



## Mangalore Refinery and Petrochemicals Limited

(A subsidiary of Oil and Natural Gas Corporation Limited)

CIN: L23209KA1988GOI008959

Regd Office : Mudapadav, Post Kuthethoor, Via Katipalla, Mangaluru – 575 030.

Website: www.mrpl.co.in

### NOTICE OF 31<sup>st</sup> ANNUAL GENERAL MEETING (AGM)

NOTICE is hereby given that the Thirty First Annual General Meeting of the Members of Mangalore Refinery and Petrochemicals Limited will be held on **Saturday 3<sup>rd</sup> August, 2019 at 4 PM** at **MRPL Employees Recreation Centre, Mudapadav, Post Kuthethoor, Via Katipalla, Mangaluru - 575 030**, Karnataka, 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, 2019 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, 2019, 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 appoint a Director in place of Shri Shashi Shanker (DIN: 06447938), 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 Shashi Shanker, 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 appoint a Director in place of Shri K M Mahesh (DIN: 07402110), 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 K M Mahesh, 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 declare dividend for the financial year ended March 31, 2019 and in this regard, pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** a dividend at the rate of 10% (Rupee 1/- only) per equity share of ₹ 10/- (Rupees Ten) each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2019 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2019."

- To authorize Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors of the Company for the Financial Year 2019-20, 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 to be appointed by Comptroller and Auditor General of India for the Financial Year 2019-20."

### SPECIAL BUSINESS:

6. **To appoint Shri Vivek Mallya (DIN:05311763), as Independent 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 the provisions of Section 149, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Vivek Mallya (DIN:05311763), who was appointed as Non-Official Independent Director by the Ministry of Petroleum & Natural Gas vide its letter No. CA-31033/1/2018-PNG (25892) dated 03/01/2019 for a period concurrent with his tenure as non – Official Director (NoD) on the Board of ONGC i.e. till 30/01/2020, or until further orders by MoP&NG, whichever is earlier and subsequently appointed as an Additional Director, designated as Non Official Independent Director by the Board of Directors with effect from 07/01/2019 to hold office until 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 Vivek Mallya, as a candidate for the office of Director of the Company, be and is hereby appointed as Independent Director of the Company for three years, not liable to retire by rotation.”

7. **To ratify the remuneration of the Cost Auditors for the Financial Year 2018-19 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 2018-19, be paid the remuneration of ₹ 1.95 Lakhs plus applicable taxes, travel cost and out of pocket expenses, 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.”

8. **To ratify the remuneration of the Cost Auditors for the Financial Year 2019-20 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 2019-20, be paid the remuneration of ₹ 2.05 Lakhs plus applicable taxes, travel cost and out of pocket expenses, 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 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 for the financial year 2019-20 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 of ₹ 25,000 crore approved by share holders under Section 180(1) (c) of the Companies Act, 2013.”

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**“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 NCDs/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.”

By Order of the Board of Directors

Sd/-

**Dinesh Mishra**  
**Company Secretary**

Place : Mangaluru

Date: 18/06/2019

## NOTES:

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Businesses, as set out above is annexed hereto.
2. The Notice of 31<sup>st</sup> Annual General Meeting along with instructions for remote e-voting is sent to Members, Directors, Auditors and others entitled to, by permitted mode.
3. 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 hours) 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 carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights 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.
4. 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.
5. The Company has announced Book Closure from 03/06/2019 to 07/06/2019 (both days inclusive) for the purpose of determining the entitlement of the shareholders for the dividend. Accordingly, Dividend on Equity Shares as recommended by the Board of Directors for the Financial Year 2018-19, if approved at the meeting, will be payable to those eligible members whose names appear:
  - (a) As Beneficial Owners, as on 02/06/2019 as per the list furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) in respect of shares held in Dematerialised form, and
  - (b) As Members in the Register of Members of the Company as on 02/06/2019 in respect of shares held in Physical Form, after giving effect to all valid share transfers in physical form lodged with the Company or its R&T Agents on or before 02/06/2019.
6. 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.
7. All correspondence should be addressed to the Registrar and Share Transfer Agent of the Company – M/s. Link Intime India Pvt. Ltd., C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400 083, email : mrplirc@linkintime.co.in
8. In terms of Regulation 40(7) read with Schedule VII of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, it is mandatory for the transferor and the transferee(s) of the physical shares to furnish copy of their PAN card for registration of transfer of shares.  

