



मंगलूर रिफ़ायरी 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)
सीआईएन/CIN : L23209KA1988GOI008959

पंजीकृत कार्यालय : कुत्तूर पोस्ट, वायां काटीपल्ला, मंगलूर - 575 030 (भारत) दूरभाष : 0824-2270400, फ़ैक्स : 0824-2271404, E-mail : mrplmr@mrpl.co.in
Regd. Office : Kuthethoor P.O. Via Katpalla, 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

03/08/2019

The Assistant General Manager, Listing Compliance
BSE Limited/ BSE Listing Centre
Scrip Code No: 500109

The Compliance & Listing Department
National Stock Exchange of India Limited/ NEAPS
Symbol: MRPL, Series: EQ

Dear Sir,

Subject: Intimation to Stock Exchange of 31st Annual General Meeting (AGM)

31st Annual General Meeting (AGM) of the Company was held on 3rd August, 2019, and the business mentioned in the notice dated 18th June, 2019 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 03/08/2019, 2019 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**.

The above mentioned information are also available on the Company's website at www.mrpl.co.in.

Thanking you,

Yours faithfully,
For Mangalore Refinery and Petrochemicals Limited


Animesh Mishra
Company Secretary

Encl: As above

बेंगलूर कार्यालय : प्लॉट नं. A-1, के.एस.एस.आई.डी.सी.-प्रशासनिक कार्यालय भवन के सामने, इंडस्ट्रीयल एस्टेट, राजाजीनगर, बेंगलूर - 560 010
Bengaluru Office : Plot A-1, Opp. KSSIDC A.O. Building, Industrial Estate, Rajajinagar, Bengaluru - 560 010,
दूरभाष : Tel : (का) (0) 080-22842200, फ़ैक्स Fax : 080 - 23505501
दिल्ली कार्यालय : कोर-8, 7^{वीं} मंजिल, स्कोप कॉम्प्लेक्स, लोधी रोड, नई दिल्ली-110003 दूरभाष : 011-24306400, फ़ैक्स : 011-24361744
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मुंबई कार्यालय : मेकर टॉवर, 'ई' विंग, 15^{वां} तल, कफ़े पारेड, मुंबई - 400 005. दूरभाष : 022-22173000, फ़ैक्स : 22173233
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Proceedings of 31st Annual General Meeting held at MRPL, Mangalore on 03rd August, 2019

The 31st Annual General Meeting of the Members of the Company was held on Saturday, 3rd August, 2019 at the Registered Office of the Company at Mudapadav, Kuthethoor P.O., via Katipalla, Mangalore – 575 030, Karnataka. The meeting commenced at 4 p.m. and concluded at 5:30 p.m.

Shri Shashi Shanker, Chairman chaired the Meeting in presence of the Directors on the Board. Total Members and proxies attended the Meeting as per the records of attendance. The Chairman addressed the members.

All the businesses proposed before the 31stAGM 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 July, 2019 at 9 a.m. and ended on Friday, 2nd August, 2019 at 5 p.m. The facility for polling by way of ballot was made available to the members who were present at the Meeting.

The Board of Directors appointed Shri Narsimha Pai, FCS 9543, Partner, M/s P. N. Pai & Co., Practicing Company Secretaries, Mangalore as the scrutinizer to supervise the e-voting and poll process. Voting through Poll process was conducted by the order of the Chairman by Company Secretary in the presence of the Scrutinizer, for all the resolutions proposed before the meeting. The Chairman informed that the results of e-voting shall be disseminated to the Stock exchanges and also uploaded on the website of the Company.

The following items of business as per notice of AGM dated 18/06/2019 were transacted at the meeting:

Ordinary Business:

- 1) Adoption of standalone and consolidated Financial Statements of the Company for the year ended 31st March, 2019 including the Board's Report, Auditor's Report thereon and comments of the Comptroller & Auditor General of India, in terms of section 102(2)(i) and section 143(6) of the Companies Act, 2013.
- 2) Appointment of Shri Shashi Shanker (DIN:06447938) as a Director.
- 3) Appointment of Shri K M Mahesh (DIN:07402110) as a Director.
- 4) Declaration of dividend for the year ended 31st March, 2019.
- 5) Authorization to the Board of Directors for fixation of the remuneration of the JointStatutory Auditors of the Company for the Financial Year 2019-20.

