

मंगलूर रिफाइनरी एण्ड पेट्रोकेमिकल्स लिमिटेड

MANGALORE REFINERY AND PETROCHEMICALS LIMITED

अनुसूची 'अ' के अंतर्गत भारत सरकार का उद्यम SCHEDULE A GOVT. OF INDIA ENTERPRISE.

(ऑयल एण्ड नेचरल गैस कॉरपोरेशन लिमिटेड की सहायक कंपनी A SUBSIDIARY OF OIL AND NATURAL GAS CORPORATION LIMITED) CIN: L 85110KA1988GOI008959

Read. Office

पंजीकत कार्यालय ः कत्तेतर पोस्ट, वाया काटीपल्ला, मंगलरु - 575 030 (भारत) दूरभाष : 0824-2270400, फैक्स : 0824-2271404, E-mall : mrplmlr@mrpl.co.in : Kuthethoor P.O. Vla Katipalla, Mangaluru - 575 030 (India) Tel.: 0824-2270400 Fax: 0824-2271404 website: www.mrpl.co.in

> आई.एस.ओ. 9001, 14001 एवं 50001 प्रमाणित कंपनी AN ISO 9001, 14001 AND 50001 CERTIFIED COMPANY

> > 03/09/2016

BSE Limited

Scrip Code No: 500109

National Stock Exchange of India Limited

Symbol: MRPL, Series: EQ

Dear Sir.

Subject: Intimation to Stock Exchange of 28th Annual General Meeting (AGM)

28th Annual General Meeting (AGM) of the Company was held on 3rd September, 2016 and the business mentioned in the notice dated 1st August, 2016 were transacted.

In this regard, please find enclosed the following-

- 1) Summary of proceedings as required under Regulation 30, part A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure-I.
- Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure-II**.
- Report of Scrutinizer dated September 3, 2016, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as Annexure III.
- Annual Report for the financial year 2015-16 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations duly approved and adopted by the members as per the provisions of the Companies Act, 2013 as Annexure-IV.

Thanking you,

Yours faithfully,

For Mangalore Refinery and Petrochemicals Limited

Company Secretary

वेंगलूरु कार्यालय ः प्लाट नं. A-1, के.एस.एस.आई.डी.सी.-प्रशासनिक कार्यालय भवन के सामने, इंडस्ट्रीयल एस्टेट, राजाजीनगर, वेंगलूरु - 560 010

Bangaluru Office: Plot A-1, Opp. KSSIDC A.O. Building, Industrial Estate, Rajajinagar, Bangaluru - 560 010,

दुरभाष: Tel:(का) (O) 080-22642200, फैक्स Fax: 080 - 23505501

: एल.जी.एफ., मर्केन्टाइल हाऊस. 15 के.जी. मार्ग, नई दिल्ली - 110 001 दूरभाष: 011-23463100, फैक्स : 23463201 दिल्ली कार्यालय : LGF, Mercantile House, 15, Kasturba Gandhi Marg, New Delhi - 110 001. Tel.: 011-23463100, Fax : 23463201 Delhi Office ः मेकर्स टॉवर, 'ई' विंग 15वां तल, कफ परेड कोलाबा, मुंबई - 400 005. दूरभाष : 022-22173000, फैक्स : 22173233

Mumbal Office: Makers Tower, 'E' Wing, 15th Floor, Cuffeparade, Colaba, Mumbal - 400 005. Tel.: 022-22173000, Fax: 22173233

Proceedings of 28th Annual General Meeting held on 3rd September, 2016

The 28th Annual General Meeting of the Members of the Company was held on Saturday, 3rd September, 2016 at 4:00 p.m., at Registered Office of the Company at MRPL Employees Club, Mudapaday, Post Kuthethur, Via Katipalla, Mangaluru – 575 030, Karnataka.

Shri D. K. Sarraf, Chairman chaired the Meeting in presence of the Directors, Statutory Auditors, Secretarial Auditors and Cost Auditors on the Board. 990 Members and 56 proxies have attended the Meeting.

All the businesses proposed before the 28th AGM were conducted as per the provisions of Companies Act, 2013, the rules made thereunder & SEBI Listing Regulations, 2015.

The Chairman informed that Remote e- voting facility was provided to all the members entitled to vote, on all resolutions set forth in the notice, in terms of Regulation 44 of SEBI Listing Regulations, 2015 and the provisions of the Companies Act, 2013 and the Rules made thereunder and Secretarial Standard-2 (SS-2) on "General Meeting" issued by the Institute of Company Secretaries of India. The Remote e-voting period commenced on Wednesday, 31st August, 2016 at 9:00 a.m. up to Friday, 2nd September, 2016 at 5:00 p.m.

