The Chairman welcomed the Directors and requested them to introduce themselves to the Members.

The Company Secretary informed the Members that, the representatives of Joint Statutory Auditors and Shri CS Narasimha Pai, Scrutinizer for the e-voting and remote e-voting (prior as well as during the meeting), were also present at the Meeting through VC.

The Chairman informed the Members that the Meeting was being conducted in compliance with the directions of the MCA and the Circulars issued by the Ministry of Corporate Affairs and SEBI.



The Company Secretary informed the members that live streaming of the proceedings of the Meeting was being made available through the website of National Securities depository Limited ('NSDL'). The Company had taken the requisite steps to enable Members to participate and Vote on the item being considered at this Meeting.

With the consent of the Members, the notice convening the Meeting was taken as read.

The Chairman then briefed the Members regarding the Scheme of Amalgamation of between ONGC Mangalore Petrochemicals Limited (OMPL) and Mangalore Refinery and Petrochemicals Limited (MRPL) and their respective shareholders and creditors.

The following resolution set out in the Notice convening the meeting was put up to the Members for voting during the Meeting.

| Item No. | Details of the Resolution  |
|----------|--|
| 1.       | Arrangement embodied in the Scheme of Amalgamation between ONGC Mangalore Petrochemicals Limited and Mangalore Refinery and Petrochemicals Limited and their respective shareholders and creditors |

The Company Secretary informed the Members that the Company had provided its Members the facility to cast their vote through e-voting and remote e-voting electronically using the facility provided by NSDL. He further informed that the remote e-voting facility was also made available during the Meeting for the benefit of Members who were present during the Meeting and had not cast their votes earlier through remote e-voting.

The Chairman informed that Shri CS Narasimha Pai, Partner, M/s P.N. Pai and Co., Practicing Company Secretaries, Mangaluru was appointed as Scrutinizer to scrutinize the votes cast by postal ballot and remote e-voting (prior as well as during the meeting), in a fair and transparent manner.

The Chairman then invited the Members to express their views, ask questions and seek clarifications on the proposed Scheme. The Managing Director appropriately responded to the questions asked and clarifications sought by the Members.

The Chairman informed the Members that the consolidated voting results would be disseminated to the Stock Exchanges on which the Company's shares were listed and would also be made available



on the website of the Company at [www.mrpl.co.in](http://www.mrpl.co.in) and NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within 48 hours of the conclusion of the Meeting.

The Chairman then thanked the members for attending and participating at the Meeting.

The remote e-voting facility was open for the next 15 minutes to enable the Members to cast their vote.

The meeting commenced at 10:00 AM (IST) and concluded at 11:37 AM (IST)

The Scrutinizers report was received after the conclusion of the Meeting on 26<sup>th</sup> November, 2021 and set out therein, the said resolution was declared passed with Special Majority.


The details of the voting results (remote e-voting and e-voting of meeting) on the resolution as set out in the notice of Equity Shareholders is available in **Annexure II**.

This is for your information and records.

Thanking you,

Yours sincerely,

For Mangalore Refinery and Petrochemicals Limited

  
K B Shyam Kumar  
Company Secretary



**CHAIRPERSON'S ADDRESS FOR THE MEETING OF  
EQUITY SHAREHOLDERS OF MANGALORE REFINERY AND  
PETROCHEMICALS LIMITED**

Dear Shareholders,

Good Morning and my Heartiest Greetings to you on behalf of MRPL.

I welcome you all to this Meeting of Equity Shareholders convened by Ministry of Corporate Affairs (MCA) for considering the Scheme of Amalgamation between ONGC Mangalore Petrochemicals Limited and Mangalore Refinery and Petrochemicals Limited and their respective shareholders and creditors. Thank you for joining us today.

The Equity Shareholders present may kindly note that I, Rohit Mathur, Joint Secretary, Ministry of Petroleum and Natural Gas, have been appointed as the Chairperson of this meeting by the Hon'ble Ministry of Corporate Affairs, Government of India *vide* Order dated 27<sup>th</sup> September 2021, to preside over the meeting of the Equity Shareholders of Mangalore Refinery and Petrochemicals Limited which has been convened today i.e. 26<sup>th</sup> November 2021 at 10.00 AM, to consider the Scheme of Amalgamation between ONGC Mangalore Petrochemicals Limited and Mangalore Refinery and Petrochemicals Limited and their respective shareholders and creditors.

