



Mangalore Refinery and Petrochemicals Limited

(A Government of India Enterprise and subsidiary of ONGC)

Registered Office : Mudapadav, Post Kuthethoor, Via. Katipalla,

Mangaluru- 575 030, Karnataka

CIN: L85110KA1988GOI008959

E-Mail: investor@mrpl.co.in Website: www.mrpl.co.in

Tel No.0824-2270400, Fax No.0824-2273300

NOTICE OF 28TH ANNUAL GENERAL MEETING (AGM)

NOTICE is hereby given that the Twenty Eighth Annual General Meeting of the Members of **Mangalore Refinery and Petrochemicals Limited** will be held on Saturday, 3rd September, 2016 at 4 PM at MRPL Employees Club, Mudapadav, Post Kuthethoor, Via. Katipalla, Mangaluru- 575 030, Karnataka to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt:
 - the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2016, the reports of the Board of Directors and Auditors thereon; and
 - the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016 and the Report of Auditors thereon.
- To appoint a Director in place of Shri D. K. Sarraf (DIN:00147870) who retires by rotation and being eligible offers himself for re-appointment as a Director.
- To authorize Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors of the Company for the Financial Year 2016-17, 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 authorised 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 as appointed by Comptroller and Auditor General of India for the Financial Year 2016-17."

SPECIAL BUSINESS:

- To appoint Shri A. K. Sahoo (DIN:07355933) as 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 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, Shri A. K. Sahoo (DIN:07355933) who was appointed as Director (Finance) by the Ministry of Petroleum and Natural

Gas (MoP&NG), Government of India, vide its letter number No.C-31013/1/2014-CA/FTS:30015 dated 9th November, 2015 and subsequently appointed as an additional Director designated as Director (Finance) by the Board of Directors with effect from 1st February, 2016 to hold office upto the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri A.K. Sahoo (DIN:07355933), as a candidate for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation."

- To appoint Shri Diwakar Nath Misra (DIN:07464700) as 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 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, Shri Diwakar Nath Misra (DIN:07464700) who was appointed as a Government Nominee Director by the Ministry of Petroleum and Natural Gas (MoP&NG), Government of India, vide its letter number No.C-31033/1/2012-CA/FTS:18688 dated 3rd March, 2016 and subsequently appointed as an additional Director by the Board of Directors with effect from 9th March, 2016 to hold office upto the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri Diwakar Nath Misra (DIN:07464700), as a candidate for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation."

- To raise funds upto ₹ 3,000 crore through issue of non convertible debentures (NCDs)/ Bonds and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolutions as Special Resolutions:

"RESOLVED THAT pursuant to Section 42 and other applicable provisions of the Companies Act, 2013 read with Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other applicable statutory provisions (including any statutory modifications or re-enactments thereof) the Board of Directors of the

Company (the "Board") be and is hereby authorised to make offer(s) or invitation(s) to subscribe to the non-convertible debentures(NCDs)/ Bonds upto ₹ 3,000 Crore, in one or more tranches /series, in domestic market, during the period commencing from the date of passing of Special Resolution till completion of one year thereof or the date of next Annual General meeting in the financial year 2017-18 whichever is earlier in conformity with rules, regulations, notifications and enactments as may be applicable from time to time, subject to the total borrowing powers of the company approved by share holders under Section 180(1) (c) of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do or delegate from time to time, all such acts, deeds and things as may be deemed necessary to give effect to private placement of such bonds including but not limited to determining the face value, issue price, issue size, tenor, timing, amount, security, coupon/interest rate, yield, listing, allotment and other terms and conditions of issue of NCDs/Bonds as it may, in its absolute discretion, consider necessary."