A Poll was conducted by the order of the Chairman in the presence of the Company Secretary, Shri Dinesh Mishra and Scrutinizer, Shri Himanshu Kamdar, FCS 5171, Partner, M/s Rathi and Associates, Practicing Company Secretaries, Mumbai, for all the resolutions proposed before the meeting.

The following items of business as per notice of AGM dated 01/08/2016 were transacted at the meeting:

Ordinary Business:

 Adoption of Financial Statements (including the Consolidated Financial Statements) of the Company for the year ended 31st March, 2016 including the Board's Report, Auditor's Report thereon and comments of the Comptroller & Auditor General of India, in terms of section 143(6) of the Companies Act, 2013.



- 2) Re-Appointment of Shri D. K. Sarraf, (DIN 00147870) as a Director.
- Authorization to the Board of Directors for fixation of the remuneration of the Joint Statutory Auditors of the Company for the Financial Year 2016-17.

Special Business:

- 4) Appointment of Shri A. K. Sahoo (DIN: 07355933) as Director of the Company.
- 5) Appointment of Shri Diwakar Nath Misra (DIN: 07464700) as Director of the Company.
- 6) Raising of funds upto ₹ 3,000 Crore through issue of non convertible debentures (NCDs)/Bonds.
- 7) Authorization to Board for exercising any of the options available for enhancing of public shareholding to 25% pursuant to SEBI directives and Securities Contract Regulations.
- 8) Ratification of remuneration of the Cost Auditors for the Financial Year 2015-16.
- 9) Ratification of remuneration of the Cost Auditors for the Financial Year 2016-17.
- 10) Approval of related party transactions with Related Parties.

Clarifications were provided for the queries raised by the Members.

The Scrutinizers submitted consolidated result of e-voting and polling results to the Chairman. The Chairman declared that all businesses proposed by the members have been passed by majority.

J.

0.1962	99.8038	3195000	92.9386 1625645424		1752598777 1628840424	1752598777		Total
		700	3305415		3306115		Total	
	0.0000	0		0.0000	0		Postal Ballot	
			•			121730443		Public Non Institutions
0.0000	100.0000	0	1018	0.0008	1018		Poll	
0.0212	99.9788	700	3304397	2.7151	3305097		E-Voting	
- Hilliamson	95.6258	3194300	69832394	93.1930	73026694		Total	
0.0000	0.0000	0	0	0.0000	0		Postal Ballot	
			-			78360719		Public Institutions
0.0000	0.0000	0	0	0.0000	0		Poll	
4.3742	95.6258	3194300	69832394	93.1930	73026694		E-Voting	
0.0000	100.0000	0	100.0000 1552507615	100.0000	1552507615		Total	
0.0000	0.0000	0	0	0.0000	0		Postal Ballot	Group
						1552507615		Promoter and Promoter
0.0000	0.0000	0	0	0.0000	0		Poll	
	100.0000	0	100.0000 1552507615	100.0000	1552507615		E-Voting	*** **********************************
[7]={[5]/[2]}*100	[6]={[4]/[2]}*100	[5]	[4]	[3]={[2]/[1]}*100	[2]	[1]		
on votes polled	polled	Against	– in favour	shares	polled	shares held		
% of Votes against	otes	No. of Votes	No. of Votes	on outstanding	No. of votes	No. of		
	% of Votes in			% of Votes Polled			Voting	
							Mode of	Category
- production of the state of th	- Control of the Cont	NO		A STATE OF THE STA		iterested in	ter group are i	Whether promoter/ promoter group are interested in the agenda/resolution?
			ement	Audited consolidated Financial Statement	Audited conso		nary)	Resolution Required : (Ordinary)
ors thereon; and the	1 - To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the financial year ended 31st March, 2016, the reports of the Board of Directors and Auditors thereon; and the	of the Board o	16, the reports	consider and adopt tended 31st March, 20	1 - To receive, financial year			
		Limited	chemicals	Mangalore Refinery And Petrochemicals Limited	re Refine	Mangalo		
								With the state of

