



# 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 नेचुरल गैस कॉर्पोरेशन लिमिटेड की सहायक कंपनी A SUBSIDIARY OF OIL AND NATURAL GAS CORPORATION LIMITED)  
CIN : L 85110KA1988GOI008959

पंजीकृत कार्यालय : कुत्तेतूर पोस्ट, वाया काटीपल्ला, मंगलूरु - 575 030 (भारत) दूरभाष : 0824-2270400, फैक्स : 0824-2271404, E-mail : mrplmtr@mrpl.co.in  
Regd. Office : Kuthethoor P.O. Via Katlpalla, 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 28<sup>th</sup> Annual General Meeting (AGM)**

28<sup>th</sup> Annual General Meeting (AGM) of the Company was held on 3<sup>rd</sup> September, 2016 and the business mentioned in the notice dated 1<sup>st</sup> 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**,
- 2) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure-II**.
- 3) 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**.
- 4) 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

  
Dinesh Mishra  
Company Secretary

बंगलूरु कार्यालय : प्लॉट नं. A-1, के.एस.एस.आई.डी.सी.-प्रशासनिक कार्यालय भवन के सामने, इंडस्ट्रीयल एस्टेट, राजाजीनगर, बंगलूरु - 560 010  
Bangaluru Office : Plot A-1, Opp. KSSIDC A.O. Building, Industrial Estate, Rajajinagar, Bangaluru - 560 010,  
दूरभाष : Tel : (क) (O) 080-22642200, फैक्स Fax : 080 - 23505501  
दिल्ली कार्यालय : एल.जी.एफ., मर्केन्टाइल हाऊस, 15 के.जी. मार्ग, नई दिल्ली - 110 001 दूरभाष : 011-23463100, फैक्स : 23463201  
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मुंबई कार्यालय : मेकर्स टॉवर, 'ई' विंग 15वां तल, कफ़ परेड कोलाबा, मुंबई - 400 005. दूरभाष : 022-22173000, फैक्स : 22173233  
Mumbai Office : Makers Tower, 'E' Wing, 15th Floor, Cuffeparade, Colaba, Mumbai - 400 005. Tel. : 022-22173000, Fax : 22173233

**Proceedings of 28<sup>th</sup> Annual General Meeting held on 3<sup>rd</sup> September, 2016**

The 28<sup>th</sup> Annual General Meeting of the Members of the Company was held on Saturday, 3<sup>rd</sup> September, 2016 at 4:00 p.m., at Registered Office of the Company at MRPL Employees Club, Mudapadav, 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 28<sup>th</sup> 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, 31<sup>st</sup> August, 2016 at 9:00 a.m. up to Friday, 2<sup>nd</sup> 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:**

- 1) Adoption of Financial Statements (including the Consolidated Financial Statements) of the Company for the year ended 31<sup>st</sup> 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.
- 3) 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.



**Mangalore Refinery And Petrochemicals Limited**

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 Audited consolidated Financial Statement

Resolution Required : (Ordinary)  
Whether promoter/ promoter group are interested in the agenda/resolution? **NO**

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={{[2]/[1]}*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]={{[4]/[2]}*100	% of Votes against on votes polled [7]={{[5]/[2]}*100
Promoter and Promoter Group	E-Voting		1552507615	100.0000	1552507615	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	1552507615	1552507615	100.0000	1552507615	0	100.0000	0.0000
Public Institutions	E-Voting		73026694	93.1930	69832394	3194300	95.6258	4.3742
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	78360719	73026694	93.1930	69832394	3194300	95.6258	4.3742
Public Non Institutions	E-Voting		3305097	2.7151	3304397	700	99.9788	0.0212
	Poll		1018	0.0008	1018	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	121730443	3306115	2.7159	3305415	700	99.9788	0.0212
Total		1752598777	1628840424	92.9386	1625645424	3195000	99.8038	0.1962

