

CS Narasimha Pai P.

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**P.N. Pai & Co**

Company Secretaries

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

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

22nd August, 2022

To,
The Chairperson
Mangalore Refinery and Petrochemicals Limited
Mudapadav, Kuthethoor,
P.O. Via- Katipalla,
Mangalore-575030
Karnataka

Dear Sir,

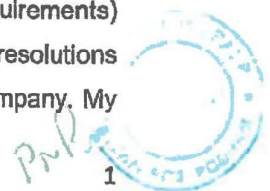
Sub: Scrutinizer's Report on remote e-voting process and e-voting conducted at the 34th Annual General Meeting (AGM) of Equity Shareholders of Mangalore Refinery and Petrochemicals Limited held on Monday, 22nd August, 2022 at 4.00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

1. Mangalore Refinery and Petrochemicals Limited ("the Company") vide Resolution of its Board of Directors dated 15th July, 2022 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and e-voting conducted at the 34th Annual General Meeting (AGM) on the Resolutions contained in the Notice dated 15th July, 2022 for the AGM as prescribed under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules 2014, of the Companies Act, 2013 ("the Act") as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of members of the Company, be carried out in a fair and transparent manner.
2. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules relating to Remote e-voting and the applicable regulations of the SEBI (Obligations and Disclosure Requirements) Regulations, 2015, relating to Remote e-voting and E-voting on the resolutions contained in the aforesaid Notice for the 34th AGM of the Members of the Company. My

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responsibility as a Scrutinizer is to Scrutinize and ensure that the voting done by Remote e-voting and e-voting conducted at the Meeting is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favor" or "against" the resolutions, based on the reports generated from the remote e-voting system of National Securities Depository Limited (NSDL) and e-voting conducted at the meeting as provided by the Company.

3. As required under Section 101 of the Act, the Notice for 34th AGM along with explanatory statement under Section 102 of the Act was sent to the Members by permitted means. The Equity shareholders holding shares as on 15th August, 2022 (cut-off date") were entitled to vote on the resolutions as stated in the Notice of the 34th AGM. The Company provided the remote e-voting facility and e-voting conducted at the meeting offered by National Securities Depository Limited (NSDL) to cast votes on aforesaid resolutions through Remote e-voting by the Members of the Company.
4. Remote e-voting facility was made available to the shareholders of the Company to exercise their voting rights from 9:00 a.m. of Friday, 19th August, 2022 upto 5:00 p.m. of Sunday, 21st August, 2022. Accordingly, votes cast upto 21st August, 2022 have been considered for my scrutiny. The facility of voting at the Annual General Meeting by e-voting has also been considered for the scrutiny.
5. After the conclusion of the 34th Annual General Meeting, the voting by remote e-voting and e-voting at the meeting were unblocked. A summary of the votes cast by shareholders through remote e-voting and e-voting at the 34th Annual General Meeting with their pattern of voting is furnished herein after.
6. The results of the voting by members through Remote e-voting and e-voting at the 34th Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairperson of the Company. Summary of the votes cast by remote e-voting and e-voting at the Annual General Meeting for each of the resolutions is given herein after:



Resolution No. 1: Ordinary Resolution

To adopt the audited financial statements including consolidated financial statements of the Company for the financial year ended on 31st March, 2022 together with the Board's Report, the Auditor's Report thereon and comments of the Comptroller and Auditor-General of India in terms of applicable provisions of the Companies Act, 2013 and Rules

Sl. No.	Particulars	No. of e-voting during the AGM/ remote e-voting confirmations	No. of shares voted
a	Remote e-voting confirmations received	866	1,57,53,23,048
b	e-voting during the AGM	19	10,213
	Total	885	1,57,53,33,261
c	Less: Invalid e-voting during the AGM/Remote e-voting confirmations	0	-
d	Net valid e-voting during the AGM /Remote e-voting confirmations	885	1,57,53,33,261
i	e-voting during the AGM /Remote e-voting confirmations with assent for the Resolution	865	1,57,53,26,259
	% of Assent	99.9996	
ii	e-voting during the AGM /remote e-voting confirmations with dissent for the Resolution	20	7,002
	% of Dissent	0.0004	



Resolution No.2: Ordinary Resolution

To appoint a Director in place of Shri Vinod S. Shenoy (DIN: 07632981), who retires by rotation and being eligible offers himself for re-appointment as a Director