0.9511	99.0489	15489760	92.9256 1613122590		1752598777 1628612350	1752598777		Total
0.5903	99.4097	19510	3285355	2.7149	3304865		Total	
0.0000	0.0000	0	0	0.0000	0		Postal Ballot	
			٠			121730443		Public Non Institutions
0.0000	100.0000	0	1018	0.0008	1018		Poll	
0.5905	99.4095	19510	3284337	2.7141	3303847		E-Voting	
21.2504	78.7496	15470250	57329620	92.9035	72799870		Total	
0.0000	0.0000	0	0	0.0000	0		Postal Ballot	
						78360719		Public Institutions
0.0000	0.0000	0	0	0.0000	0		Poll	
21.2504	78.7496	15470250	57329620	92.9035	72799870		E-Voting	
0.0000	100.0000	0	100.0000 1552507615		1552507615		Total	
0.0000	0.0000	0	0	0.0000	0		Postal Ballot	Group
						1552507615		Promoter and Promoter
0.0000	0.0000	0	0	0.0000	0		Poll	
0.0000	100.0000	0	100.0000 1552507615	100.0000	1552507615		E-Voting	
[7]={[5]/[2]}*100	[6]={[4]/[2]}*100	[5]	[4]	[3]={[2]/[1]}*100	[2]	[1]		
on votes polled	polled	-Against	in favour	shares	polled	shares held		
% of Votes against	favour on votes	No. of Votes	No. of Votes No. of Votes	on outstanding	No. of votes	No. of		
	% of Votes in			% of Votes Polled			Voting	-
							Mode of	Category
The state of the s		NO		the second secon	A the second of	nterested in	ter group are ir	Whether promoter/ promoter group are interested in the agenda/resolution?
						┙		
ation and being	0) who retires by rota	rraf (DIN:0014787) irector.	Shri D. K. Sarra tment as a Dire	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.	2 - To appoint eligible offers l		narv)	Resolution Required : (Ordinary)
The state of the s		ls Limited		Mangalore Refinery And Petrochemica	re Refine	Mangalo		- Aller and Alle

		מורה מרונים	ro Dofino	Mangalore Refinery And Petrochemica	homicals	ls I imited		
	***************************************		8 - To authoris	e Board of Directors	of the Company	to fix the rem	3 - To authorise Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors	: Statutory Auditors
Resolution Required : (Ordinary)	nary)		of the Compan	of the Company for the Financial Year 2016-17.	ar 2016-17.			
Whether promoter/ promoter group are interested in	ter group are in	terested in				NO O		
the agenda/resolution?								
Category	Mode of							
	Voting			% of Votes Polled			% of Votes in	
-		No. of	No. of votes	on outstanding	No. of Votes No. of Votes	No. of Votes	favour on votes	% of Votes against
		shares held	polled	shares	- in favour	Against	polled	on votes polled
		Ξ	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		1552507615	100.0000	1552507615	0	100.0000	0.0000
	Poli		0	0.000.0	0	0	0.0000	0.0000
Promoter and Promoter		1552507615						
Group	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1552507615	100.0000	100.0000 1552507615	0	100.0000	0.0000
	E-Voting		73056770	93.2314	69862470	3194300	95.6276	4.3724
	Poli		0	0.0000	0	0	0.0000	0.0000
Public Institutions		78360719						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		73056770	93.2314	69862470	3194300	95.6276	4.3724
	E-Voting		3304824	2.7149	3287014	17810	99.4611	0.5389
	Poll		1018	0.0008	1018	0	100.0000	0.0000
Public Non Institutions		121730443						
	Postal Ballot		0	0.0000	0	0	0.0000	
	Total		3305842	2.7157	3288032	17810	99.4613	0.5387
Total		1752598777 1628870227	1628870227		92.9403 1625658117	3212110	99.8028	0.1972

0.9414	99.0586	15333696	92.9403 1613536544		1752598777 1628870240	1752598777		Total
0.6210	99.3790	20528	3285327	2.7157	3305855		Total	
0.0000	0.0000	0	0	0.0000	0		Postal Ballot	
						121730443		Public Non Institutions
0.0000	100.0000	0	1018	0.0008	1018		Poll	
0.6212	99.3788	20528	3284309	2.7149	3304837		E-Voting	
20.9606	79.0394	15313168	57743602	93.2314	73056770		Total	
0.0000	0.0000	0	0	0.0000	0		Postal Ballot	
						78360719		Public Institutions
0.0000	0.0000	0	0	0.0000	0		Poll	
20.9606	79.0394	15313168	57743602	93.2314	73056770		E-Voting	
0.0000	100.0000	0	100.0000 1552507615	100.0000	1552507615		Total	
0.0000	0.0000	0	0	0.0000	0		Postal Ballot	Group
						1552507615		Promoter and Promoter
0.0000	0.0000	0	0	0.0000	0		Poll	
0.0000	100.0000	0	100.0000 1552507615	100.0000	1552507615		E-Voting	
[7]={[5]/[2]}*100	[6]={[4]/[2]}*100	[5]	[4]	[3]={[2]/[1]}*100	[2]	[1]		
on votes polled	polled	-Against	in favour	shares	polled	shares held		
% of Votes against	favour on votes	No. of Votes	No. of Votes No. of Votes	on outstanding	No. of votes	No. of		
	% of Votes in			% of Votes Polled			Voting	
							Mode of	Category
And the state of t		100						the agenda/resolution?
		5				terested in	ter group are ir	Whether promoter/ promoter group are interested in
The state of the s	The state of the s	irector.	.07355933) as [4 - To appoint Shri A. K. Sahoo (DIN:07355933) as Director.	4 - To appoint		nary)	Resolution Required : (Ordinary)
								And the state of t
		ls Limited		Mangalore Refinery And Petrochemica	re Refine	Mangalo		