## Mangalore Refinery And Petrochemicals Limited

Resolution Required : (Ordinary)		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.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes -- in favour	No. of Votes --Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
	Poll		1552507615	100.0000	1552507615	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1552507615	100.0000	1552507615	0	100.0000	0.0000
Public Institutions	E-Voting		72799870	92.9035	57329620	15470250	78.7496	21.2504
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		78360719	0.0000	0	0	0.0000	0.0000
	Total		72799870	92.9035	57329620	15470250	78.7496	21.2504
Public Non Institutions	E-Voting		3303847	2.7141	3284337	19510	99.4095	0.5905
	Poll		1018	0.0008	1018	0	100.0000	0.0000
	Postal Ballot		121730443	0.0000	0	0	0.0000	0.0000
	Total		3304865	2.7149	3285355	19510	99.4097	0.5903
Total			1752598777	92.9256	1613122590	15489760	99.0489	0.9511

## Mangalore Refinery And Petrochemicals Limited

Resolution Required : (Ordinary)		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.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes -- in favour	No. of Votes --Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	[1]	[2]	$[3]=\{[2]/[1]\}*100$	[4]	[5]	$[6]=\{[4]/[2]\}*100$	$[7]=\{[5]/[2]\}*100$
	Poll	1552507615	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	1552507615	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1552507615</b>	<b>100.0000</b>	<b>1552507615</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		73056770	93.2314	69862470	3194300	95.6276	4.3724
	Poll	78360719	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	78360719	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>73056770</b>	<b>93.2314</b>	<b>69862470</b>	<b>3194300</b>	<b>95.6276</b>	<b>4.3724</b>
Public Non Institutions	E-Voting		3304824	2.7149	3287014	17810	99.4611	0.5389
	Poll	121730443	1018	0.0008	1018	0	100.0000	0.0000
	Postal Ballot	121730443	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3305842</b>	<b>2.7157</b>	<b>3288032</b>	<b>17810</b>	<b>99.4613</b>	<b>0.5387</b>
<b>Total</b>		<b>1752598777</b>	<b>1628870227</b>	<b>92.9403</b>	<b>1625658117</b>	<b>3212110</b>	<b>99.8028</b>	<b>0.1972</b>

## Mangalore Refinery And Petrochemicals Limited

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

## Mangalore Refinery And Petrochemicals Limited

Resolution Required : (Ordinary)

5 - To appoint Shri Diwakar Nath Misra (DIN:07464700) as Director.

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting		1552507615	100.0000	1552507615	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	1552507615	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1552507615</b>	<b>100.0000</b>	<b>1552507615</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		72799870	92.9035	57324010	15475860	78.7419	21.2581
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	78360719	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>72799870</b>	<b>92.9035</b>	<b>57324010</b>	<b>15475860</b>	<b>78.7419</b>	<b>21.2581</b>
Public Non Institutions	E-Voting		3305197	2.7152	3285169	20028	99.3940	0.6060
	Poll		1018	0.0008	1018	0	100.0000	0.0000
	Postal Ballot	121730443	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3306215</b>	<b>2.7160</b>	<b>3286187</b>	<b>20028</b>	<b>99.3942</b>	<b>0.6058</b>
<b>Total</b>		<b>1752598777</b>	<b>1628613700</b>	<b>92.9256</b>	<b>1613117812</b>	<b>15495888</b>	<b>99.0485</b>	<b>0.9515</b>



## Mangalore Refinery And Petrochemicals Limited

Resolution Required : (Special)		6 - To raise funds upto Rs. 3,000 crore through issue of non convertible debentures (NCDs)/ Bonds.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes -- in favour	No. of Votes --Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting		1552507615	100.0000	1552507615	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	1552507615	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1552507615</b>	<b>100.0000</b>	<b>1552507615</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		73056770	93.2314	73056770	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	78360719	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>73056770</b>	<b>93.2314</b>	<b>73056770</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		3305247	2.7152	3250766	54481	98.3517	1.6483
	Poll		1018	0.0008	1018	0	100.0000	0.0000
	Postal Ballot	121730443	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3306265</b>	<b>2.7160</b>	<b>3251784</b>	<b>54481</b>	<b>98.3522</b>	<b>1.6478</b>
<b>Total</b>		<b>1752598777</b>	<b>1628870650</b>	<b>92.9403</b>	<b>1628816169</b>	<b>54481</b>	<b>99.9967</b>	<b>0.0033</b>