The present meeting has been convened for the purpose of considering, and if thought fit, approving with or without modification(s), the arrangement embodied in the Scheme of Amalgamation between ONGC Mangalore Petrochemicals Limited and Mangalore Refinery and Petrochemicals Limited and their respective shareholders and creditors pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and the other applicable provisions thereof and applicable rules thereunder.





**Summary of proceedings of the Meeting of Secured Creditors of Mangalore Refinery and Petrochemicals Limited held on 26<sup>th</sup> November, 2021:**

The meeting of Secured Creditors of the company was held on Friday, 26<sup>th</sup> November, 2021 at 2.30 PM (IST) through Video Conferencing and Other Audio Visual Means (VC/OAVM). The meeting was held pursuant to the provisions of the Companies Act, 2013; Circulars issued by the MCA and Circulars issued by the Securities and Exchange Board of India (SEBI) and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

The Company Secretary, welcomed the Secured Creditors to the Meeting and provided them with the necessary details relating to their participation at the meeting through VC/OAVM.

Shri Rohit Mathur, Chairman appointed to conduct the Meeting by the MCA chaired the Meeting. He informed the Secured Creditors that the Meeting was convened pursuant to the directions of the MCA in the matter of Scheme of Amalgamation of between ONGC Mangalore Petrochemicals Limited (OMPL) and Mangalore Refinery and Petrochemicals Limited (MRPL) and their respective shareholders and creditors. The requisite quorum being present, the Chairman called the Meeting to order.

Shri Subhash Kumar, Shri Om Prakash Singh, Shri Vinod S. Shenoy, Smt. Esha Srivastava, Shri R.T Agarwal and Shri Sanjay Varma were granted leave of absence due to work exigencies.

All the other Directors of the Company were present through VC from their respective locations. The Chairman welcomed the Directors and requested them to introduce themselves to the Secured Creditors.

The Company Secretary informed the Secured Creditors, that, the representatives of Joint Statutory Auditors and Shri CS Narasimha Pai, Scrutinizer for the e-voting and remote e-voting (prior as well as during the meeting), were also present at the Meeting through VC.



The Chairman informed the Secured Creditors that the Meeting was being conducted in compliance with the directions of the MCA and the Circulars issued by the Ministry of Corporate Affairs and SEBI.

The Company Secretary informed the Secured Creditors that live streaming of the proceedings of the Meeting was being made available through the website of National Securities depository Limited ('NSDL'). The Company had taken the requisite steps to enable Secured Creditors to participate and Vote on the item being considered at this Meeting.

With the consent of the Members, the notice convening the Meeting was taken as read.

The Chairman then briefed the Secured Creditors regarding the Scheme of Amalgamation of between ONGC Mangalore Petrochemicals Limited (OMPL) and Mangalore Refinery and Petrochemicals Limited (MRPL) and their respective shareholders and creditors.

The following resolution set out in the Notice convening the meeting was put up to the Members for voting during the Meeting.

| Item No. | Details of the Resolution  |
|----------|--|
| 1.       | Arrangement embodied in the Scheme of Amalgamation between ONGC Mangalore Petrochemicals Limited and Mangalore Refinery and Petrochemicals Limited and their respective shareholders and creditors |

The Company Secretary informed the Secured Creditors that the Company had provided its Members the facility to cast their vote through e-voting and remote e-voting electronically using the facility provided by NSDL. He further informed that the remote e-voting facility was also made available during the Meeting for the benefit of Secured Creditors who were present during the Meeting and had not cast their votes earlier through remote e-voting.

Chairman informed that Shri CS Narasimha Pai, Partner, M/s P.N. Pai and Co., Practicing Company Secretaries, Mangaluru was appointed as Scrutinizer to scrutinize the votes cast by postal ballot and remote e-voting (prior as well as during the meeting), in a fair and transparent manner.

The Company Secretary informed that no registration for speakers were received from any of the secured creditors. The Chairman informed the Members that the consolidated voting results would be disseminated to the Stock Exchanges on which the Company's shares were listed and would also



be made available on the website of the Company at [www.mrpl.co.in](http://www.mrpl.co.in) and NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within 48 hours of the conclusion of the Meeting.