Transferor and the Transferee(s) are requested to furnish copies of their PAN card along with Share Transfer Deed duly completed and physical share certificate(s). For securities market transactions and/or for off-market or private transactions involving transfer of shares, the transferee(s) as well as transferor(s) shall furnish copy of PAN card to the company/Registrar and Transfer Agents, as the case may be, for registration of such transfer of securities. In case where PAN card is not available i.e. in case of residents of Sikkim, the identity proof shall be submitted for registration of such transfer of securities.
9. SEBI vide its notification dated 08/06/2018 has mandated that, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. Members

holding shares in physical form are therefore requested to dematerialize their share certificates.

10. Members desirous of obtaining any information on any item of business of this meeting are requested to forward the same before 30/07/2019 to the Company Secretary at the Registered Office of the Company or email at 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 03/08/2019, the date of the 31<sup>st</sup> Annual General Meeting.
11. 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 to M/s. Link Intime India Pvt Ltd. or Investor Relation Cell 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.
12. 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 31<sup>st</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 27/07/2019, 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 31/07/2019 and will end at 02/08/2019. In addition, the facility for voting through ballot paper shall also be made available at the venue of AGM and the Members attending the

31<sup>st</sup> AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote at the 31<sup>st</sup> Annual General Meeting venue.

13. 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 and 2010-11 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 11/08/2018 (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 2011-12 will be due for transfer to the Investor Education and Protection Fund (IEPF) on 20/10/2019 pursuant to the provisions of the Companies Act, 2013.

14. 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 hasn't been claimed by the shareholders, shall be credited to a DEMAT Account of the Authority. Accordingly, individual shareholders who haven't claimed dividend for the last 7 years are requested to send an application to the Company/RTA for claiming unclaimed dividend for the year 2011-12 onwards. Shareholders are requested to claim the unclaimed dividend so that the shares will not be transmitted 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.
15. Members holding shares in physical form may avail of 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 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

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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.

16. Members holding shares in multiple folios in physical mode are requested to apply for consolidation to the Company or its RTA along with relevant share certificates.
17. 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.
18. 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.
19. In terms of Regulation 12 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 SEBI has advised all the concerned to use electronic mode of payment facility approved by the Reserve Bank of India for making cash payment viz. dividends, interest, redemption or repayment amounts to the investors. Provided that where it is not possible to use electronic mode of payment, payable-at-par warrants or cheques or Demand Drafts may be issued. In the cases of shareholder(s), where it is not possible to effect electronic payment, SEBI has advised to print bank details on the dividend warrant instruments issued to them. However, in case of those shareholders, whose bank details are not available, the company shall mandatorily print the address of the investors on such payment instruments.

In order to facilitate the shareholders who are holding the shares in Physical Form, our Company has hosted various Forms including e-payment mandate form, on its website [www.mrpl.co.in](http://www.mrpl.co.in) under the menu "Investors" & Sub-Menu "Shareholders". Shareholders can download the requisite form, fill it as per the direction given therein and forward the same to the R&T Agent with attachments. Form can also be obtained from our R&T Agents.

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.

20. The Company has appointed Shri Narsimha Pai, Partner M/s P. N. Pai & Co., Practicing Company Secretaries, Mangalore to act as the Scrutinizer, to scrutinize the remote e-voting and physical voting 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.
21. Detailed procedure for "Remote e-voting" is annexed which forms part of this notice.
22. 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.
23. 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 31<sup>st</sup> Annual General Meeting.
24. 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 30<sup>th</sup> Annual General Meeting held on 11/08/2018, authorized the Board of Directors to fix the remuneration of Statutory Auditors appointed for the financial year 2018-19. Accordingly, the Board of Directors fixed remuneration of ₹ 25 Lakh (Rupees Twenty Five lakh only) to the Statutory Auditors for the financial year 2018-19 in addition to applicable service tax, education cess and reimbursement of actual traveling and out-of-pocket expenses. The Statutory Auditors of the Company for the year 2019-20 are yet to be approved by the C&AG. Accordingly, the Members may authorise the Board to fix an appropriate remuneration of Statutory Auditors as may be deemed fit by the Board for the financial year 2019-20