## Mangalore Refinery And Petrochemicals Limited

Resolution Required : (Special)		7 - To enhance public shareholding of the Company to 25% pursuant to SEBI directive.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100	[7]={{[5]/[2]}*100
Promoter and Promoter Group	E-Voting		1552507615	100.0000	1552507615	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1552507615</b>	<b>100.0000</b>	<b>1552507615</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		73056770	93.2314	73056770	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>73056770</b>	<b>93.2314</b>	<b>73056770</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		3304947	2.7150	3301146	3801	99.8850	0.1150
	Poll		1018	0.0008	1018	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>121730443</b>	<b>2.7158</b>	<b>3302164</b>	<b>3801</b>	<b>99.8850</b>	<b>0.1150</b>
<b>Total</b>		<b>1752598777</b>	<b>1628870350</b>	<b>92.9403</b>	<b>1628866549</b>	<b>3801</b>	<b>99.9998</b>	<b>0.0002</b>

## Mangalore Refinery And Petrochemicals Limited

Resolution Required : (Ordinary)		8 - To ratify the Remuneration of Cost Auditors for the Financial year 2015-16.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	1552507615	1552507615	100.0000	1552507615	0	100.0000	0.0000
	Poll	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	1552507615	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>1552507615</b>	<b>1552507615</b>	<b>100.0000</b>	<b>1552507615</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	73056770	73056770	93.2314	69862470	3194300	95.6276	4.3724
	Poll	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	78360719	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>73056770</b>	<b>73056770</b>	<b>93.2314</b>	<b>69862470</b>	<b>3194300</b>	<b>95.6276</b>	<b>4.3724</b>
Public Non Institutions	E-Voting	121730443	3301532	2.7122	3299882	1650	99.9500	0.0500
	Poll	0	1018	0.0008	1018	0	100.0000	0.0000
	Postal Ballot	121730443	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>121730443</b>	<b>3302550</b>	<b>2.7130</b>	<b>3300900</b>	<b>1650</b>	<b>99.9500</b>	<b>0.0500</b>
<b>Total</b>		<b>1752598777</b>	<b>1628866935</b>	<b>92.9401</b>	<b>1625670985</b>	<b>3195950</b>	<b>99.8038</b>	<b>0.1962</b>

## Mangalore Refinery And Petrochemicals Limited

Resolution Required : (Ordinary)		9 - To ratify the Remuneration of Cost Auditors for the Financial year 2016-17.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting		1552507615	100.0000	1552507615	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1552507615</b>	<b>100.0000</b>	<b>1552507615</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		73056770	93.2314	69862470	3194300	95.6276	4.3724
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>73056770</b>	<b>93.2314</b>	<b>69862470</b>	<b>3194300</b>	<b>95.6276</b>	<b>4.3724</b>
Public Non Institutions	E-Voting		3295684	2.7074	3293784	1900	99.9423	0.0577
	Poll		1018	0.0008	1018	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3296702</b>	<b>2.7082</b>	<b>3294802</b>	<b>1900</b>	<b>99.9424</b>	<b>0.0576</b>
<b>Total</b>			<b>1752598777</b>	<b>92.9398</b>	<b>1628861087</b>	<b>3196200</b>	<b>99.8038</b>	<b>0.1962</b>

## Mangalore Refinery And Petrochemicals Limited

Resolution Required : (Ordinary)		10 - To approve related party transactions .						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting		1552507615	100.0000	1552507615	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1552507615</b>	<b>100.0000</b>	<b>1552507615</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		73056770	93.2314	69862470	3194300	95.6276	4.3724
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		78360719	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>73056770</b>	<b>93.2314</b>	<b>69862470</b>	<b>3194300</b>	<b>95.6276</b>	<b>4.3724</b>
Public Non Institutions	E-Voting		3303394	2.7137	3280925	22469	99.3198	0.6802
	Poll		1018	0.0008	1018	0	100.0000	0.0000
	Postal Ballot		121730443	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3304412</b>	<b>2.7145</b>	<b>3281943</b>	<b>22469</b>	<b>99.3200</b>	<b>0.6800</b>
<b>Total</b>		<b>1752598777</b>	<b>1628868797</b>	<b>92.9402</b>	<b>1625652028</b>	<b>3216769</b>	<b>99.8025</b>	<b>0.1975</b>