Special Business:

- 6) Appointment of Shri Vivek Mallya (DIN:05311763) as an Independent Director.
- 7) Ratification of remuneration of the Cost Auditors for the FY 2018-19.
- 8) Ratification of remuneration of the Cost Auditors for the FY 2019-20
- 9) Raising of funds upto ₹ 3000 Crore through issue of Bonds/NCDs.
- 10) Appointment of Shri M Vinayakumar (DIN:08225553) as Director (Refinery)
- 11) Appointment of Shri R T Agarwal (DIN: 01937329) as an Independent Director.

Clarifications were provided for the queries raised by the Members.

All the resolutions as set out in the Notice were declared as passed as per the Scrutinizer's report. The details of the voting results (remote e-voting and ballot) on all the resolutions as set out in the Notice of AGM are enclosed.

Mangalore Refinery And Petrochemicals Limited								
Resolution Required : (Ordinary)			1 - To receive, consider and adopt the Audited standalone Financial Statement of the Company for the financial year ended 31st March, 2019, and the reports of the Board of Directors and Auditors thereon; and comments of the C&AG of India and the Audited consolidated Financial Statement of the Company for the financial year ended 31st March, 2019 and the Report of Auditors thereon and comments of C&AG of India.					
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
Promoter and Promoter Group	E-Voting	1552507615	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	100.0000	1552507615	0	100.0000	0.0000
Public Institutions	E-Voting	85852241	82463484	96.0528	82463484	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		82463484	96.0528	82463484	0	100.0000	0.0000
Public Non Institutions	E-Voting	114238921	2563269	2.2438	2561609	1660	99.9352	0.0648
	Poll		3965	0.0035	3965	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2567234	2.2473	2565574	1660	99.9353	0.0647
Total		1752598777	1637538333	93.4349	1637536673	1660	99.9999	0.0001



Mangalore Refinery And Petrochemicals Limited

Resolution Required : (Ordinary)

2 - To appoint Shri Shashi Shanker (DIN:06447938) 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
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	1552507615	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	100.0000	1552507615	0	100.0000	0.0000
Public Institutions	E-Voting	85852241	82463484	96.0528	81579353	884131	98.9279	1.0721
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		82463484	96.0528	81579353	884131	98.9279	1.0721
Public Non Institutions	E-Voting	114238921	2563319	2.2438	2560393	2926	99.8859	0.1141
	Poll		3965	0.0035	3965	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2567284	2.2473	2564358	2926	99.8860	0.1140
Total		1752598777	1637538383	93.4349	1636651326	887057	99.9458	0.0542



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Mangalore Refinery And Petrochemicals Limited

Resolution Required : (Ordinary)

3 - To appoint Shri K. M. Mahesh (DIN:07402110) 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
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	1552507615	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	100.0000	1552507615	0	100.0000	0.0000
Public Institutions	E-Voting	85852241	82463484	96.0528	68190706	14272778	82.6920	17.3080
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		82463484	96.0528	68190706	14272778	82.6920	17.3080
Public Non Institutions	E-Voting	114238921	2563319	2.2438	2560413	2906	99.8866	0.1134
	Poll		3965	0.0035	3965	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2567284	2.2473	2564378	2906	99.8868	0.1132
Total		1752598777	1637538383	93.4349	1623262699	14275684	99.1282	0.8718



Mangalore Refinery And Petrochemicals Limited

Resolution Required : (Ordinary)			4 - To declare dividend for the financial year ended March 31, 2019.					
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	0.0000	0	0	0.0000	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	85852241	82463484	96.0528	82463484	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		82463484	96.0528	82463484	0	100.0000	0.0000
Public Non Institutions	E-Voting	114238921	2563119	2.2436	2562919	200	99.9922	0.0078
	Poll		3965	0.0035	3965	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2567084	2.2471	2566884	200	99.9922	0.0078
Total		1752598777	1637538183	93.4349	1637537983	200	100.0000	0.0000



Mangalore Refinery And Petrochemicals Limited

Resolution Required : (Ordinary)			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.					
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	0.0000	0	0	0.0000	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	85852241	82463484	96.0528	81622576	840908	98.9803	1.0197
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		82463484	96.0528	81622576	840908	98.9803	1.0197
Public Non Institutions	E-Voting	114238921	2563319	2.2438	2561354	1965	99.9233	0.0767
	Poll		3965	0.0035	3965	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2567284	2.2473	2565319	1965	99.9235	0.0765
Total		1752598777	1637538383	93.4349	1636695510	842873	99.9485	0.0515



Mangalore Refinery And Petrochemicals Limited

Resolution Required : (Ordinary)