0.3313	99.0485	15495888	92.9256 1613117812		1752598777 1628613700	1752598777		Total
	99.3942		3286187		3306215		Total	-
	0.0000	0	0	0.0000		121730443	Postal Ballot	Public Non Institutions
0.0000	100.000	0	1018	0.0008	1018	ł	Poll	
		2002	328	2.7152	3305197		E-Voting	
2		15/	5	2	72799870		Total	
	0.0000	0	Ō	0.0000	0	78360719	Postal Ballot	Public Institutions
0.000	0.0000	0	0	0.0000	0		Poll	
	78.7419	15475860	57324010	92.9035	72799870		E-Voting	
	100.000	0	100.0000 1552507615		1552507615		Total	
	0.0000	0	0		0	T336307010	Postal Ballot	Group
						1552507615		Promoter and Promoter
0.0000	0.0000	0	0	0.0000	0		Poll	
0.000	100.000	0	100.0000 1552507615	100.0000	1552507615		E-Voting	
oor [[7]/[c]]=[/]		[5]	[4]	[3]={[2]/[1]}*100	[2]	[1]		
(1) (1) (1) (1) (1) (1) (1) (1) (1) (1)		-Against	– in tavour	shares	polled	shares held		
on votes polled	ces	No. of Votes	No. of Votes No. of Votes	ding	No. of votes	No. of		
o/ at Vatas against			•	% of Votes Polled			Voting	
	% of Votes in						Mode of	Category
		NO			- MHT	terested in	er group are in	Whether promoter/ promoter group are interested in the agenda/resolution?
1477		700) as Director	sra (DIN:07464)	5 - To appoint Shri Diwakar Nath Misra (DIN:07464700) as Director.	5 - To appoint		ary)	Resolution Required : (Ordinary)
		s Limited		Mangalore Refinery And Petrochemica	re Refine	Mangalo		

Application of the state of the		7 40 5001	ייים די הלוהי	A w.d. Do+ro		1 ° °		
		INIGHISAIC	שו היים היים	ividilgaiole neillely Alia Fellocileillica		א בוווווונפט		A THE PROPERTY OF THE PROPERTY
Resolution Required : (Special)	ial)		6 - To raise fur	6 - To raise funds upto Rs. 3,000 crore through issue of non convertible debentures (NCDs)/ Bonds.	re through issu	e of non conve	rtible debentures (NC	Ds)/ Bonds.
Whether promoter/ promoter group are interested in	ter group are ir	iterested in				Š		
the agenda/resolution?				-		ï		
Category	Mode of							
	Voting			% of Votes Polled			% of Votes in	
		No. of	No. of votes	on outstanding	No. of Votes No. of Votes	No. of Votes	favour on votes	% of Votes against
		shares held	polled	shares	- in favour	–Against	polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		1552507615	100.0000	100.0000 1552507615	0	100.0000	0.0000
Dromotor and Dromotor	Poll		0	0.0000	0	0	0.0000	0.0000
Profficiel and Profficiel		1552507615						
GIOUD	Postal Ballot		0	0.0000	0	0.	0.0000	0.0000
	Total		1552507615	100.0000	100.0000 1552507615	0	100.0000	0.0000
	E-Voting		73056770	93.2314	73056770	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions		78360719						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		73056770	93.2314	73056770	0	100.0000	0.0000
	E-Voting		3305247	2.7152	3250766	54481	98.3517	1.6483
	Poli		1018	0.0008	1018	0	100.0000	0.0000
Public Non Institutions		121730443						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3306265	2.7160	3251784	54481	98.3522	1.6478
Total		1752598777	1752598777 1628870650	92.9403	92.9403 1628816169	54481	99.9967	0.0033