Sl. No.	Particulars	No. of e-voting during the AGM/ remote e-voting confirmations	No. of shares voted
a	Remote e-voting confirmations received	861	1,58,32,81,721
b	e-voting during the AGM	19	10,213
	Total	880	1,58,32,91,934
c	Less: Invalid e-voting during the AGM/Remote e-voting confirmations	0	-
d	Net valid e-voting during the AGM /Remote e-voting confirmations	880	1,58,32,91,934
i	e-voting during the AGM /Remote e-voting confirmations with assent for the Resolution	781	1,55,65,84,104
	% of Assent	98.3131	
ii	e-voting during the AGM /remote e-voting confirmations with dissent for the Resolution	99	2,67,07,830
	% of Dissent	1.6869	



Resolution No.3: Ordinary Resolution

To authorize Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors of the Company for the Financial Year 2022-23 in terms of provisions of Section 139(5) read with Section 142 of the Companies Act 2013

Sl. No.	Particulars	No. of e-voting during the AGM/ remote e-voting confirmations	No. of shares voted
a	Remote e-voting confirmations received	863	1,58,32,81,866
b	e-voting during the AGM	19	10,213
	Total	882	1,58,32,92,079
c	Less: Invalid e-voting during the AGM/Remote e-voting confirmations	0	-
d	Net valid e-voting during the AGM /Remote e-voting confirmations	882	1,58,32,92,079
i	e-voting during the AGM /Remote e-voting confirmations with assent for the Resolution	841	1,58,32,75,354
	% of Assent	99.9989	
ii	e-voting during the AGM /remote e-voting confirmations with dissent for the Resolution	41	16,725
	% of Dissent	0.0011	



Resolution No.4: Ordinary Resolution

To appoint Shri Rajkumar Sharma (DIN: 01681944), as Independent Director of the Company

Sl. No.	Particulars	No. of e-voting during the AGM/ remote e-voting confirmations	No. of shares voted
A	Remote e-voting confirmations received	861	1,58,32,81,721
B	e-voting during the AGM	19	10,213
	Total	880	1,58,32,91,934
C	Less: Invalid e-voting during the AGM/Remote e-voting confirmations	0	-
D	Net valid e-voting during the AGM /Remote e-voting confirmations	880	1,58,32,91,934
I	e-voting during the AGM /Remote e-voting confirmations with assent for the Resolution	821	1,57,76,56,299
	% of Assent	99.6441	
li	e-voting during the AGM /remote e-voting confirmations with dissent for the Resolution	59	56,35,635
	% of Dissent	0.3559	



Resolution No.5: Ordinary Resolution

To appoint Smt. Nivedida Subramanian (DIN: 08646502), as Independent Director of the Company

Sl. No.	Particulars	No. of e-voting during the AGM/ remote e-voting confirmations	No. of shares voted
A	Remote e-voting confirmations received	861	1,58,32,81,721
B	e-voting during the AGM	19	10,213
	Total	880	1,58,32,91,934
C	Less: Invalid e-voting during the AGM/Remote e-voting confirmations	0	-
D	Net valid e-voting during the AGM /Remote e-voting confirmations	880	1,58,32,91,934
I	e-voting during the AGM /Remote e-voting confirmations with assent for the Resolution	827	1,57,78,72,331
	% of Assent	99.6577	
li	e-voting during the AGM /remote e-voting confirmations with dissent for the Resolution	53	54,19,603
	% of Dissent	0.3423	



Resolution No.6: Ordinary Resolution

To appoint Shri Manohar Singh Verma (DIN: 09393215), as Independent Director of the Company

Sl. No.	Particulars	No. of e-voting during the AGM/ remote e-voting confirmations	No. of shares voted
A	Remote e-voting confirmations received	860	1,58,32,81,726
B	e-voting during the AGM	19	10,213
	Total	879	1,58,32,91,939
C	Less: Invalid e-voting during the AGM/Remote e-voting confirmations	0	-
D	Net valid e-voting during the AGM /Remote e-voting confirmations	879	1,58,32,91,939
I	e-voting during the AGM /Remote e-voting confirmations with assent for the Resolution	820	1,57,78,35,829
% of Assent		99.6554	
li	e-voting during the AGM /remote e-voting confirmations with dissent for the Resolution	59	54,56,110
% of Dissent		0.3446	



Resolution No. 7: Ordinary Resolution

To appoint Shri Pankaj Gupta (DIN: 09393633), as Independent Director of the Company

