

# Mangalore Refinery and Petrochemicals Limited

(A subsidiary of Oil and Natural Gas Corporation Limited)

CIN: L23209KA1988GOI008959

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

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

## NOTICE OF 36<sup>TH</sup> ANNUAL GENERAL MEETING (AGM)

NOTICE is hereby given that the Thirty Sixth Annual General Meeting of the Members of Mangalore Refinery and Petrochemicals Limited will be held on Thursday, August 22, 2024 at 11:00 a.m. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

### ORDINARY BUSINESS

- To receive, consider and adopt the audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended on 31<sup>st</sup> 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 and to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT the audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2024, together with the Board's Report, the Auditor's Report thereon and comments of the Comptroller and Auditor General of India, be and are hereby considered and adopted.”

- To declare dividend for the financial year ended March 31<sup>st</sup>, 2024 and in this regard, pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT an interim dividend @ 10% (₹ 1/- per equity share of face value of ₹ 10/- each) on the paid-up equity share capital of the Company, paid to the shareholders for the financial year 2023-24 be and is hereby confirmed, and final dividend @ 20% (₹ 2/- per equity share of face value of ₹ 10/- each) as recommended by the Board of Directors be and is hereby declared out of the profits of the Company for the financial year 2023-24”

- 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 and in this regard, pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri S. Bharathan (DIN: 09561481), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

- To 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 and to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 139(5) read with Section 142 of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration and other terms and conditions, including reimbursement of out of pocket expenses in connection with the audit

work, to the Joint Statutory Auditors to be appointed by the Comptroller and Auditor General of India for the Financial Year 2024-25.”

**SPECIAL BUSINESS:**

5. **To appoint Shri Mundkur Shyamprasad Kamath (DIN: 10092758) as a Director of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to provisions of Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Shri Mundkur Shyamprasad Kamath (DIN: 10092758), who's appointment has been recommended by The Public Enterprises Selection Board and was appointed as an Additional Director by the Board of Directors with effect from February 28, 2024 to hold office until the date of this Annual General Meeting, in terms of Section 161(1) of Companies Act, 2013, and in respect of whom, the Company has received a notice in writing and the Nomination and Remuneration Committee constituted under section 178 recommended his appointment for the office of Director of the Company, be and is hereby appointed as a Director on the Board of the Company.”

6. **To appoint Shri Rajinder Kumar (DIN : 09651096) as a Director of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to provisions of Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Shri Rajinder Kumar (DIN: 09651096), who has been nominated by the Ministry of Petroleum and Natural Gas, Government of India and appointed as an Additional Director by the Board of Directors with effect from October 18, 2023 to hold office until the date of this Annual General Meeting, in terms of Section 161(1) of Companies Act, 2013, and in respect of whom the Company has received a notice in writing and the Nomination and Remuneration Committee constituted under section 178 recommended his appointment for the office of Director of the Company, be and is hereby appointed as a Director on the Board of the Company, liable to retire by rotation.

7. **To appoint Pankaj Kumar (DIN: 09252235) as a Director of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to provisions of Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Pankaj Kumar (DIN: 09252235), who has been nominated by Oil and Natural Gas Corporation Limited and appointed as an Additional Director by the Board of Directors with effect from March 05, 2024 to hold office until the date of this Annual General Meeting, in terms of Section 161(1) of Companies Act, 2013, and in respect of whom, the Company has received a notice in writing and the Nomination and Remuneration Committee constituted under section 178 recommended his appointment for the office of Director of the Company, be and is hereby appointed as a Director on the Board of the Company, liable to retire by rotation.

**8. To ratify the remuneration of the Cost Auditors for the Financial Year 2024-25 and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolutions as Ordinary Resolutions:**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2024-25, be paid the remuneration of ₹ 2,25,000/- plus applicable taxes and ₹ 25,000/- towards e-filing of Cost Audit Report plus applicable taxes, plus Fees payable to MCA for e-filing, travel cost, lodging, boarding and other expenses are to be paid at actual plus applicable taxes, as set out in the statement annexed to the notice convening this meeting.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and delegate to any other officer of the Company.”