# Rathi & Associates

ANNEXURE-III

## 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: 3<sup>rd</sup> September, 2016

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

*Dmy*  
3/9/16

Dear Sir,

Sub: Scrutinizer's Report on the remote e-voting and the voting through ballot papers conducted at 28<sup>th</sup> Annual General Meeting of Equity Shareholders of Mangalore Refinery and Petrochemicals Limited held on 3<sup>rd</sup> 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 12<sup>th</sup> May, 2016 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and physical voting through ballots at the 28<sup>th</sup> Annual General Meeting of the shareholders of the Company held on 3<sup>rd</sup> September 2016 (AGM) on the resolutions contained in the Notice dated 1<sup>st</sup> 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 28<sup>th</sup> 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 27<sup>th</sup> 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, 31<sup>st</sup> August, 2016 upto 5.00 p.m. of Friday, 2<sup>nd</sup> September, 2016. Accordingly, e-votes casted upto 5.00 p.m. of 2<sup>nd</sup> 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 Kuty. 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 28<sup>th</sup> Annual General Meeting with their pattern of voting is furnished in this Report.

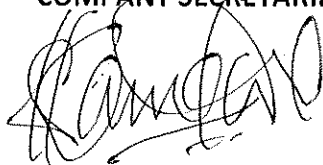
The results of the voting by members through remote e-voting and physical ballots at the 28<sup>th</sup> Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman.

Thanking you,

Yours sincerely,

For RATHI & ASSOCIATES

COMPANY SECRETARIES

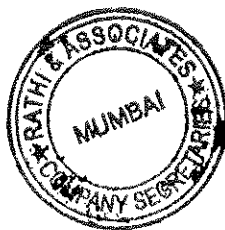


HIMANSHU S. KAMDAR

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 31<sup>st</sup> 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 31<sup>st</sup> March, 2016, the report of the Auditors thereon.

Sr. No.	Particulars	Resolution 1	
		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	319	1628839406
	<b>Total</b>	<b>329</b>	<b>1628840699</b>
c.	Less: Invalid physical ballots/Remote e-voting confirmations	2	275
d.	<b>Net Valid physical ballots/Remote e-voting confirmations</b>	<b>327</b>	<b>1628840424</b>
	(i) Physical ballots/Remote e-voting confirmations with assent for the Resolution	322	1625645424
<b>% of Assent</b>			<b>99.804</b>
	(ii) Physical ballots/Remote e-voting confirmations with dissent for the Resolution	5	3195000
<b>% of Dissent</b>			<b>0.196</b>

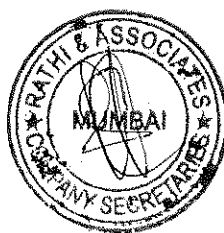




**Resolution No.2: Ordinary Resolution**

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.

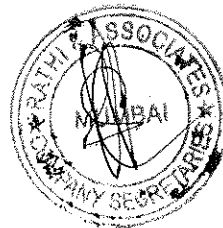
Sr. No.	Particulars	Resolution 2	
		No. of Physical Ballots/Remote e-voting confirmations	No. of Shares voted
a.	Votes cast through physical ballots	10	1293
b.	Remote e-voting confirmations received	314	1628611332
	<b>Total</b>	<b>324</b>	<b>1628612625</b>
c.	Less: Invalid physical ballots/Remote e-voting confirmations	2	275
d.	<b>Net Valid physical ballots/Remote e-voting confirmations</b>	<b>322</b>	<b>1628612350</b>
	(i) Physical ballots/Remote e-voting confirmations with assent for the Resolution	279	1613122590
<b>% of Assent</b>			<b>99.049</b>
	(ii) Physical ballots/Remote e-voting confirmations with dissent for the Resolution	43	15489760
<b>% of Dissent</b>			<b>0.951</b>