7. To enhance public shareholding of the Company to 25% pursuant to SEBI directive and in this regard to consider and if thought fit , to pass with or without modification(s), the following resolutions as Special Resolutions:

"RESOLVED THAT pursuant to the provisions of Section 42, 62 and other applicable provisions, of the Companies Act, 2013 and rules made there under (including any statutory modifications or re-enactments thereof for the time being in force as amended from time to time), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, and subject to the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009, SEBI Circular No. CIR/CFD/CMD/14/2015 dated 30/11/2015 on manner of achieving minimum public shareholding and such other approvals, permissions and sanctions as may be necessary and subject further to such conditions and modifications as may be prescribed in granting such approvals , permissions and sanctions which may be agreed by the Board of Directors of the Company (hereinafter referred as "the Board" which term shall be deemed to include any Committee thereof), the consent, authority and approval of the Company be and is hereby accorded, to the Board of Directors of the Company to offer, issue and allot in one or more tranches of securities including equity shares or to approve any other option available for enhancement of the public shareholding to 25% in compliance with Securities Contracts (Regulation) (Second Amendment) Rules, 2014."

"RESOLVED FURTHER THAT consent of the Company be and is hereby accorded to the issue of securities including equity shares by way of any of the modes notified by the SEBI vide its circular No. CIR/CFD/CMD/14/2015 dated 30/11/2015 and to authorize the Board of Directors to approve any other option available to achieve the minimum level of public shareholding of 25% specified in Rule 19(2)(b) and/or Rule 19 A of the Securities Contracts (Regulation) Rules, 1957."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to determine the terms and timing of the issue(s), including the class of investors to whom the securities are to be allotted, number of securities to be allotted in each tranche, issue price, face value, engagement of

agencies, premium amount in issue / conversion / exercise / redemption, listings on one or more stock exchanges in India or abroad as the Board may in its absolute discretion deem fit and to make and accept any modifications in the proposals as may be required by the authorities involved in such issue(s), to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s) of securities."

"RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of securities or to accept, approve any other option available for enhancement of public shareholding to 25%, the Board of Directors be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof for achieving the minimum public shareholding as per Securities Contracts (Regulation) (Second Amendment) Rules, 2014."

8. To ratify the remuneration of the Cost Auditors for the Financial Year 2015-16 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 2015-16, be paid the remuneration of ₹1,75,000/- plus applicable taxes, travel cost and out of pocket expenses payable, 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."

9. To ratify the remuneration of the Cost Auditors for the Financial Year 2016-17 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 2016-17, be paid the remuneration of ₹ 1,85,000/- plus applicable taxes, travel cost and out of pocket expenses payable, 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."

10. To approve related party transactions with Related Parties 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 provisions of Section

188 and applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) Related Party Transaction Policy of the Company and other statutory provisions, rules, regulations etc. as may be applicable, the consent of the Company be and is hereby accorded for transactions exceeding 10% of the turnover of the Company or ₹ 100 crore, whichever is lower, in any financial year, with each of the related parties viz., Shell MRPL Aviation Fuels and Services Limited and Mangalore SEZ Limited, on arm's length basis in the ordinary course of business."

"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."

By Order of the Board of Directors

Sd/-
Dinesh Mishra
Company Secretary

Place : Mangaluru

Date : 01/08/2016

NOTES:

1. The relevant explanatory pursuant to Section 102 of the Companies Act, 2013 in respect of Special Businesses, as set out above is annexed hereto. The Notice of 28th Annual General Meeting alongwith instructions for remote e-voting is sent to Members, Directors, Auditors and others entitled to, by permitted mode.
2. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. The proxy form in order to be valid and effective should be deposited at the registered office of the company not less than forty-eight hours (48 hrs.) before the time of commencement of the meeting. Blank proxy form is attached.
In terms of section 105 of the Companies Act, 2013, and rules thereunder, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company. A member holding more than ten percent of the total share capital of the company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member. Proxies submitted on behalf of limited companies, societies etc. must be supported by appropriate resolution/ authority, as applicable.
3. Corporate members intending to send their authorized representatives to attend the annual general meeting pursuant to provisions of Section 113 of the Companies Act, 2013 are required to send a certified copy of the relevant Board resolution authorizing the representative to attend & vote on their behalf at the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 28/08/2016 to 03/09/2016 (both days inclusive) for the purpose of annual closure.
5. Brief profile of the Directors seeking appointment/ re-appointment, as mandated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of the Notice. None of the Directors of the Company are in any way related to each other.
6. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Transfer