**9. To Approve Material Related Party Transaction(s) with Shell MRPL Aviation Fuels and Services Limited for the Financial Year 2025-26, to consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 188 of the Companies Act, 2013, approval of the Members of the Company be and is hereby accorded to the Material Related Party Transaction(s) for Aviation Turbine Fuel etc., by the Company to Shell MRPL Aviation Fuels and Services Limited for ₹ 3,000 Crore for the Financial Year 2025-26 in the ordinary course of business and at arm's length basis, and authorizing the Functional Director concerned directly or through official(s) nominated for this purpose to do all such acts, deeds, matters and things as may be deemed necessary or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto.”

**By Order of the Board of Directors**

Place: Mangaluru  
Date: July 22, 2024

Sd/-  
**Premachandra Rao G**  
Company Secretary

**ANNEXURE TO THE NOTICE****EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

**Item No. 5:**

Shri Mundkur Shyamprasad Kamath (DIN: 10092758), who was appointed as Managing Director by the Ministry of Petroleum and Natural Gas (MoP&NG), Government of India, vide its letter No. CA-31013/4/2022-PNG (44696) dated February 26, 2024 and subsequently appointed as Additional Director by the Board of Directors with effect from February 28, 2024 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013. The Company has received a notice in writing and the Nomination and Remuneration Committee constituted under section 178 recommended his appointment for the office of Director of the Company, on terms and conditions as may be determined by MoP&NG, Government of India.

His brief resume, inter- alia, giving nature of expertise in specific functional areas, shareholding in the Company, other Directorship, Membership/ Chairmanship of Committees and other particulars are provided elsewhere which forms part of this notice. Shri Mundkur Shyamprasad Kamath is not related to any of the Directors on the Board. He holds 1000 equity shares of the Company.

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

The Board recommends the resolution for your approval.

**Item No. 6:**

Shri Rajinder Kumar (DIN: 09651096), who was appointed as a Government Nominee Director by the Ministry of Petroleum and Natural Gas (MoP&NG), Government of India vide its letter No. CA-31032/1/2021- PNG-37493 dated 18/05/2023 and subsequently appointed as an Additional Director by the Board of Directors with effect from 18/05/2023 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013. The Company has received a notice in writing and the Nomination and Remuneration Committee constituted under section 178 recommended his appointment for the office of Director of the Company.

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

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

The Board recommends the resolution for your approval.

**Item No. 7:**

Shri Pankaj Kumar (DIN: 09252235), who was nominated by Oil and Natural Gas Corporation Limited (ONGC), and subsequently appointed as an Additional Director by the Board of Directors with effect from March 05, 2024 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013. The Company has received a notice in writing and the Nomination and Remuneration Committee constituted under section 178 recommended his appointment for the office of Director of the Company.

His brief resume, inter- alia, giving nature of expertise in specific functional areas, shareholding in the Company,

other Directorship, Membership/ Chairmanship of Committees and other particulars are provided elsewhere which forms part of this notice. Shri Pankaj Kumar is not related to any of the Directors on the Board. He does not hold any equity shares of the Company.

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

The Board recommends the resolution for your approval.

**Item No. 8:**

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a Cost Auditor to audit the cost records of the Company for the financial year 2024-25. On the recommendation of the Audit Committee, the Board approved the appointment of M/s Bandyopadhyaya Bhaumik & Co., Cost Accountants, Kolkata as the Cost Auditor of the Company for the financial year 2024-25 at remuneration of ₹ 2,25,000/- plus applicable taxes and ₹ 25,000/- towards e-filing of Cost Audit Report plus applicable taxes. Fees payable to MCA for e-filing, travel cost, lodging, boarding and other expenses are to be paid at actual plus applicable taxes.

As per Rule 14 of the Companies (Audit and Auditors) Rule, 2014 read with Section 148 (3) of the Companies Act, 2013, the remuneration approved by the Board of Directors shall be ratified by the shareholders. Accordingly, members are requested to ratify the remuneration payable to the Cost Auditors for the financial year 2024-25.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in this Resolution.