**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.

Sr. No.	Particulars	Resolution 3	
		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	317	1628869209
	<b>Total</b>	<b>327</b>	<b>1628870502</b>
c.	Less: Invalid physical ballots/Remote e-voting confirmations	2	275
d.	<b>Net Valid physical ballots/Remote e-voting confirmations</b>	<b>325</b>	<b>1628870227</b>
	(i) Physical ballots/Remote e-voting confirmations with assent for the Resolution	314	1625658117
<b>% of Assent</b>			<b>99.803</b>
	(ii) Physical ballots/Remote e-voting confirmations with dissent for the Resolution	11	3212110
<b>% of Dissent</b>			<b>0.197</b>



**Resolution No. 4: Ordinary Resolution**

For appointment of Shri A.K. Sahoo (DIN: 07355933) as Director of the Company.

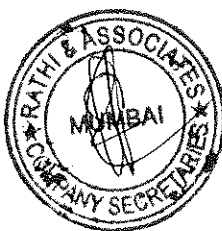
Sr. No.	Particulars	Resolution 4	
		No. of Physical Ballots/Remote e-voting confirmations	No. of Shares voted
a.	Votes cast through physical ballots	10	1293
b.	Remote e-voting confirmations received	317	1628869222
	<b>Total</b>	<b>327</b>	<b>1628870515</b>
c.	Less: Invalid physical ballots/Remote e-voting confirmations	2	275
d.	<b>Net Valid physical ballots/Remote e-voting confirmations</b>	<b>325</b>	<b>1628870240</b>
	(i) Physical ballots/Remote e-voting confirmations with assent for the Resolution	275	1613536544
<b>% of Assent</b>			<b>99.059</b>
	(ii) Physical ballots/Remote e-voting confirmations with dissent for the Resolution	50	15333696
<b>% of Dissent</b>			<b>0.941</b>



**Resolution No. 5: Ordinary Resolution**

For appointment of Shri Diwakar Nath Misra (DIN: 07464700) as Director of the Company.

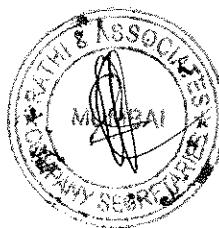
Sr. No.	Particulars	Resolution 5	
		No. of Physical Ballots/Remote e-voting confirmations	No. of Shares voted
a.	Votes cast through physical ballots	10	1293
b.	Remote e-voting confirmations received	319	1628612682
	<b>Total</b>	<b>329</b>	<b>1628613975</b>
c.	Less: Invalid physical ballots/Remote e-voting confirmations	2	275
d.	<b>Net Valid physical ballots/Remote e-voting confirmations</b>	<b>327</b>	<b>1628613700</b>
	(i) Physical ballots/Remote e-voting confirmations with assent for the Resolution	279	1613117812
<b>% of Assent</b>			<b>99.048</b>
	(ii) Physical ballots/Remote e-voting confirmations with dissent for the Resolution	48	15495888
<b>% of Dissent</b>			<b>0.952</b>



**Resolution No. 6: Special Resolution**

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

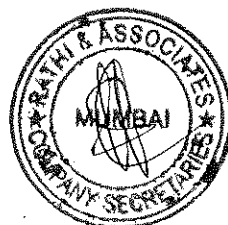
Sr. No.	Particulars	Resolution 6	
		No. of Physical Ballots/Remote e-voting confirmations	No. of Shares voted
a.	Votes cast through physical ballots	10	1293
b.	Remote e-voting confirmations received	321	1628869632
	<b>Total</b>	<b>331</b>	<b>1628870925</b>
c.	Less: Invalid physical ballots/Remote e-voting confirmations	2	275
d.	<b>Net Valid physical ballots/Remote e-voting confirmations</b>	<b>329</b>	<b>1628870650</b>
	(i) Physical ballots/Remote e-voting confirmations with assent for the Resolution	312	1628816169
<b>% of Assent</b>			<b>99.997</b>
	(ii) Physical ballots/Remote e-voting confirmations with dissent for the Resolution	17	54481
<b>% of Dissent</b>			<b>0.003</b>