Agent of the Company – M/s. Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup (West), Mumbai – 400 078, email : mrplirc@linkintime.co.in

7. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares, in Demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form are required to submit their PAN details and e-mail details to M/s. Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup (West), Mumbai – 400 078, email: mrplirc@linkintime.co.in
8. Members desirous of obtaining any information on any item of business of this meeting are requested to forward the same before 24/08/2016 to the Company Secretary at the Registered Office of the Company, email : 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 3:30 pm and 5:00 p.m. upto 03/09/2016, the date of the 28th Annual General Meeting.
9. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, the PDF copy of the 28th AGM Notice, Annual Report and other communications are sent through electronic mode to those Members who have registered their email address either with the Company or with the Depository Participants. Members who have not registered their email address with Company can now register the same by submitting a duly filled-in E-communication Registration Form available on the website of the Company www.mrpl.co.in to M/s. Link Intime India Pvt Ltd. or Investor Service Department of the Company. 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.
10. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 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 28th AGM by electronic means. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on 27/08/2016, i.e. the date prior to the commencement of book closure, 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 9:00 a.m. on 31/08/2016 and will end at 5:00 p.m. on 02/09/2016. In addition, the facility for voting through ballot paper shall also be made available at the venue of AGM and the Members attending the 28th AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote at the 28th Annual General Meeting venue.
11. 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 and 2007-08 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 08/08/2015 (date of last Annual General Meeting) on the website of the company (www.mrpl.co.in) and also on the website of the Ministry of Corporate Affairs. Unclaimed dividend for FY 2008-09 will be due for transfer to the Investor Education and Protection Fund (IEPF) on or before 24/10/2016 pursuant to the provisions of the Companies Act, 2013.
12. Members holding shares in physical form may avail of the facility of nomination in terms of Section 72 of the Companies Act, 2013 by nominating in the form SH-13 as prescribed in the Companies (Share Capital & Debenture) Rules, 2014. Those holding shares in physical form may send Form SH-13 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.
 13. Members holding shares in multiple folios in physical mode in multiple folios are requested to apply for consolidation to the Company or its RTA alongwith relevant share certificates.
 14. Members are requested to notify immediately any change of address :
 - i) To the DP in respect of shares held in dematerialised form, and
 - ii) To the Company at its registered office or to its RTA in respect of their physical shares, if any quoting their folio number.
 15. The Company has appointed M/s. Rathi & Associates, Practicing Company Secretaries, Mumbai to act as the Scrutinizer, to scrutinize the remote e-voting and physical vote at the venue of AGM in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
 16. Detailed procedure for "Remote E-voting" is annexed which forms part of this notice.
 17. 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.
 18. 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 available for inspection at the 28th Annual General Meeting.

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. 4:

Ministry of Petroleum & Natural Gas (MoP&NG), Government of India, vide its letter number No.C-31013/1/2014-CA/FTS:30015 dated 9th November, 2015 appointed Shri A.K.Sahoo as Director (Finance) with effect from 01/02/2016. The Board of Directors subsequently appointed Shri A.K. Sahoo as an additional Director designated as Director (Finance) with effect from 1st February, 2016 to hold office upto the date of this Annual General Meeting.

The Company has received a notice in writing from a member alongwith the deposit of ₹1,00,000/- proposing the candidature of Shri A.K. Sahoo for the office of Director of the Company.

Shri A.K. Sahoo, Director (Finance) is a Director on the Board of ONGC Mangalore Petrochemicals Limited and Mangalore SEZ Limited. Shri A.K. Sahoo is not related to any of the Directors of the Board. He doesn't hold any equity shares in this Company.

Accordingly, the Directors recommend the resolution set out in this item for the approval of members. None of the Directors, Key Managerial Personnel and their relatives except Shri A.K. Sahoo is concerned or interested in this resolution.