		Mangalo	re Refine	Mangalore Refinery And Petrochemica		ls Limited		
Recolution Required - (coopial)	<u>:</u>		-1					
Whether promoter/ promoter group are interested in the agenda/resolution?	iter group are i	nterested in		NO	•	NO	The state of the s	A THE PARTY.
Category	Mode of							The state of the s
•***	Voting			% of Votes Polled			% of Votes in	
•		No. of	No. of votes	on outstanding	No. of Votes No. of Votes	No. of Votes	Ñ	% of Votes against
		shares held	polled	shares	– in favour	-Against		on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	*100	[7]={[5]/[2]}*100
	E-Voting		1552507615	100.0000	1552507615	0		0.0000
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Group		1552507615						
1	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1552507615	100.0000	100.0000 1552507615	0	100.0000	0.0000
	E-Voting		73056770	93.2314	73056770	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions		78360719						ANALYS AN
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		73056770	93.2314	73056770	0	100.0000	0.0000
	E-Voting		3304947	2.7150	3301146	3801	99.8850	0.1150
	Poll		1018	0.0008	1018	0	100.0000	0.0000
Public Non Institutions		121730443						THE PARTY OF THE P
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3305965	2.7158	3302164	3801	99.8850	0.1150
Total		1752598777 1628870350	1628870350	92.9403	92.9403 1628866549	3801	99.9998	0.0002
								70000

		Mangalo	re Refine	Mangalore Refinery And Petrochemicals Limited	chemicals	Limited		
Resolution Required : (Ordinary)	nary)		8 - To ratify th	8 - To ratify the Remuneration of Cost Auditors		for the Financial year 2015-16.	ear 2015-16.	
Whether promoter/ promoter group are interested in the agenda/resolution?	iter group are in			and the second s		NO		
Category	Mode of							
	Voting			% of Votes Polled			% of Votes in	
		No. of	No. of votes	on outstanding	No. of Votes No. of Votes	No. of Votes	favour on votes	% of Votes against
		shares held	polled	shares	– in favour	-Against	polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		1552507615	100.0000	100.0000 1552507615	0	100.0000	0.0000
Dromoter and Dromoter	Poll		0	0.0000	0	0	0.0000	0.0000
Group		1552507615						**************************************
C	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
The state of the s	Total		1552507615	100.0000	100.0000 1552507615	0	100.0000	0.0000
	E-Voting		73056770	93.2314	69862470	3194300	95.6276	4.3724
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions		78360719					- ALALAS - PROPERTY -	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
Management of the Control of the Con	Total		73056770	93.2314	69862470	3194300	95.6276	4.3724
	E-Voting		3301532	2.7122	3299882	1650	99.9500	0.0500
	Poll		1018	0.0008	1018	0	100.0000	0.0000
Public Non Institutions		121730443						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3302550	2.7130	3300900	1650	99.9500	0.0500
Total		1752598777 1628866935	1628866935	92.9401	92.9401 1625670985	3195950	99.8038	0.1962

100								
0 1962	99.8038	3196200	92.9398 1625664887	92.9398	1628861087	1752598777 1628861087		Total
0.0576	99.9424	1900	3294802	2.7082	3296702		Total	The state of the s
0.0000	0.0000	0	0	0.0000	0		Postal Ballot	
						121730443		Public Non Institutions
0.0000	100.0000	0	1018	0.0008	1018		Poll	
0.0577	99.9423	1900	3293784	2.7074	3295684		E-Voting	
4.3724	95.6276	3194300	69862470	93.2314	73056770		Total	The state of the s
0.0000	0.0000	0	0	0.0000	0		Postal Ballot	
The state of the s						78360719		Public Institutions
0.0000	0.0000	0	0	0.0000	0		Poll	
4.3724	95.6276	3194300	69862470	93.2314	73056770		E-Voting	
0.0000	100.0000	0	100.0000 1552507615	100.0000	1552507615		Total	
0.0000	0.0000	0	0	0.0000	0		Postal Ballot	3
						1552507615		Groun
0.0000	0.0000	0	0	. 0.0000	0		Poll	Promoter and Promoter
0.0000	100.0000	0	100.0000 1552507615	100.0000	1552507615		E-Voting	
[7]={[5]/[2]}*100	[6]={[4]/[2]}*100	[5]	[4]	[3]={[2]/[1]}*100	[2]	[1]		The state of the s
on votes polled	polled	-Against	in favour	shares	polled	shares held		
% of Votes against	favour on votes	No. of Votes No. of Votes	No. of Votes	on outstanding	No. of votes	No. of	,	
	% of Votes in			% of Votes Polled			Voting	
***************************************				,			Mode of	Category
Table and the second se	And the second s	ON				nterested in	oter group are i	Whether promoter/ promoter group are interested in the agenda/resolution?
	year 2016-17.	r the Financial y	ost Auditors for	9 - To ratify the Remuneration of Cost Auditors for the Financial year 2016-17.	9 - To ratify th	· · · · · · · · · · · · · · · · · · ·	inary)	Resolution Required: (Ordinary)
		ls Limited	chemicals	Mangalore Refinery And Petrochemica	ore Refine	Mangalo		The state of the s