The Board recommends the resolutions for ratification of the members.

**Item No. 9:**

Approval of Material Related Party Transactions under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Background, details and benefits of the Material Related Party Transactions proposed to be entered by the Company**

Shell MRPL Aviation Fuels and Services Limited is a Related Party as defined under Section 2 (76) of the Companies Act, 2013 and/ or under applicable accounting standards:

Shell MRPL Aviation Fuels and Services Limited is a Joint Venture entity and your Company holds 50% equity share capital in Shell MRPL Aviation Fuels and Services Limited. Your Company supplies Aviation Turbine Fuel etc., to Shell MRPL Aviation Fuels and services Limited at the rate as per contract. Considering the nature of business of your Company and fuel being supplied at contracted rate, the transaction is of continuous in nature and being made in the Ordinary Course of Business and also at arm's length basis.

**Related Party Transaction(s) proposed to be entered during the Financial Year 2025-26:**

As the value of transaction(s) is likely to exceed ₹ 2,000 crore, during the financial year, being the financial threshold limit for Material Related Party Transactions under the SEBI (LODR) Regulations, 2015, your approval is being sought for the financial year 2025-26.

Specific details as required for Material Related Party Transactions with Shell MRPL Aviation Fuels and Services Limited are provided at 'Annexure B' to the Notice.

**ANNEXURE 'A'**

**DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 36<sup>th</sup> ANNUAL GENERALMEETING**

Name of Director	Shri Mundkur Shyamprasad Kamath	Shri Pankaj Kumar	Shri Rajinder Kumar	Shri S Bharathan
<b>DIN</b>	10092758	09252235	09651096	09561481
<b>Date of Birth</b>	17/11/1967	30/06/1966	03/05/1975	06/05/1968
<b>Date of Appointment on the Board</b>	28/02/2024	05/03/2024	18/10/2023	04/10/2022
<b>Qualifications &amp; Expertise</b>	<p>Shri Mundkur Shyamprasad Kamath has a distinguished professional career spanning over 30 years in the downstream hydrocarbon industry. He holds a Bachelor's degree in Chemical Engineering from MIT Manipal (1989) and a Post-Graduation Diploma in Management from TA Pai Management Institute Manipal (1992). During previous tenure as Executive Director (Refinery) at MRPL, he excelled in managing operations, maintenance, technical services, and production planning. His strategic vision prioritizes operational excellence, energy conservation, reliability, and digitalization. Throughout his career, Shri Kamath has held significant roles, demonstrating expertise in various areas. He possesses deep knowledge of petroleum functions, including project conceptualization, process engineering, production planning, and overall operations. He has been instrumental in steering the refinery towards cutting-edge advancements by championing the integration of advanced technologies such as Artificial Intelligence (AI) and Machine Learning (ML) Shri Kamath's vision for sustained growth, operational efficiency, and technological innovation positions him as a key driver of MRPL's success and a leader at the forefront of the industry's advancements.</p>	<p>Shri Pankaj Kumar holds a Bachelor's degree in Chemical Engineering from University of Roorkee, Uttarakhand (now IIT Roorkee) and Master's degree in Process Engineering &amp; Plant design from IIT Delhi. He completed Advance Management Program at IIM, Bengaluru &amp; Leadership Development Program at IIM, Calcutta. He is also a Director on the Board of ONGC's Subsidiary/JVs i.e. HPCL, OPaL (ONGC Petro Additions Ltd.) and served as Chairman of Petronet MHB Limited. Shri Pankaj Kumar is a thorough Oil &amp; Gas Industry professional with more than 35 years of experience across ONGC's business functions. He has immensely contributed in formulation of ONGC's Long Term Growth Strategy 2040.</p>	<p>Shri Rajinder Kumar, Economic Adviser (IFD) with MoP&amp;NG and holds the following qualifications: M. Sc. (Hons.) Economics. M. Phil (Public Policy) IIPA, Delhi. Post Graduate Diploma in Management, IGNOU, New Delhi. Post Graduate Diploma in International Law and Diplomacy, Indian Society of International Law (ISIL), New Delhi. Regional Trade Policy Course Diploma, National University of Singapore (Singapore). Post Graduate Diploma in Theology, DEI, Agra. WTO E-Course on Agreement on Sanitary and Phyto-sanitary, WTO, Geneva, Switzerland. WTO E-Course on Agreement on Technical Barriers to Trade WTO, Geneva, Switzerland. Masters Diploma in Public Administration from IIPA, New Delhi. Shri Rajinder Kumar has more than of 20 years working experience with Government of India in various Ministries/Department including, Financial Adviser Chief Accounts Officers (FACAO) in Bhakra Beas Management Board, Ministry of Power Director in Ministry of Defence Deputy Economic Adviser in Ministry of Finance Deputy Director in Department of Commerce, Trade Policy Division and Assistant Director in Ministry of Agriculture. Shri Rajinder Kumar was also on the Board of BalmerLawrie Co. Limited.</p>	<p>Shri S Bharathan, Director – Refineries, HPCL, has wide exposure to the Refinery operations of HPCL and has worked in Operations and Technical Departments of Mumbai and Visakh Refinery for over 25 years. He has also worked in the Corporate Office on Margin Management &amp; Refinery Project Process for over 4 years. Further, he is also leading HPCL's Green R&amp;D Centre in Bengaluru for the last 3 years. Under him, HPCL Green Research &amp; Development Centre (HPGRDC) has reached filing of about 380 patents. He was Executive Director – Refineries Coordination of HPCL with Additional Charge of R&amp;D.</p>