Item No. 5:

Ministry of Petroleum & Natural Gas (MoP&NG), Government of India, vide its letter number No.C-31033/1/2012-CA/FTS:18688 dated 3rd March, 2016 appointed Shri Diwakar Nath Misra as Director. The Board of Directors subsequently appointed Shri Diwakar Nath Misra as an additional Director with effect from 9th March, 2016 to hold office upto the date of this Annual General Meeting.

The Company has received a notice in writing from a member alongwith the deposit of ₹1,00,000/- proposing the candidature of Shri Diwakar Nath Misra for the office of Director of the Company.

Shri Diwakar Nath Misra is not related to any of the Directors of the Board. He doesn't hold any equity share of the Company.

Accordingly, the Directors recommend the resolution set out in this item for the approval of members. None of the Directors, Key Managerial Personnel and their relatives except, Shri Diwakar Nath Misra is concerned or interested in this resolution.

Item No. 6:

As per provisions of Section 42 of the Companies Act, 2013 read with Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company shall not make private placement of its securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by share holders of the Company by a Special Resolution for each of the offers or invitations. However, in case of offer or invitation for non-convertible debentures, it shall be sufficient if the Company passes a Special Resolution once a year for all the offers or invitations for such debenture during the year.

In view of the above, approval of the members of the Company is being sought to authorize the Board of Directors to make offer(s) or invitation(s) to subscribe to the non-convertible debentures (NCDs)/ Bonds upto ₹ 3,000 crore, from the date of passing special Resolution till completion of one year thereof or the date of next Annual General Meeting in the financial year 2017-18 whichever is earlier, subject to ceiling approved by the share holders under Section 180(1)(c) of Companies Act, 2013.

The Board of Directors of the Company had considered the proposal and recommended the passing of proposed Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolutions either financially or otherwise, except to the extent of their equity holding in the Company.

Item No. 7:

As per the Securities Contracts (Regulations) (Second Amendment) Rules, 2014 and the corresponding provisions of Regulation 38 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, every Listed Company is required to maintain a minimum shareholding of atleast 25% of the total Capital. Presently the public shareholding of the Company is 11.43% and the remaining (88.57%) with the Promoters.

SEBI vide its circular No. CIR/CFD/CMD/14/2015 dated 30/11/2015 has suggested the following modes to achieve the minimum level of public shareholding specified in Rule 19(2)(b) and/or Rule 19 A of the Securities Contracts (Regulation) Rules, 1957 :

- i) Issuance of shares to public through prospectus;
- ii) Offer for sale of shares held by promoters to public through prospectus;
- iii) Sale of shares held by promoters through the secondary market in terms of SEBI circular CIR/MRD/DP/05/2012 dated 01/02/2012;
- iv) Institutional Placement Programme (IPP) in terms of Chapter VIIIA of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- v) Rights issue to public shareholders, with promoter/promoter group shareholders forgoing their entitlement to equity shares, that may arise from such issue;
- vi) Bonus issue to public shareholders, with promoter/promoter group shareholders forgoing their entitlement to equity shares, that may arise from such issue;
- vii) Any other method as may be approved by SEBI on a case to case basis. For this purpose, the listed entities may approach SEBI with appropriate details.

Approval of members of the Company is being sought to authorize the Board of Directors to approve enhancement of public shareholding to 25% by any of the available options pursuant to SEBI Circular dated 30/11/2015 on manner of achieving 25% public shareholding.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolutions either financially or otherwise, except to the extent of their equity holding in the Company.

Item No. 8 & 9:

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 2015-16. On the recommendation of the Audit Committee, the Board approved the appointment of M/s Bandyopadhyaya Bhaumik & Co, Cost Accountant as the Cost Auditor of the Company for the financial year 2015-16 at remuneration of ₹ 1,75,000/-, plus applicable taxes, travel cost and out of pocket expenses, if any, in connection with the cost audit. The Board has re-appointed M/s Bandyopadhyaya Bhaumik & Co., Cost Accountant as the Cost Auditor for FY 2016-17 at a remuneration of ₹1,85,000/-, plus applicable taxes, travel cost and out of pocket expenses, on the recommendations of the Audit Committee.