The state of the s		Mangalo	re Refine	Mangalore Refinery And Petrochemica		ls Limited		
Resolution Beautised - (Ordinan)								1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1
Whether promoter/ promoter group are interested in	oter group are i	nterested in				5	The state of the s	
the agenda/resolution?						NO O		
Category	Mode of							
	Voting			% of Votes Polled			% of Votes in	
		No. of	No. of votes	on outstanding	No. of Votes	No. of Votes No. of Votes	(À	% of Votes against
		shares held	polled	shares	− in favour	-Against		on votes polled
The state of the s		1	[2]	[3]={[2]/[1]}*100	[4]	[5]	*100	[7]={[5]/[2]}*100
	E-Voting		1552507615	100.0000	100.0000 1552507615	0		0.0000
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Groun		1552507615						The state of the s
7	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
THE PARTY OF THE P	Total		1552507615	100.0000	100.0000 1552507615	0	100.0000	0.0000
	E-Voting		73056770	93.2314	69862470	3194300	95.6276	4.3724
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions	•	78360719						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
And the second s	Total		73056770	93.2314	698624:	3194300	95.6276	4.3724
	E-Voting		3303394	2.7137	3280925	22469	99.3198	0.6802
	Poll		1018	0.0008	1018	0	100.0000	0.0000
Public Non Institutions		121730443						**************************************
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3304412	2.7145	3281943	22469	99.3200	0.6800
Total		1752598777 1628868797	1628868797	92.9402	92.9402 1625652028	3216769	99.8025	0.1975

ANNEXURE-III

Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013. Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

Date: 3rd September, 2016

To
The Chairman
Mangalore Refinery and Petrochemicals Limited
Mudapadav, Kuthethoor,
P.O. Via – Katipalla,
Mangalore - 575 030
Karnataka

Drug 3/9/16

Dear Sir,

Sub: Scrutinizer's Report on the remote e-voting and the voting through ballot papers conducted at 28th Annual General Meeting of Equity Shareholders of Mangalore Refinery and Petrochemicals Limited held on 3rd September 2016 at 4.00 P.M. at MRPL Employees Club, Mudapadav, Post Kuthethoor, Via. Katipalla, Mangaluru- 575 030, Karnataka

Mangalore Refinery and Petrochemicals Limited ("the Company") vide resolution of its Board of Directors dated 12th May, 2016 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and physical voting through ballots at the 28th Annual General Meeting of the shareholders of the Company held on 3rd September 2016 (AGM) on the resolutions contained in the Notice dated 1st August, 2016 of 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.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and physical ballot voting on the resolutions contained in the aforesaid Notice of the 28th Annual General Meeting ("AGM") of the Members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and physical ballots is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system of National Securities Depository Limited (NSDL), the agency engaged by the Company to provide remote e-voting facilities and of voting through ballots as provided by Link Intime (India) Private Limited at the AGM.



As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act was sent to the Members by permitted means for seeking approval of members. The Equity Shareholders holding shares as on 27th August, 2016, "cut-off date", were entitled to vote on the resolutions as stated in the Notice of the Annual General Meeting. The Company provided the remote e-voting facility offered by National Securities Depository Limited (NSDL) to the members of the Company to cast votes on aforesaid resolutions.

Remote e-Voting facilities were made available to the shareholders of the Company to exercise their voting rights from 9.00 a.m. of Wednesday, 31st August, 2016 upto 5.00 p.m. of Friday, 2nd September, 2016. Accordingly, e-votes casted upto 5.00 p.m. of 2nd September, 2016 have been considered for my scrutiny. The facility of voting at the Annual General Meeting through physical ballots has also been considered for the scrutiny.

After declaration of voting by use of ballot by the Chairman at the meeting, ballot boxes were locked and kept for voting. Subsequently on close of voting, the ballot boxes were opened in the presence of two witnesses who are not the employees of the Company namely, Mr. Prashant Kirtikar and Ms. Swati Kutty. The votes on remote e-voting were unblocked at around 5.00 P.M. in the presence of two witnesses not in employment of the Company namely, Ms. Trupal Trivedi and Ms. Hinal Manek. A summary of the votes cast by shareholders through remote e-voting and physical ballots at the 28th Annual General Meeting with their pattern of voting is furnished in this Report.

The results of the voting by members through remote e-voting and physical bailots at the 28th Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman.