Directorship held in other Public Companies (excluding foreign private and Section 8 of Companies Act.)	1	3	-	7
Chairman/ Member of the Committees	NIL	2	NIL	1
Shareholding of Directors	1000	NIL	NIL	300
Relationship between Directors inter-se	NIL	NIL	NIL	NIL
No. of Board Meetings attended during FY 2023-24	1	NIL	2	7

**Notes**

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

**ANNEXURE 'B'**

Details of Material Related Party Transactions provided in line with requirements of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 are as follows:

Sl. No.	Particulars	Details
1	<b>Name of Related Party</b>	Shell MRPL Aviation Fuels and Services Limited
2	<b>Nature of Relationship</b>	Joint Venture
3	<b>Nature and Material Terms of Contract</b>	Sale of Aviation Turbine Fuel etc.,
4	<b>Whether in Ordinary Course of Business</b>	Yes
5	<b>Whether at Arm's Length basis</b>	Yes
6	<b>Value of Approval being sought</b>	₹3,000 Crore
7	<b>Justification as to how these RPTs is in the interest of the Company</b>	Arrangement(s) are Commercially beneficial.
8	<b>The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);</b>	Approximately 2.5 % based on the Annual Consolidated Turnover of FY 2023-24
9	<b>If the transaction relates to any loans, inter corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</b> (i) details of the source of funds in connection with the proposed transaction; (ii) where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments, nature of indebtedness; cost of funds; and tenure; (iii) applicable terms, including covenants, tenure, interest rate and repayment schedule,	Not Applicable



	whether secured or unsecured; if secured, the nature of security; and (iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	
--	---	--

**NOTES:**

- Pursuant to the Circular No.14/2020 dated April 08, 2020 and Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 in relation to “Clarification on holding Annual General Meeting (AGM) through Video Conference (VC) or Other Audio Visual Means (OAVM)” (collectively referred to as "MCA Circulars") and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This rule will not include large Shareholders (Shareholders holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business, as set out above is annexed hereto.
- The Notice of 36<sup>th</sup> Annual General Meeting along with instructions for remote e-voting is sent to Members, Directors, Auditors and others entitled to, by permitted mode.
- Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed to this Notice. None of the Directors of the Company are in any way related to each other.