As per Rule 14 of the Companies (Audit and Auditors) Rule, 2014 read with Section 148 (3) of the Companies Act, 2013, the remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified subsequently by the shareholders. Accordingly, members are requested to ratify the remuneration payable to the Cost Auditors for the financial year 2015-16 and 2016-17.

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. 10:

As per the provisions of Section 188 of the Companies Act, 2013 read with rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter "SEBI Listing Regulations, 2015") except with the approval of the Shareholders by way of resolution, a company shall not enter into any transaction with any Related Party for availing or rendering of any service exceeding 10% of the turnover of the company or ₹ 100 crore, whichever is lower.

The related parties of your Company, inter-alia include its subsidiaries and associate companies. As per the MCA notification number GSR 463 (E) dated 5th June 2015, transaction between two Government Companies are exempted from the provisions of Section 188 of the Act. The same exemptions are also available under the SEBI Listing Regulations, 2015. Hence, transactions of your Company with Government Companies who are related parties of your Company are not required to be approved by the Shareholders. The omnibus approval from the Audit Committee had been accorded in respect of the transactions with all the related parties pursuant to the provisions of SEBI Listing Regulations, 2015. Pursuant to Section 188 of the Companies Act, 2013, the company proposes to seek approval of the Shareholders by way of an ordinary resolution for entering into transactions exceeding 10% of the annual turnover of the Company or ₹ 100 Crore whichever is lower in any financial year with Shell MRPL Aviation Fuels and Services Limited and Mangalore SEZ Limited.

The Company is having transactions in the ordinary course of business at arm's length basis with the following Associate Companies:

1. Shell MRPL Aviation Fuels and Services Limited (SMAFSL)
Shell MRPL Aviation Fuels and Services Limited is a 50:50 joint venture between MRPL and Shell Gas BV Netherlands. The Company has a long term purchase contract with MRPL for purchase of aviation turbine fuel (ATF) and MRPL supplies the same to SMAFSL. The prices for the said transactions are as per the agreed terms and conditions. As per the Articles of Association of Shell MRPL Aviation Fuels and Services Limited, MRPL has nominated two Directors on the Board of the Company.
2. Mangalore SEZ Limited (MSEZL)
The shares of Mangalore SEZ Limited are held by ONGC (26%), IL&FS (50%), KIADB (23%) and balance is held by OMPL and Canara Chamber of Commerce. MRPL has entered into a tripartite agreement with OMPL and MSEZ for the supply of river water/TTP water and marine outfall. The Company has entered into a tripartite agreement with OMPL and MSEZ for construction of pipeline corridor and

bypass road and MRPL is paying service charges to MSEZ. ONGC has nominated two Directors of MRPL on the Board of MSEZL and the Chairman of MRPL is the Chairman of MSEZL. The prices for the said transactions are as per the agreed terms and conditions.

The particulars of the transaction pursuant to the provisions of Section 188 and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as under :

Name of the related Party	Nature of relationship	Nature of transaction(s)	Estimated amount of the Contract in any financial year	Director or Key Managerial Person who is interested
Shell MRPL Aviation Fuels and Services Limited	Joint Venture Company	Sale of products	More than ₹ 100 crore or 10% of the turnover of the Company, whichever is lower	None of the Directors or KMP of MRPL are interested in Shell MRPL Aviation & Fuel Services Limited as per the provisions of the Companies Act, 2013.
Mangalore SEZ Limited	Associate Company	Supply and utilizing the services	More than ₹ 100 crore or 10% of the turnover of the Company, whichever is lower	None of the Directors or KMP of MRPL are interested in Mangalore SEZ Limited as per the provisions of the Companies Act, 2013.