The Chairman then thanked the members for attending and participating at the Meeting.

The remote e-voting facility was open for the next 15 minutes to enable the Secured Creditors to cast their vote.

The meeting commenced at 2:30 PM (IST) and concluded at 2:40 PM (IST)

The Scrutinizers report was received after the conclusion of the Meeting on 26<sup>th</sup> November, 2021 and set out therein, the said resolution was declared passed with Special Majority.

The details of the voting results (remote e-voting and e-voting of meeting) on the resolution as set out in the notice of Secured Creditors is available in **Annexure II**.

This is for your information and records.

Thanking you,

Yours sincerely,

For Mangalore Refinery and Petrochemicals Limited



K B Shyam Kumar

Company Secretary





**CHAIRPERSON'S ADDRESS FOR THE MEETING OF  
SECURED CREDITORS OF MANGALORE REFINERY AND  
PETROCHEMICALS LIMITED**

Dear Secured Creditors,

Good Afternoon and my Heartiest Greetings to you on behalf of MRPL.

I welcome you all to this Meeting of secured creditors convened by Ministry of Corporate Affairs (MCA) for considering the Scheme of Amalgamation between ONGC Mangalore Petrochemicals Limited and Mangalore Refinery and Petrochemicals Limited and their respective shareholders and creditors. Thank you for joining us today.

The Secured Creditors present may kindly note that I, Rohit Mathur, Joint Secretary, Ministry of Petroleum and Natural Gas, have been appointed as the Chairperson of this meeting by the Hon'ble Ministry of Corporate Affairs, Government of India *vide* Order dated 27<sup>th</sup> September 2021, to preside over the meeting of the Security Creditors of Mangalore Refinery and Petrochemicals Limited which has been convened today i.e. 26<sup>th</sup> November 2021 at 02.30 PM, to consider the Scheme of Amalgamation between ONGC Mangalore Petrochemicals Limited and Mangalore Refinery and Petrochemicals Limited and their respective shareholders and creditors.

The present meeting has been convened for the purpose of considering, and if thought fit, approving with or without modification(s), the arrangement embodied in the Scheme of Amalgamation between ONGC Mangalore Petrochemicals Limited and Mangalore Refinery and Petrochemicals Limited and their respective shareholders and creditors pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and the other applicable provisions thereof and applicable rules thereunder.



**Summary of proceedings of the Meeting of Unsecured Creditors of Mangalore Refinery and Petrochemicals Limited held on 26<sup>th</sup> November, 2021:**

The meeting of **Unsecured Creditors** of the company was held on Friday, 26<sup>th</sup> November, 2021 at 3.30 PM (IST) through Video Conferencing and Other Audio Visual Means (VC/OAVM). The meeting was held pursuant to the provisions of the Companies Act, 2013; Circulars issued by the MCA and Circulars issued by the Securities and Exchange Board of India (SEBI) and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

The Company Secretary, welcomed the Unsecured Creditors to the Meeting and provided them with the necessary details relating to their participation at the meeting through VC/OAVM.

Shri Rohit Mathur, Chairman appointed to conduct the Meeting by the MCA chaired the Meeting. He informed the Unsecured Creditors that the Meeting was convened pursuant to the directions of the MCA in the matter of Scheme of Amalgamation of between ONGC Mangalore Petrochemicals Limited (OMPL) and Mangalore Refinery and Petrochemicals Limited (MRPL) and their respective shareholders and creditors. The requisite quorum being present, the Chairman called the Meeting to order.

Shri Subhash Kumar, Shri Om Prakash Singh, Shri Vinod S. Shenoy, Smt. Esha Srivastava, Shri R.T Agarwal and Shri Sanjay Varma were granted leave of absence due to work exigencies.

All the other Directors of the Company were present through VC from their respective locations. The Chairman welcomed the Directors and requested them to introduce themselves to the Unsecured Creditors.

The Company Secretary informed the Unsecured Creditors, that, the representatives of Joint Statutory Auditors and Shri CS Narasimha Pai, Scrutinizer for the e-voting and remote e-voting (prior as well as during the meeting), were also present at the Meeting through VC.