6 - To appoint Shri Vivek Mallya (DIN: 05311763) as an Independent 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
			[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	1552507615	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	100.0000	1552507615	0	100.0000	0.0000
Public Institutions	E-Voting	85852241	82463484	96.0528	82463484	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		82463484	96.0528	82463484	0	100.0000	0.0000
Public Non Institutions	E-Voting	114238921	2563319	2.2438	2560078	3241	99.8736	0.1264
	Poll		3965	0.0035	3965	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2567284	2.2473	2564043	3241	99.8738	0.1262
Total		1752598777	1637538383	93.4349	1637535142	3241	99.9998	0.0002



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Mangalore Refinery And Petrochemicals Limited

Resolution Required : (Ordinary)		7 - To ratify remuneration of the Cost Auditors for the Financial Year 2018-19.						
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
Promoter and Promoter Group	E-Voting	1552507615	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	100.0000	1552507615	0	100.0000	0.0000
Public Institutions	E-Voting	85852241	82463484	96.0528	82463484	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		82463484	96.0528	82463484	0	100.0000	0.0000
Public Non Institutions	E-Voting	114238921	2563319	2.2438	2560779	2540	99.9009	0.0991
	Poll		3965	0.0035	3965	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2567284	2.2473	2564744	2540	99.9011	0.0989
Total		1752598777	1637538383	93.4349	1637535843	2540	99.9998	0.0002



Mangalore Refinery And Petrochemicals Limited

Resolution Required : (Ordinary)		8 - To ratify remuneration of the Cost Auditors for the Financial Year 2019-20.						
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
Promoter and Promoter Group	E-Voting	1552507615	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	100.0000	1552507615	0	100.0000	0.0000
Public Institutions	E-Voting	85852241	82463484	96.0528	82463484	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		82463484	96.0528	82463484	0	100.0000	0.0000
Public Non Institutions	E-Voting	114238921	2563319	2.2438	2560784	2535	99.9011	0.0989
	Poll		3965	0.0035	3965	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2567284	2.2473	2564749	2535	99.9013	0.0987
Total		1752598777	1637538383	93.4349	1637535848	2535	99.9998	0.0002



Mangalore Refinery And Petrochemicals Limited

Resolution Required : (Special)		9 - To raise funds upto Rs. 3000 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
		[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	0.0000	0	0	0.0000	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	85852241	82463484	96.0528	81500288	963196	98.8320	1.1680
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		82463484	96.0528	81500288	963196	98.8320	1.1680
Public Non Institutions	E-Voting	114238921	2563319	2.2438	2561024	2295	99.9105	0.0895
	Poll		3965	0.0035	3965	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2567284	2.2473	2564989	2295	99.9106	0.0894
Total		1752598777	1637538383	93.4349	1636572892	965491	99.9410	0.0590



Mangalore Refinery And Petrochemicals Limited

Resolution Required : (Ordinary)		10 - To appoint Shri M. Vinayakumar (DIN: 08225553) as Director (Refinery).						
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	0.0000	0	0	0.0000	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	85852241	65011682	75.7251	65011682	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		65011682	75.7251	65011682	0	100.0000	0.0000
Public Non Institutions	E-Voting	114238921	2563319	2.2438	2560613	2706	99.8944	0.1056
	Poll		3965	0.0035	3965	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2567284	2.2473	2564578	2706	99.8946	0.1054
Total		1752598777	1620086581	92.4391	1620083875	2706	99.9998	0.0002




Mangalore Refinery And Petrochemicals Limited

Resolution Required : (Ordinary)			11 - To appoint Shri R. T. Agarwal (DIN:01937329) as an Independent 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
		[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	0.0000	0	0	0.0000	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	85852241	65011682	75.7251	65011682	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		65011682	75.7251	65011682	0	100.0000	0.0000
Public Non Institutions	E-Voting	114238921	2563319	2.2438	2560188	3131	99.8779	0.1221
	Poll		3965	0.0035	3965	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2567284	2.2473	2564153	3131	99.8780	0.1220
Total		1752598777	1620086581	92.4391	1620083450	3131	99.9998	0.0002



CS Narasimha Pai P

B.Com, FCS, PGDHRM

CS Sonali Mallya

BBM, ACS, MBA

FORM NO. MGT-13
REPORT OF SCRUTINIZER

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

03rd August, 2019

To

The Chairman

Mangalore Refinery and Petrochemicals Limited

Mudapadav, Kuthethoor,

P. O. Via- Katipalla,

Mangalore-575030

Karnataka

19/8/19
18/8/19

Dear Sir,

Sub: Scrutinizer's Report on remote e-voting and voting by ballots conducted at the 31st Annual General Meeting (AGM) of Equity Shareholders of Mangalore Refinery and Petrochemicals Limited held on Saturday, 03rd August, 2019 at 4.00 P.M. at MRPL Employees Recreation Centre, Mudapadav, Post Kuthethoor, Via. Katipalla, Mangalore-575030, Karnataka.