The Directors nominated by MRPL are not receiving any remuneration, commission or sitting fee from SMAFSL and therefore, are only having official interest in SMAFSL. In respect of MSEZL, two Directors of MRPL are on the Board of MSEZL nominated by ONGC and pursuant to the provisions of Section 184 of the Companies Act, 2013 and Rules thereunder, do not hold any equity shares in the Company and thus are not having any personal interest in terms of Section 184 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolutions either financially or otherwise, except to the extent of their equity holding in the Company.

DETAILS OF THE DIRECTORS' SEEKING APPOINTMENT/ REAPPOINTMENT AT THE 28th ANNUAL GENERAL MEETING

Name of Director / DIN	Shri D. K. Sarraf DIN: 00147870	Shri A.K. Sahoo DIN: 07355933	Shri Diwakar Nath Misra DIN: 07464700
Date of Birth	03/09/1957	04/05/1963	31/07/1974
Date of Appointment on the Board	01/03/2014	01/02/2016	09/03/2016
Qualifications & Expertise	Shri D. K. Sarraf is a Post Graduate in Commerce from the prestigious Shri Ram College of Commerce, Delhi university. He is an Associate member of Institute of Cost Accountants of India and the Institute of Company Secretaries of India. He has experience of over three decades in the oil and gas industry.	Shri Akshaya Kumar Sahoo is a Fellow Member of the Institute of Cost Accountants of India. Shri Sahoo has 25 years of varied experience in finance, project finance, treasury, corporate accounts, management and project implementation. He has graduated in science and post graduated in Analytical and Applied Economics from Utkal University, Odisha.	Shri Diwakar Nath Misra belongs to Indian Administrative Service (IAS) - Assam Meghalaya Cadre (2000 batch). He also holds a Post Graduate degree in Philosophy. During his career of 16 years as an IAS Officer, he has held various administrative positions in Government of Assam as well as Government of India. Currently, he is Director (Gas Pricing) in the Ministry of Petroleum and Natural Gas.
Directorship held in other Public Companies (excluding foreign private and Section 8 of Companies Act)	<ol style="list-style-type: none"> Oil and Natural Gas Corporation Limited ONGC Videsh Limited ONGC Petro Additions Limited ONGC Mangalore Petrochemicals Limited Mangalore SEZ Limited ONGC Tripura Power Company Limited Petronet LNG Limited 	<ol style="list-style-type: none"> ONGC Mangalore Petrochemicals Limited Mangalore SEZ Limited 	—

Chairman/ Member of the Committees	1. Petronet LNG Limited Member- Audit Committee Member- Nomination and Remuneration Committee	1. ONGC Mangalore Petrochemicals Limited, Member- Audit Committee	—
Shareholding of Directors	100	NIL	NIL
Relationship between Directors inter-se	NIL	NIL	NIL

PROCEDURE FOR “REMOTE E-VOTING”

Pursuant to provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 28th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by NSDL

- I. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - II. The remote e-voting period commences on 31/08/2016 (9:00 a.m.) and ends on 02/09/2016 (5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 27/08/2016 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by or voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - III. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select 104389 of “Mangalore Refinery and Petrochemicals Limited”.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to associates.rathi@gmail.com with a copy marked to evoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of 28th Annual General Meeting [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :
 - (i) Initial password is provided at the bottom of the Attendance Slip for the AGM :
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- IV. In case of any grievances connected with the facility for voting by electronic means, Members can directly contact Ms. Pallavi Mhatre, Assistant Manager, NSDL, 4th Floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Senapati Bapart Marg, Lower Parel, Mumbai 400 013. Email: evoting@nsdl.co.in, Toll Free No.: 1800-222-990. Members may also write to Company Secretary at the Email ID : investor@mrpl.co.in.
- V. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VI. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 27/08/2016.

VIII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 27/08/2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or mrplirc@linkintime.co.in. However, any person who have received the notice and disposed off the shares before the cut-off date i.e. 27/08/2016, may treat the notice for information only.