**Resolution No. 7: Special Resolution**

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

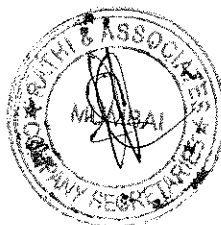
Sr. No.	Particulars	Resolution 7	
		No. of Physical Ballots/Remote e-voting confirmations	No. of Shares voted
a.	Votes cast through physical ballots	10	1293
b.	Remote e-voting confirmations received	320	1628869332
	<b>Total</b>	<b>330</b>	<b>1628870625</b>
c.	Less: Invalid physical ballots/Remote e-voting confirmations	2	275
d.	<b>Net Valid physical ballots/Remote e-voting confirmations</b>	<b>328</b>	<b>1628870350</b>
	(i) Physical ballots/Remote e-voting confirmations with assent for the Resolution	316	1628866549
<b>% of Assent</b>			<b>100.000</b>
	(ii) Physical ballots/Remote e-voting confirmations with dissent for the Resolution	12	3801
<b>% of Dissent</b>			<b>0.000</b>



**Resolution No. 8: Ordinary Resolution**

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

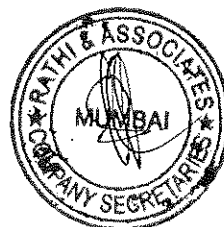
Sr. No.	Particulars	Resolution 8	
		No. of Physical Ballots/Remote e-voting confirmations	No. of Shares voted
a.	Votes cast through physical ballots	10	1293
b.	Remote e-voting confirmations received	317	1628865917
	<b>Total</b>	<b>327</b>	<b>1628867210</b>
c.	Less: Invalid physical ballots/Remote e-voting confirmations	2	275
d.	<b>Net Valid physical ballots/Remote e-voting confirmations</b>	<b>325</b>	<b>1628866935</b>
	(i) Physical ballots/Remote e-voting confirmations with assent for the Resolution	316	1625670985
<b>% of Assent</b>			<b>99.804</b>
	(ii) Physical ballots/Remote e-voting confirmations with dissent for the Resolution	9	3195950
<b>% of Dissent</b>			<b>0.196</b>



**Resolution No. 9: Ordinary Resolution**

For ratification of the remuneration of the Cost Auditors for the Financial Year 2016-17

Sr. No.	Particulars	Resolution 9	
		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
	<b>Total</b>	<b>326</b>	<b>1628861362</b>
c.	Less: Invalid physical ballots/Remote e-voting confirmations	2	275
d.	<b>Net Valid physical ballots/Remote e-voting confirmations</b>	<b>324</b>	<b>1628861087</b>
	(i) Physical ballots/Remote e-voting confirmations with assent for the Resolution	313	1625664887
<b>% of Assent</b>			<b>99.804</b>
	(ii) Physical ballots/Remote e-voting confirmations with dissent for the Resolution	11	3196200
<b>% of Dissent</b>			<b>0.196</b>





**Resolution No. 10: Ordinary Resolution**

To approve related party transactions with Related Parties

Sr. No.	Particulars	Resolution 10	
		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	312	1628867779
	<b>Total</b>	<b>322</b>	<b>1628869072</b>
c.	Less: Invalid physical ballots/Remote e-voting confirmations	2	275
d.	<b>Net Valid physical ballots/Remote e-voting confirmations</b>	<b>320</b>	<b>1628868797</b>
	(i) Physical ballots/Remote e-voting confirmations with assent for the Resolution	297	1625652028
<b>% of Assent</b>			<b>99.803</b>
	(ii) Physical ballots/Remote e-voting confirmations with dissent for the Resolution	23	3216769
<b>% of Dissent</b>			<b>0.197</b>