## NOTICE OF 31<sup>ST</sup> AGM

### 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. 6:

Shri Vivek Mallya (DIN: 05311763), was appointed as Non-Official Independent Director by the Ministry of Petroleum & Natural Gas vide its letter No. CA-31033/1/2018-PNG (25892) dated 03/01/2019 for a period concurrent with his tenure as non – Official Director (NoD) on the Board of ONGC i.e. till 30/01/2020, or until further orders by MoP&NG, whichever is earlier and subsequently appointed as an Additional Director, designated as Non Official Independent Director by the Board of Directors with effect from 07/01/2019 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 from a member pursuant to the provisions of Section 160 of the Companies Act, 2013, signifying his intention to propose Shri Vivek Mallya (DIN: 05311763) for the office of Independent Director. Shri Vivek Mallya, if appointed, will not be liable to retire by rotation.

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 a part of this notice. Shri Vivek Mallya is not related to any of the Directors of the Board. He doesn't hold any equity shares of the Company.

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

The Board recommends the resolution for your approval.

##### Item No. 7 & 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 2018-19. On the recommendation of the Audit Committee, the Board approved the appointment of M/s Chandra Wadhwa & Co, Cost Accountant as the Cost Auditor of the Company for the financial year 2018-19 at remuneration of

₹ 1.95 Lakhs, 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 Chandra Wadhwa & Co, Cost Accountant as the Cost Auditor for FY 2019-20 at a remuneration of ₹ 2.05 Lakhs 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 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 2018-19 and 2019-20.

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:

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 (NCDs/ Bonds), it shall be sufficient if the Company passes a Special Resolution once a year for all the offers or invitations for such debentures/bonds 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 2019-20 whichever is earlier, subject to ceiling of ₹ 25,000 Crore, 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.

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### DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT AT THE 31<sup>st</sup> ANNUAL GENERAL MEETING

Name of Director / DIN	Shri Shashi Shanker DIN: 06447938	Shri K. M. Mahesh DIN:07402110	Shri Vivek Mallya DIN: 05311763
Date of Birth	02-03-1961	30-12-1977	13-11-1975
Date of Appointment on the Board	01-10-2017	24-11-2017	07-01-2019
Qualifications & Expertise	<p>Shri Shashi Shanker is a Petroleum Engineer from Indian School of Mines (ISM). He also holds an MBA degree with specialisation in Finance. He also received executive education from prestigious Indian Institute of Management, Lucknow &amp; Indian School of Business, Hyderabad.</p> <p>Shri Shashi Shanker is Chairman and Managing Director (C&amp;MD) of ONGC Limited and Chairman on the Board of MRPL. He is an industry veteran with over 30 years of experience in diverse E&amp;P activities.</p>	<p>Shri K. M. Mahesh is an IRS-IT officer of 2003 batch. He holds post graduation degree in Agriculture from Indian Agriculture Research Institute, New Delhi and also a law graduate.</p> <p>Shri K.M. Mahesh is Director (LPG) in the Ministry of Petroleum &amp; Natural Gas. He also served as a Part time Non-executive Director of Chennai Petroleum Corporation Limited.</p>	<p>Shri Vivek Mallya is a Fellow member of the Institute of Chartered Accountants of India, Certified Public Accountant (USA) and a Master's Degree Holder in Commerce from Mysore University.</p> <p>He has a rich experience of practice as a chartered Accountant. His practice areas include International Taxation, Income Tax, Foreign Exchange Management Act and Banking matters. He also holds the position of Honorary President of a leading NGO in Bangalore.</p>
Directorship held in other Public Companies (excluding foreign private and Section 8 of Companies Act.)	<ol style="list-style-type: none"> <li>1. Oil and Natural Gas Corporation Limited</li> <li>2. Petronet LNG Limited</li> <li>3. ONGC Petro Additions Limited</li> <li>4. ONGC Tripura Power Company Limited</li> <li>5. ONGC Videsh Limited</li> <li>6. Mangalore SEZ Limited</li> <li>7. ONGC Mangalore Petrochemicals Limited</li> </ol>	Nil	Oil and Natural Gas Corporation Limited
Chairman/ Member of the Committees	NIL	Audit Committee-Member	<ol style="list-style-type: none"> <li>1. Audit Committee- Member</li> <li>2. Project Appraisal and Execution Committee-Member</li> </ol>
Shareholding of Directors	NIL	NIL	NIL
Relationship between Directors inter-se	NIL	NIL	NIL