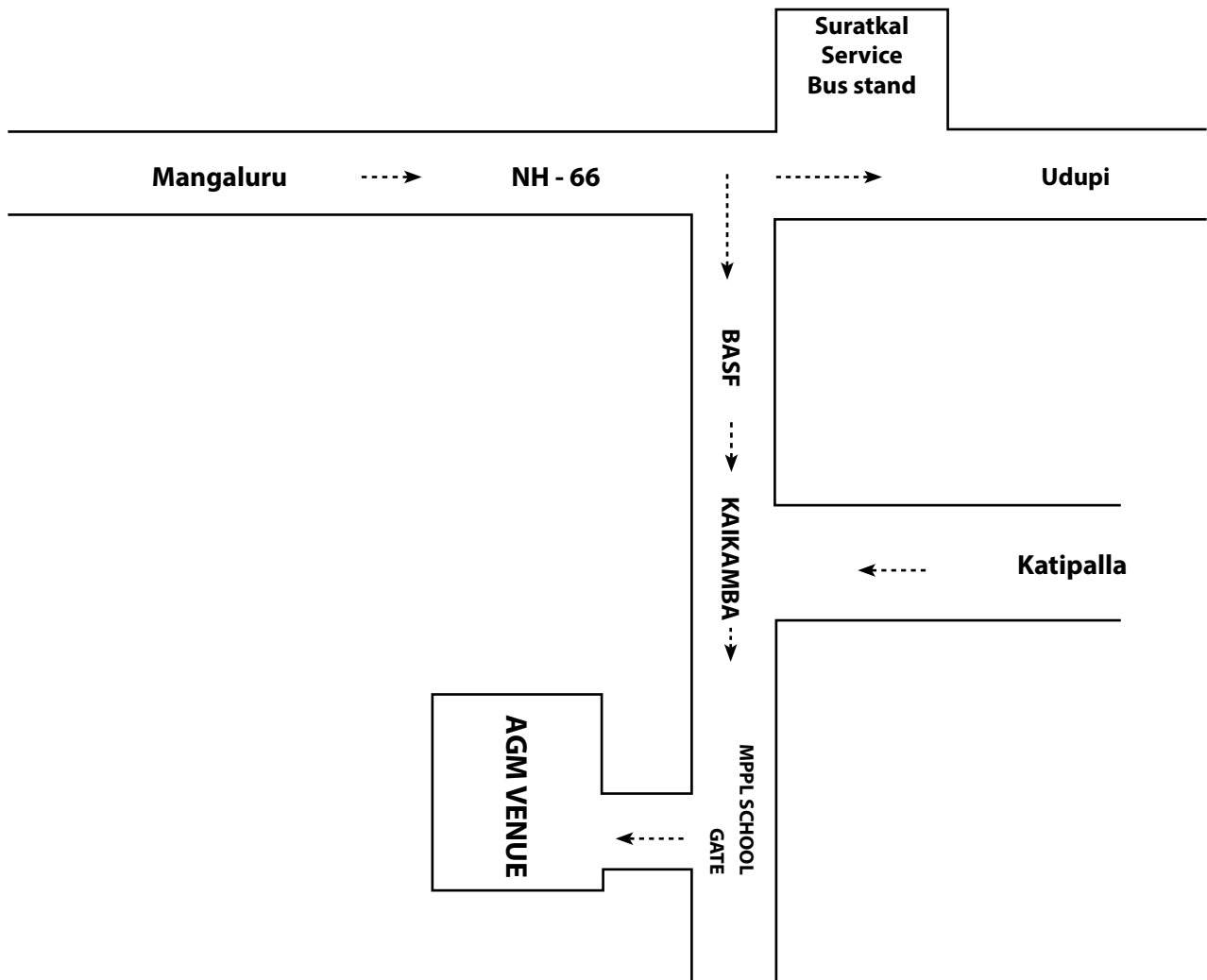
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

IX. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be

allowed to vote again at the Annual General Meeting.

- X. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XI. M/s Rathi & Associates, Practicing Company Secretaries, Mumbai have been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XII. The result along with Scrutinizer's report will be placed on the Company's website i.e. www.mrpl.co.in and on the website of NSDL immediately after the result is declared by the Chairman and the same shall be communicated to the Stock Exchanges.