Sl. No.	Particulars	No. of e-voting during the AGM/ remote e-voting confirmations	No. of shares voted
A	Remote e-voting confirmations received	859	1,58,32,81,686
B	e-voting during the AGM	19	10,213
	Total	878	1,58,32,91,899
C	Less: Invalid e-voting during the AGM/Remote e-voting confirmations	0	-
D	Net valid e-voting during the AGM /Remote e-voting confirmations	878	1,58,32,91,899
I	e-voting during the AGM /Remote e-voting confirmations with assent for the Resolution	796	1,56,61,65,666
	% of Assent	98.9183	
li	e-voting during the AGM /remote e-voting confirmations with dissent for the Resolution	82	1,71,26,233
	% of Dissent	1.0817	



Resolution No.8: Ordinary Resolution

To appoint Dr. Alka Mittal (DIN: 07272207) as Director of the Company

Sl. No.	Particulars	No. of e-voting during the AGM/ remote e-voting confirmations	No. of shares voted
A	Remote e-voting confirmations received	861	1,58,32,81,721
B	e-voting during the AGM	18	10,131
	Total	879	1,58,32,91,852
C	Less: Invalid e-voting during the AGM/Remote e-voting confirmations	0	-
D	Net valid e-voting during the AGM /Remote e-voting confirmations	879	1,58,32,91,852
I	e-voting during the AGM /Remote e-voting confirmations with assent for the Resolution	789	1,55,81,51,149
	% of Assent	98.4121	
li	e-voting during the AGM /remote e-voting confirmations with dissent for the Resolution	90	2,51,40,703
	% of Dissent	1.5879	



Resolution No.9: Ordinary Resolution

To appoint Shri Asheesh Joshi, Director - MoP&NG (DIN: 09005888) as Director of the Company

Sl. No.	Particulars	No. of e-voting during the AGM/ remote e-voting confirmations	No. of shares voted
A	Remote e-voting confirmations received	861	1,58,32,81,721
B	e-voting during the AGM	19	10,213
	Total	880	1,58,32,91,934
C	Less: Invalid e-voting during the AGM/Remote e-voting confirmations	0	-
D	Net valid e-voting during the AGM /Remote e-voting confirmations	880	1,58,32,91,934
I	e-voting during the AGM /Remote e-voting confirmations with assent for the Resolution	798	1,55,85,25,702
	% of Assent	98.4358	
li	e-voting during the AGM /remote e-voting confirmations with dissent for the Resolution	82	2,47,66,232
	% of Dissent	1.5642	


N/P

Resolution No.10: Ordinary Resolution

To appoint Smt. Pomila Jaspal, Director - ONGC (DIN: 08436633) as Director of the Company

Sl. No.	Particulars	No. of e-voting during the AGM/ remote e-voting confirmations	No. of shares voted
A	Remote e-voting confirmations received	859	1,58,32,81,390
B	e-voting during the AGM	18	10,131
	Total	877	1,58,32,91,521
C	Less: Invalid e-voting during the AGM/Remote e-voting confirmations	0	-
D	Net valid e-voting during the AGM /Remote e-voting confirmations	877	
I	e-voting during the AGM /Remote e-voting confirmations with assent for the Resolution	792	1,55,84,49,160
	% of Assent	98.4310	
li	e-voting during the AGM /remote e-voting confirmations with dissent for the Resolution	85	2,48,42,361
	% of Dissent	1.5690	



Resolution No.11: Ordinary Resolution

To ratify the remuneration of the Cost Auditors for the Financial Year 2022-23

Sl. No.	Particulars	No. of e-voting during the AGM/ remote e-voting confirmations	No. of shares voted
A	Remote e-voting confirmations received	865	1,58,32,82,266
B	e-voting during the AGM	20	10,713
	Total	885	1,58,32,92,979
C	Less: Invalid e-voting during the AGM/Remote e-voting confirmations	0	-
D	Net valid e-voting during the AGM /Remote e-voting confirmations	885	1,58,32,92,979
I	e-voting during the AGM /Remote e-voting confirmations with assent for the Resolution	834	1,57,78,67,046
	% of Assent	99.6573	
ii	e-voting during the AGM /remote e-voting confirmations with dissent for the Resolution	51	54,25,933
	% of Dissent	0.3427	



7. A Compact Disc (CD) Containing a list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes declared invalid for each resolution is enclosed.
8. The relevant records have been sealed and handed over to the Company Secretary for safekeeping.

Place: Mangalore

Date: 22.08.2022



**CS NARASIMHA PAI P, B.Com, F.C.S.
(Practicing Company Secretary)
C.P No 11629
UDIN: F009543D000828834**

COUNTERSIGNED BY

Handwritten signature
23/8/2022

Chairperson of the AGM of the Company