Thanking you,

Yours sincerely,

For RATHI & ASSOCIATES

COMPANY SECRETARIES

HIMANSHU S. KAMDAR

PARTNER FCS NO. 5171 COP NO. 3030



ANNEXURE

Summary of votes cast through physical ballots and through remote e-voting confirmations received for each of the resolutions is given below:

Resolution No. 1: Ordinary Resolution

To receive, consider and adopt:

- (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2016, the reports of the Board of Directors, Auditors thereon; and
- (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016, the report of the Auditors thereon.

	·	Resolu	tion 1
Sr.		No. of Physical Ballots/Remote	No. of Shares
No.	Particulars	e-voting	voted
,,,,,		confirmations	
a.	Votes cast through physical ballots	10	1293
b.	Remote e-voting confirmations received	319	1628839406
	Total	329	1628840699
c.	Less: Invalid physical ballots/Remote e-votil confirmations	ng 2	275
d.	Net Valid physical ballots/Remote e-votil confirmations	ng 327	1628840424
	(i) Physical ballots/Remote e-votii confirmations with assent for the	= 1	
	Resolution	322	1625645424
% of A			99.804
	(ii) Physical ballots/Remote e-votii confirmations with dissent for the		
	Resolution	5	3195000
% of D	issent	,	0.196



Resolution No.2: Ordinary Resolution

For re-appointment of Shri D.K. Sarraf (DIN: 00147870) as a Director of the Company, who retired by rotation and being eligible, offered himself for re-appointment.

			Resolu	tion 2
Sr. No.	Particula	rs	No. of Physical Ballots/Remote e-voting confirmations	No. of Shares voted
a.	Votes cas	st through physical ballots	10	1293
b.	Remote	e-voting confirmations received	314	1628611332
	Total		324	1628612625
c.	Less: In	valid physical ballots/Remote e-voting tions	2	275
d.	Net Val	. ,	322	1628612350
	(i)	Physical ballots/Remote e-voting confirmations with assent for the Resolution	279	1613122590
% of A	ssent	Resolution		99.049
,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	(ii)	Physical ballots/Remote e-voting confirmations with dissent for the Resolution	43	15489760
% of D	ssent			0.951



Resolution No. 3: Ordinary Resolution

To authorize the Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors of the Company appointed by the Comptroller and Auditor General of India for auditing the accounts of the Company for the Financial Year 2016-17, in terms of provisions of Section 139(5) read with Section 142 of the Companies Act, 2013.

		Resolu	Resolution 3	
Sr. No.	Particulars	No. of Physical Ballots/Remote e-voting	No. of Shares voted	
	Notes and through physical hallots	confirmations 10	1293	
a	Votes cast through physical ballots	317	1628869209	
b.	Remote e-voting confirmations received		1628870502	
	Total	327		
c.	Less: Invalid physical ballots/Remote e-votin confirmations	2	275	
d.	Net Valid physical ballots/Remote e-votin confirmations	325	1628870227	
	(i) Physical ballots/Remote e-votin confirmations with assent for the Resolution		1625658117	
% of A	ssent		99.803	
	(ii) Physical ballots/Remote e-votin confirmations with dissent for th Resolution	- (3212110	
% of D	issent		0.197	



Resolution No. 4: Ordinary Resolution For appointment of Shri A.K. Sahoo (DIN: 07355933) as Director of the Company.

			Resolution 4	
Sr. No.	Particulars		No. of Physical Ballots/Remote e-voting confirmations	No. of Shares voted
a.	Votes cast t	hrough physical ballots	10	1293
b.	Remote e-v	oting confirmations received	317	1628869222
	Total		327	1628870515
C.	Less: Invalid physical ballots/Remote e-voting confirmations		2	275
d.	Net Valid confirmation	· ·	325	1628870240
	1 '' 1	hysical ballots/Remote e-voting onfirmations with assent for the		
	R	esolution	275	1613536544
% of A	ssent			99.059
	C	hysical ballots/Remote e-voting onfirmations with dissent for the esolution	50	15333696
% of D	issent			0.941



Resolution No. 5: Ordinary Resolution
For appointment of Shri Diwakar Nath Misra (DIN: 07464700) as Director of the Company.

	Particulars Bal e-v		Resolution 5	
Sr. No.			No. of Physical Ballots/Remote e-voting confirmations	No. of Shares voted
a.	Votes ca	st through physical ballots	10	1293
b.	Remote	e-voting confirmations received	319	1628612682
	Total		329	1628613975
C.	Less: Invalid physical ballots/Remote e-voting confirmations		2	275
d.	Net Va		327	1628613700
	(i)	Physical ballots/Remote e-voting confirmations with assent for the Resolution	270	1613117013
% of As	cont	Resolution	279	1613117812 99.048
70 OI AS	(ii)	Physical ballots/Remote e-voting confirmations with dissent for the Resolution	48	15495888
% of Di	ssent			0.952



Resolution No. 6: Special Resolution

For raising funds upto Rs. 3,000 crore through issue of Non-convertible Debentures (NCDs)/Bonds.