The Chairman informed the Unsecured Creditors that the Meeting was being conducted in compliance with the directions of the MCA and the Circulars issued by the Ministry of Corporate Affairs and SEBI.

The Company Secretary informed the Unsecured Creditors that live streaming of the proceedings of the Meeting was being made available through the website of National Securities depository Limited ('NSDL'). The Company had taken the requisite steps to enable Unsecured Creditors to participate and Vote on the item being considered at this Meeting.

With the consent of the Members, the notice convening the Meeting was taken as read.

The Chairman then briefed the Unsecured Creditors regarding the Scheme of Amalgamation of between ONGC Mangalore Petrochemicals Limited (OMPL) and Mangalore Refinery and Petrochemicals Limited (MRPL) and their respective shareholders and creditors.

The following resolution set out in the Notice convening the meeting was put up to the Members for voting during the Meeting.

| Item No. | Details of the Resolution  |
|----------|--|
| 1.       | Arrangement embodied in the Scheme of Amalgamation between ONGC Mangalore Petrochemicals Limited and Mangalore Refinery and Petrochemicals Limited and their respective shareholders and creditors |

The Company Secretary informed the Unsecured Creditors that the Company had provided its Members the facility to cast their vote through e-voting and remote e-voting electronically using the facility provided by NSDL. He further informed that the remote e-voting facility was also made available during the Meeting for the benefit of Unsecured Creditors who were present during the Meeting and had not cast their votes earlier through remote e-voting.

The Chairman informed that Shri CS Narasimha Pai, Partner, M/s P.N. Pai and Co., Practicing Company Secretaries, Mangaluru was appointed as Scrutinizer to scrutinize the votes cast by postal ballot and remote e-voting (prior as well as during the meeting), in a fair and transparent manner.

The Company Secretary informed that no registration for speakers were received from any of the secured creditors. The Chairman informed the Members that the consolidated voting results would be disseminated to the Stock Exchanges on which the Company's shares were listed and would also



be made available on the website of the Company at [www.mrpl.co.in](http://www.mrpl.co.in) and NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within 48 hours of the conclusion of the Meeting.

The Chairman then thanked the members for attending and participating at the Meeting.

The remote e-voting facility was open for the next 15 minutes to enable the Unsecured Creditors to cast their vote.

The meeting commenced at 3:30 PM (IST) and concluded at 3:41 PM (IST)

The Scrutinizers report was received after the conclusion of the Meeting on 26<sup>th</sup> November, 2021 and set out therein, the said resolution was declared passed with Special Majority.


The details of the voting results (remote e-voting and e-voting of meeting) on all the resolutions as set out in the notice of Unsecured Creditors is available in **Annexure II**.

This is for your information and records.

Thanking you,

Yours sincerely,

For Mangalore Refinery and Petrochemicals Limited

  
K B Shyam Kumar  
Company Secretary



**CHAIRPERSON'S ADDRESS FOR THE MEETING OF  
UNSECURED CREDITORS OF MANGALORE REFINERY AND  
PETROCHEMICALS LIMITED**

Dear Unsecured Creditors,

Good Afternoon and my Heartiest Greetings to you on behalf of MRPL.

I welcome you all to this Meeting of unsecured creditors convened by Ministry of Corporate Affairs (MCA) for considering the Scheme of Amalgamation between ONGC Mangalore Petrochemicals Limited and Mangalore Refinery and Petrochemicals Limited and their respective shareholders and creditors. Thank you for joining us today.

The Unsecured Creditors present may kindly note that I, Rohit Mathur, Joint Secretary, Ministry of Petroleum and Natural Gas, have been appointed as the Chairperson of this meeting by the Hon'ble Ministry of Corporate Affairs, Government of India *vide* Order dated 27<sup>th</sup> September 2021, to preside over the meeting of the Unsecured Creditors of Mangalore Refinery and Petrochemicals Limited which has been convened today i.e. 26<sup>th</sup> November 2021 at 03.30 AM, to consider the Scheme of Amalgamation between ONGC Mangalore Petrochemicals Limited and Mangalore Refinery and Petrochemicals Limited and their respective shareholders and creditors.