8. The Company has announced Book Closure from 16/08/2024 to 22/08/2024 (both days inclusive) for the purpose of Annual General Meeting.
9. All correspondence should be addressed to the Registrar and Share Transfer Agent of the Company – M/s. Link In time India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400 083, <https://email:mrplirc@linkintime.co.in/>
10. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition and relodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, M/s Link Intime India Private Limited (LI IPL) for assistance in this regard.
11. Members desirous of obtaining any information on any item of business of this meeting are requested to forward the same before 14/08/2024 to the Company Secretary at the Registered Office of the Company or email at [investor@mrpl.co.in](mailto:investor@mrpl.co.in), so that the same may be attended appropriately. Relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered Office of the Company on all working days i.e., Monday to Friday, between 10:30 a.m and 12:00 noon up to 22/08/2024, the date of the 36<sup>th</sup> Annual General Meeting.
12. In support of the “Green Initiative” measure taken by Ministry of Corporate Affairs (MCA), Government of India, New Delhi, enabling electronic delivery of documents and also in line with circular Ref. No. CIR/CFD/DIL/7/2011 dated 05/11/2011 issued by Securities and Exchange Board of India (SEBI) and as prescribed under the relevant provisions under the Companies Act, 2013 and the Rules made thereunder, Company has sent Annual Reports in Electronic Mode to the shareholders who have registered their E-mail IDs either with the Registrar and Transfer Agents or with the depositories. Members who have not registered their email address with Company can register the same by submitting a duly filled-in E-Communication Registration Form available on the website of the Company [www.mrpl.co.in](http://www.mrpl.co.in) to M/s. Link In time India Private Limited, or Investor Relation Cell of the Company at [investor@mrpl.co.in](mailto:investor@mrpl.co.in). Members holding shares in demat form are requested to register their email address with their Depository Participant(s) only. Members who have registered their email address are also entitled to receive such communication in physical form, upon request.
13. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, remote e-voting facility is being provided to Members to exercise their right to vote on the resolutions proposed to be passed at the 36<sup>th</sup> AGM by electronic means. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on the cut-off date of 16/08/2024, are entitled to vote on the Resolutions set forth in this Notice. The Members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 19/08/2024 and will end at 21/08/2024 Members attending the 36<sup>th</sup> AGM who have not cast their vote by remote e-voting shall also be eligible to cast their vote during the 36<sup>th</sup> Annual General Meeting.
14. Pursuant to the provisions of IEPF Rules and the applicable provisions of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividend for the years 2004-05, 2005-06, 2006-07, 2007-08, 2008-09, 2009-10, 2010-11 and 2011-12 on due dates to the Investor Education & Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and

Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed dividend amount lying with the company as on 31/03/2024 on the website of the company ([www.mrpl.co.in](http://www.mrpl.co.in)) and also on the website of the Ministry of Corporate Affairs.

15. MCA vide its Notification dated 05/09/2016 has notified Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 on 28/02/2017. Pursuant to the provisions of these Rules shares in respect of whom the dividend has not been claimed by the shareholders, shall be credited to a Demat Account of the Authority. Accordingly, individual shareholders who have not claimed dividend for the last 7 years are requested to send an application to the Company/RTA for claiming unclaimed dividend for the year 2016-17 onwards as the Company has not declared any dividend for the FY 2012-13, 2013-14, 2014-15 and 2015-16. Shareholders are requested to claim the unclaimed dividend so that the shares will not be transferred to Demat Account of IEPF Authority. Please note that no claim shall lie against Company in respect of the unclaimed dividend and shares transferred to the IEPF Authority. However, the unclaimed shares and dividend can be claimed from the IEPF by making necessary application in the prescribed Form (IEPF-5) available on the website of Ministry of Corporate Affairs at [www.iepf.gov.in](http://www.iepf.gov.in).
16. Members holding shares in physical form may avail the facility of nomination in terms of Section 72 of the Companies Act, 2013 by executing Form SH-13 as prescribed in the Companies (Share Capital & Debenture) Rules, 2014 in favour of any person to whom their shares in the Company shall vest on occurrence of events stated in the Form. Those holding shares in physical form may download the Form SH-13 from the website of the Company i.e. [www.mrpl.co.in](http://www.mrpl.co.in) and send Form in duplicate to RTA of the Company. In case of shares held in dematerialized form, the nomination has to be lodged with the respective DP.
17. Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 03/11/2021 and SEBI/HO/MTRSD-PoD-1/P/CIR/2023/37 dated 16/03/2023 prescribed common and simplified norms for processing Investor's service requests by R&T Agent and norms for furnishing PAN, KYC details and Nomination as an ongoing measure to enhance the ease of doing business for investors in the securities market. The Listed companies, RTAs and Stock Exchanges are required to disseminate the requirement of the holders of physical securities of all listed companies to furnish valid PAN, KYC details and Nomination, on their respective websites. The SEBI has introduced the Form ISR-1 for all requests to register PAN, KYC details or changes / update thereof for securities held in physical mode.  