ROUTE MAP OF THE VENUE OF THE 28TH AGM OF MRPL





MANGALORE REFINERY AND PETROCHEMICALS LIMITED

Registered Office :Mudapadav, Kuthethoor P.O. Via. Katipalla, Mangaluru - 575030, Karnataka.
Tel. No. : 0824-2270400; Fax No. : 0824-2273300: Website: www.mrpl.co.in; E-mail Id: investor@mrpl.co.in
CIN: L85110KA1988GOI008959

ATTENDANCE SLIP

28th Annual General Meeting on Saturday, 3rd September, 2016

Registered Folio No. / DP ID - Client ID :	
Name and Address of the Shareholder	
Joint holders	
No. of Shares	

I / We hereby record my/our presence at the 28th Annual General Meeting of the Company held on Saturday, 3rd September, 2016 at 4:00 p.m. at MRPL Employees Club, MRPL, Mangaluru - 575 030, Karnataka.

Member's/Proxy's Name in Block Letters

Member's/Proxy's Signature

Note: Please fill this Attendance Slip and HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

✂-----

Electronic Voting Particulars

EVEN (Electronic Voting Event Number)	User ID	Password

Note: Please read the instructions printed along with the Notice of 28th Annual General Meeting. The Voting period starts from 09:00 a.m. on Wednesday, August 31, 2016 and ends at 5:00 p.m. on Friday, September 2, 2016. The voting module shall be disabled by NSDL for voting thereafter.

✂-----



MANGALORE REFINERY AND PETROCHEMICALS LIMITED

Registered office: Mudapadav, Kuthethoor P.O. Via. Katipalla, Mangaluru - 575030, Karnataka
Tel. No.: 0824-2270400; Fax No. : 0824-2273300: Website: www.mrpl.co.in; E-mail Id: investor@mrpl.co.in
CIN: L85110KA1988GOI008959

PROXY FORM - MGT 11

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

28th Annual General Meeting on Saturday, 3rd September, 2016

Name of the member (s):		E-mail Id:	
Registered Address		Folio No/ Client Id:DP ID:	

I/We, being the member(s) holding shares of Mangalore Refinery and Petrochemicals Limited, hereby appoint

- Name:.....
Address:.....
Signature:, or failing him
- Name:.....
Address:.....
Signature:, or failing him
- Name:.....
Address:.....
Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the company, to be held on Saturday, 3rd September, 2016 at 4:00 p.m. at MRPL Employees Club, MRPL, Mangaluru - 575 030, Karnataka and at any adjournment thereof in respect of such resolutions as are indicated on the reverse:

Resolution for Ordinary Business		For	Against	Abstain
1	To receive, consider and adopt the Audited standalone Financial Statement of the Company for the financial year ended 31 st March, 2016, the reports of the Board of Directors and Auditors thereon; and the Audited consolidated Financial Statement.			
2	To appoint a Director in place of Shri D. K. Sarraf (DIN:00147870) who retires by rotation and being eligible offers himself for re-appointment as a Director.			
3	To authorise Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors of the Company for the Financial Year 2016-17.			

Special Business, Ordinary Resolution				
4	To appoint Shri A. K. Sahoo (DIN:07355933) as Director.			
5	To appoint Shri Diwakar Nath Misra (DIN:07464700) as Director.			
6	To ratify the Remuneration of Cost Auditors for the Financial year 2015-16.			
7	To ratify the Remuneration of Cost Auditors for the Financial year 2016-17.			
8	To approve related party transactions.			

Special Business, Special Resolution				
9	To raise funds upto ₹ 3000 crore through issue of non convertible debentures (NCDs)/ Bonds.			
10	To enhance public shareholding of the Company to 25% pursuant to SEBI directive.			

Signed this.....day of 2016.

Affix Revenue Stamp Re.1/-

Signature of Member

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Please put a 'X' in the Box in the appropriate column against the respective resolutions. It is optional to indicate your preference. If you leave for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. Appointing a proxy does not prevent a member from attending the meeting in person, if he/she so wishes.