The present meeting has been convened for the purpose of considering, and if thought fit, approving with or without modification(s), the arrangement embodied in the Scheme of Amalgamation between ONGC Mangalore Petrochemicals Limited and Mangalore Refinery and Petrochemicals Limited and their respective shareholders and creditors pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and the other applicable provisions thereof and applicable rules thereunder.





| Mangalore Refinery And Petrochemicals Limited                             |                |                    |  |   |                          |                       |                                      |                                    |
|---|----------------|--------------------|--|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Special)   |                |                    | 1 - Arrangement embodied in the Scheme of Amalgamation between ONGC Mangalore Petrochemicals Limited and Mangalore Refinery and Petrochemicals Limited and their respective shareholders and creditors |   |                          |                       |                                      |                                    |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | NO   |   |                          |                       |                                      |                                    |
| Category  | Mode of Voting | No. of shares held | No. of votes polled  | % of Votes Polled on outstanding shares | No. of Votes - In favour | No. of Votes -Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|   |                | [1]                | [2]  | [3]=([2]/[1])*100                       | [4]                      | [5]                   | [6]=([4]/[2])*100                    | [7]=([5]/[2])*100                  |
| Promoter and Promoter Group   | E-Voting       | 1552507615         | 1552507615   | 100.0000                                | 1552507615               | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Total          |                    | 1552507615   | 100.0000                                | 1552507615               | 0                     | 100.0000                             | 0.0000                             |
| Public Institutions   | E-Voting       | 52024868           | 48994497   | 94.1751                                 | 48994497                 | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Total          |                    | 48994497   | 94.1751                                 | 48994497                 | 0                     | 100.0000                             | 0.0000                             |
| Public Non Institutions   | E-Voting       | 148066294          | 577216   | 0.3898                                  | 554616                   | 22600                 | 96.0847                              | 3.9153                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Total          |                    | 577216   | 0.3898                                  | 554616                   | 22600                 | 96.0847                              | 3.9153                             |
| Total   |                | 1752598777         | 1602079328   | 91.4116                                 | 1602056728               | 22600                 | 99.9986                              | 0.0014                             |

*[Signature]*

LINK INDIA PVT. LTD.

**CS Narasimha Pai P.**

B.Com, FCS, PGDHRM

**CS Sonali Suresh Malliya**

BBM, MBA, FCS

**P.N. Pai & Co**  
Company Secretaries

**FORM NO. MGT-13**  
**REPORT OF SCRUTINIZER**

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

26<sup>th</sup> November 2021

To  
The Chairman  
Shri Rohit Mathur,  
Joint Secretary, Ministry of Petroleum and Natural Gas  
Government of India, New Delhi

Dear Sir,

Sub: Scrutinizer's Report on remote e-voting process and e-voting conducted at the Meeting of **Equity Shareholders** of Mangalore Refinery and Petrochemicals Limited held on Friday, 26<sup>th</sup> November, 2021 at 10.00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

1. Mangalore Refinery and Petrochemicals Limited ("the Company") vide Letter dated 22<sup>nd</sup> October 2021 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and e-voting conducted at the Meeting of Equity Shareholders on the Resolutions contained in the Notice dated 16<sup>th</sup> October 2021 for the Meeting of Equity Shareholders 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 Equity Shareholders of the Company, be carried out in a fair and transparent manner.



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

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Web: www.pnpaiandco.in

2. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules relating to Remote e-voting and e-voting during the meeting and the applicable regulations of the SEBI (Obligations and Disclosure Requirements) Regulations, 2015, relating to Remote e-voting on the resolution contained in the aforesaid Notice for 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 resolution, 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 meeting of Equity Shareholders 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 15<sup>th</sup> October 2021 (cut-off date") were entitled to vote on the resolutions as stated in the Notice of the Equity Shareholders Meeting. The Company provided the remote e-voting facility and e-voting conducted at the meeting offered by National Securities Depository Limited (NSDL) to cast votes on aforesaid resolutions through Remote e-voting by the Members of the Company.
4. Remote e-voting facility was made available to the shareholders of the Company to exercise their voting rights from 10.00 a.m. of Wednesday, 27<sup>th</sup> October, 2021 upto 5.00 p.m. of Thursday, 25<sup>th</sup> November 2021. Accordingly, votes casted upto 25<sup>th</sup> November 2021 have been considered for my scrutiny. The facility of voting at the Equity Shareholders Meeting by e-voting has also been considered for the scrutiny.