-			Resolution 6	
Sr. No.	Particula	ars	No. of Physical Ballots/Remote e-voting confirmations	No. of Shares voted
a.	Votes ca	st through physical ballots	10	1293
b.	Remote	e-voting confirmations received	321	1628869632
	Total		331	1628870925
C.	Less: Invalid physical ballots/Remote e-voting confirmations		2	275
d.	Net Va	. ,	329	1628870650
	(i)	Physical ballots/Remote e-voting confirmations with assent for the Resolution	312	1628816169
% of Assent		312	99.997	
	(ii)	Physical ballots/Remote e-voting confirmations with dissent for the Resolution	17	54481
% of Di	ssent			0.003



Resolution No. 7: Special Resolution

To enhance public shareholding of the Company to 25% pursuant to SEBI directive.

	,	Resolu	Resolution 7	
Sr. No.	Particulars	No. of Physical Ballots/Remote e-voting confirmations	No. of Shares voted	
a.	Votes cast through physical ballots	10	1293	
b.	Remote e-voting confirmations received	320	1628869332	
	Total	330	1628870625	
c.	Less: Invalid physical ballots/Remote e-votir confirmations	ng 2	275	
d.	Net Valid physical ballots/Remote e-votir confirmations	ng 328	1628870350	
	(i) Physical ballots/Remote e-votir confirmations with assent for the Resolution	- _f	1628866549	
% of As		310	100,000	
	(ii) Physical ballots/Remote e-votin confirmations with dissent for the Resolution	- I	3801	
% of Di	ssent	· · · · · · · · · · · · · · · · · · ·	0.000	



Resolution No. 8: Ordinary Resolution

For ratification of the remuneration of the Cost Auditors for the Financial Year 2015-16

	Reso		Resolu	lution 8	
Sr. No.	Particula	ars	No. of Physical Ballots/Remote e-voting confirmations	No. of Shares voted	
a.	Votes ca	st through physical ballots	10	1293	
b.	Remote	e-voting confirmations received	317	1628865917	
	Total		327	1628867210	
c.	Less: Invalid physical ballots/Remote e-voting confirmations		2	275	
d.	Net Va		325	1628866935	
	(i)	Physical ballots/Remote e-voting confirmations with assent for the			
	L	Resolution	316	1625670985	
% of A	1	AR MALAMATAN AND AND AND AND AND AND AND AND AND A		99.804	
	(ii)	Physical ballots/Remote e-voting confirmations with dissent for the		2405050	
0/ 6 5		Resolution	9	3195950	
% of Di	issent			0.196	



Resolution No. 9: Ordinary Resolution
For ratification of the remuneration of the Cost Auditors for the Financial Year 2016-17

	Resolu		ıtion 9	
Sr. No.	Particulars	No. of Physical Ballots/Remote e-voting confirmations	No. of Shares voted	
a.	Votes cast through physical ballots	10	1293	
b.	Remote e-voting confirmations received	316	1628860069	
	Total	326	1628861362	
c.	Less: Invalid physical ballots/Remote e-votir confirmations	g 2	275	
d.	Net Valid physical ballots/Remote e-voting confirmations	g 324	1628861087	
	(i) Physical ballots/Remote e-voting confirmations with assent for the Resolution		1625664887	
% of A			99.804	
	(ii) Physical ballots/Remote e-voting confirmations with dissent for the Resolution		3196200	
% of D	issent		0.196	



Resolution No. 10: Ordinary Resolution

To approve related party transactions with Related Parties

	Y	Resolut		tion 10	
Sr. No.	Particula	nrs	No. of Physical Ballots/Remote e-voting confirmations	No. of Shares voted	
a.	Votes ca	st through physical ballots	10	1293	
b.	Remote (e-voting confirmations received	312	1628867779	
	Total		322	1628869072	
c.	Less: Invalid physical ballots/Remote e-voting confirmations		2	275	
d.	Net Val	lid physical ballots/Remote e-voting	320	1628868797	
	(i)	Physical ballots/Remote e-voting confirmations with assent for the			
		Resolution	297	1625652028	
% of Assent				99.803	
The state of the s	(ii)	Physical ballots/Remote e-voting confirmations with dissent for the Resolution	23	3216769	
% of Di	ssent			0.197	