### E-VOTING INSTRUCTIONS

#### The instructions for shareholders voting electronically are as under :

- (i) The voting period begins on 31/07/2019 at 9.00 a.m. and ends on 02/08/2019 till 5.00 p.m. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on 27/07/2019 (cut-off date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on "Shareholders/ Members"
- (iv) Please Enter your User ID (CDSL and NSDL) as under:
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of "190621001" of Mangalore Refinery and Petrochemicals Limited to vote
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow



## Mangalore Refinery and Petrochemicals Limited

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the instructions as prompted by the mobile app while voting on your mobile.

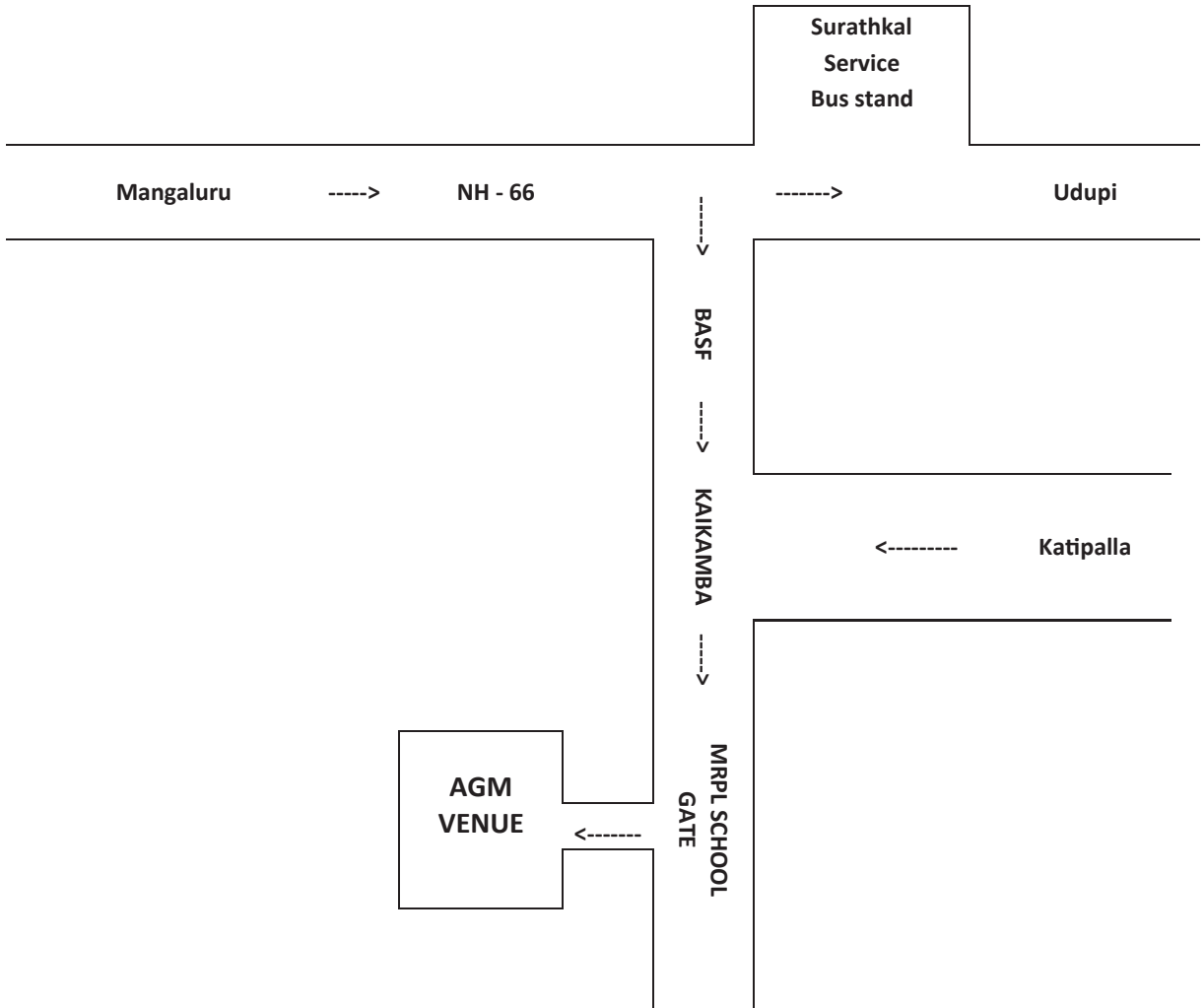
(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**ROUTE MAP TO THE VENUE OF THE 31<sup>ST</sup> AGM**