5. After the conclusion of the Meeting, the voting by remote e-voting and e-voting at the meeting were unblocked. A summary of the votes cast by shareholders through remote e-voting and e-voting at the Meeting with their pattern of voting is furnished herein after.
6. The results of the voting by members through Remote e-voting and e-voting at the Meeting in respect of Scheme of Amalgamation may accordingly be declared by the Chairman of the Company. Summary of the votes cast by remote e-voting and e-voting at the Meeting for the resolution is given herein after:



**Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the memorandum of association and articles of association of Mangalore Refinery and Petrochemicals Limited (“Company”) and subject to the approval of Ministry of Corporate Affairs, Government of India (“MCA”) and subject to such other approvals, permissions and sanctions of regulatory and other authorities or tribunals, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the MCA or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Amalgamation between ONGC Mangalore Petrochemicals Limited and Mangalore Refinery and Petrochemicals Limited and their respective shareholders and creditors (“Scheme”) the draft of which was circulated along with this Notice, be and is hereby approved.”

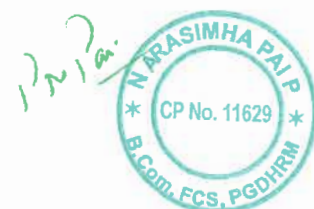
**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to the above resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or





imposed by the MCA or tribunals while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise or meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem it and proper.”

| SI .No | Particulars   | No. of e-voting / remote e-voting confirmations | No. of shares voted   |
|--------|---|---|-----------------------|
| a      | Remote e-voting confirmations received                                  | 1,346   | 1,60,20,60,115        |
| b      | e-voting during the meeting   | 11  | 19,213                |
|        | <b>Total</b>  | <b>1,357</b>                                    | <b>1,60,20,79,328</b> |
| c      | Less: Invalid e-voting /Remote e-voting confirmations                   | -   | -                     |
| d      | <b>Net valid e-voting /Remote e-voting confirmations</b>                | <b>1,357</b>                                    | <b>1,60,20,79,328</b> |
| i      | e-voting /Remote e-voting confirmations with assent for the Resolution  | 1,291   | 1,60,20,56,728        |
|        | <b>% of Assent</b>  | <b>99.99</b>                                    |                       |
| ii     | e-voting /remote e-voting confirmations with dissent for the Resolution | 66  | 22,600                |
|        | <b>% of Dissent</b>   | <b>0.01</b>                                     |                       |



7. A list of Equity Shareholders who voted "FOR" and "AGAINST" for resolution is enclosed.
8. The relevant records have been sealed and handed over to the Company Secretary for safekeeping.

**Place: Mangaluru**

**Date: 26/11/2021**



**CS NARASIMHA PAI P, B.Com, F.C.S.**  
**(Practicing Company Secretary)**  
**C.P No 11629**  
**CIN: F009543C001556737**

**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]

26<sup>th</sup> November 2021

To  
The Chairman  
Shri Rohit Mathur,  
Joint Secretary, Ministry of Petroleum and Natural Gas  
Government of India, New Delhi

Dear Sir,

Sub: Scrutinizer's Report on remote e-voting process and e-voting conducted at the Meeting of **Secured Creditors** of Mangalore Refinery and Petrochemicals Limited held on Friday, 26<sup>th</sup> November, 2021 at 2.30 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

1. Mangalore Refinery and Petrochemicals Limited ("the Company") vide Letter dated 22<sup>nd</sup> October 2021 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and e-voting conducted at the Meeting of Secured Creditors on the Resolution contained in the Notice dated 16<sup>th</sup> October 2021 for the Meeting of Secured Creditors 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 Secured Creditors of the Company, be carried out in a fair and transparent manner.