Pursuant to SEBI circular dated 03/11/2021, the Company is also mandated to directly intimate its security holders about folios which are incomplete and to communicate regarding nomination procedure. The form needs to be sent to shareholders (both Single and Joint holders) holding shares in physical mode, as per the schedule mentioned in the said circular. In terms of above circulars, intimation was sent to the shareholders of the Company, holding shares in physical form and whose KYC details are not updated with the company with a request to furnish valid PAN, KYC details and ensure Nomination through prescribed form.

The requisite forms are available on the website of the Company <https://www.mrpl.co.in/Content/Share%20Holders> and also on the website of RTA M/s Link Intime India Private Limited <https://linkintime.co.in/downloads.html>. Shareholders are requested to update their KYC details for hassle free communication.
18. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or LIPL, the details of such folios together with the share certificates for consolidating their holdings in one folio.
19. Members are requested to notify immediately any change of address :

- i) To the DP in respect of shares held in dematerialized form, and
- ii) To the Company at its registered office or to its RTA in respect of their physical shares, quoting their folio number.

Non-Resident members are requested to inform the RTA about:

- i) Change in their residential status on return to India for permanent settlement.
  - ii) Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code, MICR No. and address of the Bank with pin code number, if not furnished earlier, to enable Company to remit dividend to the said Bank Account directly.
20. SEBI, vide its Master Circular dated May 17, 2023 and subsequent notifications thereto, has made it mandatory for holders of physical securities to furnish details of PAN, KYC (Postal Address, Mobile Number, E-mail, Bank Details, Signature) and Nomination / Optout of Nomination. In order to mitigate unintended challenges on account of freezing of folios and referring frozen folios to the administering authority under the aforesaid Acts, SEBI, vide its Circular dated November 17, 2023, has done away with the provision regarding freezing of folios lacking PAN, KYC, and Nomination details or referring them to the administering authorities. Further SEBI has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature. In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest. The relevant forms are available on the Company's website at [www.mrpl.co.in](http://www.mrpl.co.in) and on the website of the RTA at [www.linkintime.co.in/downloads.html](http://www.linkintime.co.in/downloads.html). Further, relevant FAQs published by SEBI on its website can be viewed at the following link: [www.sebi.gov.in/sebi\\_data/faqfiles/jan-2024/1704433843359.pdf](http://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf).

Shareholders who are holding shares in Electronic Form are requested to contact their respective Depository Participants (DP) only, for updating their bank details. They are also advised to seek 'Client Master Advice' from their respective DP to ensure that correct updation has been carried out in their record. It may be noted that the bank details provided by the Depositories is solely used by the Company to effect the payment of dividend. Hence, it is utmost necessary for shareholders to ensure that the correct Bank details are updated with Dps.