# MANGALORE REFINERY AND PETROCHEMICALS LIMITED

(A Government of India Enterprise and subsidiary of ONGC)

Registered Office :Mudapadav, Post Kuthethoor, Via. Katipalla, Mangaluru - 575030, Karnataka.

Website: www.mrpl.co.in.

CIN: L23209KA1988GOI008959

## ATTENDANCE SLIP

31<sup>st</sup> Annual General Meeting on Saturday, 03<sup>rd</sup> August, 2019

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 31<sup>st</sup> Annual General Meeting of the Company held on Saturday, 03<sup>rd</sup> August, 2019 at 4:00 p.m. at MRPL Employees Recreation Centre, Mudapadav, Post Kuthethoor, Via Katipalla, 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

EVSN (Electronic Voting Sequence Number)	User ID	Default PAN / Sequence No.
190621001		

**Note:** Please read the instructions printed along with the Notice of 31<sup>st</sup> Annual General Meeting. The Voting period starts from 09:00 a.m. on Wednesday, July 31, 2019 and ends at 5:00 p.m. on Friday, August 02, 2019. The voting module shall be disabled by CDSL for voting thereafter.

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# MANGALORE REFINERY AND PETROCHEMICALS LIMITED

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## 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]

31<sup>st</sup> Annual General Meeting on Saturday, 03<sup>rd</sup> August, 2019

Name of the Member (s): Registered Address	E-mail Id: Folio No/ Client Id:DP ID:
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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 31<sup>st</sup> Annual General Meeting of the company, to be held on Saturday, 03<sup>rd</sup> August, 2019 at 4:00 p.m. at the Registered office of the Company 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 / Consolidated Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2019, the reports of the Board of Directors and Auditors thereon and comments of the C&AG of India.			
2	To appoint a Director in place of Shri Shashi Shanker (DIN : 06447938) who retires by rotation and being eligible offers himself for re-appointment as a Director.			
3	To appoint a Director in place of Shri K M Mahesh (DIN : 07402110) who retires by rotation and being eligible offers himself for re-appointment as a Director.			
4	To declare dividend for the financial year ended March 31 <sup>st</sup> , 2019.			
5	To authorize the Board of Directors to fix the remuneration of the Joint Statutory Auditors of the Company for the Financial Year 2019-20.			

Special Business, Ordinary Resolution.				
6	To appoint Shri Vivek Mallya (DIN: 05311763) as an Independent Director.			
7	To ratify remuneration of the Cost Auditors for the Financial Year 2018-19.			
8	To ratify remuneration of the Cost Auditors for the Financial Year 2019-20.			

Special Business, Special Resolution				
9	To raise funds upto ₹ 3000 crore through issue of non-convertible debentures(NCDs)/ Bonds.			

Signed this ..... day of ..... 2019.

\_\_\_\_\_  
Signature of Member / Proxy

Affix  
Revenue  
Stamp  
Re.1/-

**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 '✓' 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.