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 e-voting during the meeting and the applicable regulations of the SEBI (Obligations and Disclosure Requirements) Regulations, 2015, relating to Remote e-voting on the resolution contained in the aforesaid Notice for the Secured Creditors 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 resolution, 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 meeting of Secured Creditors along with explanatory statement under Section 102 of the Act was sent to the Members by permitted means. The Secured whose debt is of a value more than Rs 10.00 Lakhs as on 31.05.2021 were entitled to vote on the resolution as stated in the Notice of the Secured Creditors Meeting. The Company provided the remote e-voting facility and e-voting conducted at the meeting offered by National Securities Depository Limited (NSDL) to cast votes on aforesaid resolution through Remote e-voting by the Secured Creditors of the Company.
4. Remote e-voting facility was made available to the Secured Creditors of the Company to exercise their voting rights from 10.00 a.m. of Wednesday, 27<sup>th</sup> October, 2021 upto 5.00 p.m. of Thursday, 25<sup>th</sup> November 2021. Accordingly, votes casted upto 25<sup>th</sup> November 2021 have been considered for my scrutiny. The facility of voting at the Secured Creditors Meeting by e-voting has also been considered for the scrutiny.



5. After the conclusion of the Meeting, the voting by remote e-voting and e-voting at the meeting were unblocked. A summary of the votes cast by Secured Creditors through remote e-voting and e-voting at the Meeting with their pattern of voting is furnished herein after.
6. The results of the voting by Secured Creditors through Remote e-voting and e-voting at the Meeting in respect of Scheme of Amalgamation may accordingly be declared by the Chairman of the Meeting. Summary of the votes cast by remote e-voting and e-voting at the Meeting for the resolution is given herein after:





**Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the memorandum of association and articles of association of Mangalore Refinery and Petrochemicals Limited (“Company”) and subject to the approval of Ministry of Corporate Affairs, Government of India (“MCA”) and subject to such other approvals, permissions and sanctions of regulatory and other authorities or tribunals, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the MCA or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Amalgamation between ONGC Mangalore Petrochemicals Limited and Mangalore Refinery and Petrochemicals Limited and their respective shareholders and creditors (“Scheme”) the draft of which was circulated along with this Notice, be and is hereby approved.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to the above resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or



imposed by the MCA or tribunals while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise or meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem it and proper."

| Sl .No              | Particulars   | No. of e-voting / remote e-voting confirmations | Total Value of Votes cast (Rs.) |
|---------------------|---|---|---------------------------------|
| a                   | Remote e-voting confirmations received                                  | 2   | 22,00,50,00,000                 |
| b                   | e-voting during the Meeting   | -   | -                               |
|                     | <b>Total</b>  | <b>2</b>  | <b>22,00,50,00,000</b>          |
| c                   | Less: Invalid e-voting /Remote e-voting confirmations                   | -   | -                               |
| d                   | <b>Net valid e-voting /Remote e-voting confirmations</b>                | <b>2</b>  | <b>22,00,50,00,000</b>          |
| i                   | e-voting /Remote e-voting confirmations with assent for the Resolution  | 2   | 22,00,50,00,000                 |
| <b>% of Assent</b>  |   | <b>100%</b>                                     |                                 |
| ii                  | e-voting /remote e-voting confirmations with dissent for the Resolution | -   | -                               |
| <b>% of Dissent</b> |   | <b>0.00</b>                                     |                                 |



7. A list of Secured Creditors who voted "FOR" and "AGAINST" for each resolution is enclosed.
8. The relevant records have been sealed and handed over to the Company Secretary for safekeeping.

**Place: Mangaluru**

**Date: 26/11/2021**



**CS NARASIMHA PAI P, B.Com, F.C.S.  
(Practicing Company Secretary)  
C.P No 11629  
UDIN: F009543C001556902**

CS Narasimha Pai P.

B.Com, FCS, PGDHRM

CS Sonali Suresh Mallya

BBM, MBA, FCS

**P.N. Pai & Co**  
Company Secretaries

**FORM NO. MGT-13**  
**REPORT OF SCRUTINIZER**

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

26<sup>th</sup> November 2021

To

The Chairman

Shri Rohit Mathur,

Joint Secretary, Ministry of Petroleum and Natural Gas

Government of India, New Delhi

Dear Sir,

Sub: Scrutinizer's Report on remote e-voting process and e-voting conducted at the Meeting of **Unsecured Creditors** of Mangalore Refinery and Petrochemicals Limited held on Friday, 26<sup>th</sup> November, 2021 at 3.30 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

1. Mangalore Refinery and Petrochemicals Limited ("the Company") vide Letter dated 22<sup>nd</sup> October 2021 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and e-voting conducted at the Meeting of Unsecured Creditors on the Resolution contained in the Notice dated 16<sup>th</sup> October 2021 for the Meeting of Unsecured Creditors 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 Unsecured Creditors of the Company, be carried out in a fair and transparent manner.