21. The Board of Directors recommended the final dividend @ 20% (₹ 2 per equity share of face value of ₹10/- each) for the financial year 2023-24 and fixed Friday, August 09, 2024 as the 'Record Date' for determining entitlement of members to receive final dividend for the financial year ended March 31, 2024.
22. The shareholders may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company after April 1, 2020 shall be taxable in the hands of shareholders. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, shareholders are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:
  1. Shareholders having valid Permanent Account Number ("PAN") - 10% or as notified by the Government of India.
  2. Shareholders not having PAN / valid PAN - 20% or as notified by the Government of India. The shareholders are requested to update their PAN with the Company (in case of shares held in physical mode) and with depositories (in case of shares held in demat mode).

No tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received

by them during FY 2024-25 does not exceed 5,000 and also in cases where shareholders provide Form 15G / Form 15H (Form 15H is applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding tax. PAN is mandatory for shareholders providing Form 15G / 15H or any other document as mentioned above. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Mutual Funds registered under Section 10(23D) of Income Tax Act, 1961 require to send the copy of Registration Certificate to avail the benefit of non-deduction of tax at source. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document in support of Tax benefit. The aforesaid forms/declaration and other documents need to be submitted by the shareholders to avail the benefits of TDS on Dividend, by sending an email to [mrpldivtax@linkintime.co.in](mailto:mrpldivtax@linkintime.co.in) by 5 P.M. IST on 06/08/2024.

23. The Company has appointed M/s Upendra Shukla., Practicing Company Secretary, Mumbai to act as the Scrutinizer, to scrutinize the remote e-voting. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
24. Detailed procedure for "Remote e-voting" is annexed which forms part of this notice.
25. In case of joint holders, attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote at the Meeting.
26. The Register of Directors and Key Managerial Personnel and their Shareholdings maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be made accessible for inspection at the 36<sup>th</sup> Annual General Meeting through electronic mode and shall remain open and accessible to any member during the continuance of the meeting.
27. Pursuant to Section 139 of the Companies Act, 2013, the Auditors of a Government Company are appointed by the Comptroller and Auditor General of India (C&AG) and in pursuance to Section 142 of the Companies Act, 2013, their remuneration is to be fixed by the Company in the Annual General Meeting or in such manner as the Company in general meeting may determine. The Members of the Company in 35<sup>th</sup> Annual General Meeting held on 25/08/2023, authorized the Board of Directors to fix the remuneration of Auditors appointed for the financial year 2023-24. Accordingly, the Board of Directors fixed remuneration of ₹33,00,000/- (Rupees Thirty Three Lakh only) for the Statutory Auditor for the financial year 2023-24 in addition to applicable service tax, education cess and reimbursement of actual traveling and out-of-pocket expenses. The appointment of Statutory Auditors of the Company for the year 2024-25 is yet to be approved by the C&AG. Accordingly, the Members may authorize the Board to fix an appropriate remuneration of Statutory Auditors as may be deemed fit by the Board for the financial year 2024-25.
28. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.mrpl.co.in](http://www.mrpl.co.in), The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
29. Member attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
30. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

## INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

### A. VOTING THROUGH ELECTRONIC MEANS

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.mrpl.co.in](http://www.mrpl.co.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021, MCA Circular No. 02/2022 dated May 05, 2022, MCA Circular No. 10/2022 dated December 28, 2022 and MCA Circular No. 09/2023 dated September 25, 2023.

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, August 19, 2024 at 9:00 A.M. and ends on Wednesday, August 21, 2024 at 5:00P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, August 16, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, August 16, 2024.

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company</p>

	<p><b>name or e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="746 593 1276 907" style="text-align: center;">  </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>



<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
---	---

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free no. 1800 21 09911

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
---	--

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of Mangalore Refinery and Petrochemicals Limited (MRPL) to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”. **The EVEN of MRPL is: 129465**
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ucshukla@rediffmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Amit Vishal, Deputy Vice President – NSDL at evoting@nsdl.com.

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@mrpl.co.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@mrpl.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor@mrpl.co.in. The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at investor@mrpl.co.in on or before 14/08/2024 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

#### **Other Instructions**

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast through remote e-Voting) and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.mrpl.co.in and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.