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Web: www.pnpaiandco.in

2. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules relating to Remote e-voting and e-voting during the meeting and the applicable regulations of the SEBI (Obligations and Disclosure Requirements) Regulations, 2015, relating to Remote e-voting on the resolution contained in the aforesaid Notice for the Unsecured Creditors 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 resolution, 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 meeting of Unsecured Creditors along with explanatory statement under Section 102 of the Act was sent to the Members by permitted means. The Unsecured whose debt is of a value more than Rs 10.00 Lakhs as on 31.05.2021 were entitled to vote on the resolution as stated in the Notice of the Unsecured Creditors Meeting. The Company provided the remote e-voting facility and e-voting conducted at the meeting offered by National Securities Depository Limited (NSDL) to cast votes on aforesaid resolution through Remote e-voting by the Unsecured Creditors of the Company.
4. Remote e-voting facility was made available to the Unsecured Creditors of the Company to exercise their voting rights from 10.00 a.m. of Wednesday, 27<sup>th</sup> October, 2021 upto 5.00 p.m. of Thursday, 25<sup>th</sup> November 2021. Accordingly, votes casted upto 25<sup>th</sup> November 2021 have been considered for my scrutiny. The facility of voting at the Unsecured Creditors Meeting by e-voting has also been considered for the scrutiny.





5. After the conclusion of the Meeting, the voting by remote e-voting and e-voting at the meeting were unblocked. A summary of the votes cast by Unsecured Creditors through remote e-voting and e-voting at the Meeting with their pattern of voting is furnished herein after.
6. The results of the voting by Unsecured Creditors through Remote e-voting and e-voting at the Meeting in respect of Scheme of Amalgamation may accordingly be declared by the Chairman of the Meeting. Summary of the votes cast by remote e-voting and e-voting at the Meeting for the resolution is given herein after:



## Resolution

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the memorandum of association and articles of association of Mangalore Refinery and Petrochemicals Limited ("Company") and subject to the approval of Ministry of Corporate Affairs, Government of India ("MCA") and subject to such other approvals, permissions and sanctions of regulatory and other authorities or tribunals, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the MCA or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Amalgamation between ONGC Mangalore Petrochemicals Limited and Mangalore Refinery and Petrochemicals Limited and their respective shareholders and creditors ("Scheme") the draft of which was circulated along with this Notice, be and is hereby approved."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to the above resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or



imposed by the MCA or tribunals while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise or meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem it and proper.”

| Sl .No              | Particulars   | No. of e-voting / remote e-voting confirmations | Total Value of Votes cast( Rs.) |
|---------------------|---|---|---------------------------------|
| a                   | Remote e-voting confirmations received                                  | 59  | 1,28,77,47,67,132.00            |
| b                   | e-voting during the Meeting   | -   | -                               |
|                     | <b>Total</b>  |   |                                 |
| c                   | Less: Invalid e-voting /Remote e-voting confirmations                   | -   | -                               |
| d                   | <b>Net valid e-voting /Remote e-voting confirmations</b>                |   |                                 |
| i                   | e-voting /Remote e-voting confirmations with assent for the Resolution  | 58  | 1,28,75,26,46,128.00            |
| <b>% of Assent</b>  |   |   | <b>99.99</b>                    |
| ii                  | e-voting /remote e-voting confirmations with dissent for the Resolution | 1   | 2,21,21,004.00                  |
| <b>% of Dissent</b> |   |   | <b>0.01</b>                     |



7. A list of Unsecured Creditors who voted "FOR" and "AGAINST" for the resolution is enclosed.
8. The relevant records have been sealed and handed over to the Company Secretary for safekeeping.

**Place: Mangaluru**

**Date: 26.11.2021**



**CS NARASIMHA PAI P, B.Com, F.C.S.  
(Practicing Company Secretary)  
C.P No 11629  
UDIN:F009543C001557045**