1. Mangalore Refinery and Petrochemicals Limited("the Company") vide Resolution of its Board of Directors dated 18th June, 2019 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and physical voting by ballots at the 31st Annual General Meeting (AGM) on the Resolutions contained in the Notice dated 18th June, 2019 for the AGM as prescribed under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules 2014, of the Companies Act, 2013 ("the Act") as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of members of the Company, be carried out in a fair and transparent manner.



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2. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules relating to Remote e-voting and the applicable regulations of the SEBI (Obligations and Disclosure Requirements) Regulations, 2015, relating to Remote e-voting and voting by ballots on the resolutions contained in the aforesaid Notice for the 31st AGM of the Members of the Company. My responsibility as a Scrutinizer is to Scrutinize and ensure that the voting done by Remote e-voting and ballots is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favor" or "against" the resolutions, based on the reports generated from the remote e-voting system of Central Depository Services (India) Limited (CDSL) and voting by ballots as provided by the Company.
3. As required under Section 101 of the Act, the Notice for 31st AGM along with explanatory statement under Section 102 of the Act was sent to the Members by permitted means. The Equity shareholders holding shares as on 27th July, 2019 (cut-off date") were entitled to vote on the resolutions as stated in the Notice of the 31st AGM. The Company provided the remote e-voting facility offered by Central Depository Services (India) Limited (CDSL) to cast votes on aforesaid resolutions through Remote e-voting by the Members of the Company.
4. Remote e-voting facility was made available to the shareholders of the Company to exercise their voting rights from 9.00 a.m. of Wednesday, 31st July, 2019 upto 5.00 p.m. of Friday, 2nd August, 2019. Accordingly, votes casted upto 2nd August, 2019 have been considered for my scrutiny. The facility of voting at the Annual General Meeting by ballots has also been considered for the scrutiny.
5. After the conclusion of the 31st Annual General Meeting, first the voting by ballots at the meeting was unblocked in the presence of two witnesses not in employment of the Company, namely Raman Nayak K and Kirthana Nayak Sujir. Thereafter the voting through remote e-voting was unblocked in the presence of two witnesses

P. N. D.

not in employment of the Company namely Raman Nayak K and Kirthana Nayak Sujir. A summary of the votes cast by shareholders through remote e-voting and ballots at the 31st Annual General Meeting with their pattern of voting is furnished herein after.

6. The results of the voting by members through Remote e-voting and ballots at the 31st Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Company. Summary of the votes cast by remote e-voting and ballots for each of the resolutions is given herein after:



Resolution No. 1: Ordinary Resolution

To receive, consider and adopt the audited financial statements including consolidated financial statements of the Company for the financial year ended on 31st 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:

Sr.No.	Particulars	Resolution 1	
		No. of ballots/ remote e-voting confirmations	No. of shares voted
a.	Votes cast by ballot	16	5,065
b.	Remote e-voting confirmations received	168	1,63,75,34,368
	Total	184	1,63,75,39,433
c.	Less: Invalid ballots/Remote e-voting confirmations	2	1,100
d.	Net valid Ballots/Remote e-voting confirmations	182	1,63,75,38,333
	(i) Ballots/Remote e-voting confirmations with assent for the Resolution	175	1,63,75,36,673
% of Assent		99.99	
	(ii) Ballots/remote e-voting confirmations with dissent for the Resolution	7	1,660
% of Dissent		0.01	

Dr. Far

Resolution No.2: Ordinary Resolution

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.

Sr.No.	Particulars	Resolution 2	
		No. of ballots/ remote e-voting confirmations	No. of shares voted
a.	Votes cast by ballot	16	5,065
b.	Remote e-voting confirmations received	169	1,63,75,34,418
	Total	185	1,63,75,39,483
c.	Less: Invalid ballots/Remote e-voting confirmations	2	1,100
d.	Net valid Ballots/Remote e-voting confirmations	183	1,63,75,38,383
	(i) Ballots/Remote e-voting confirmations with assent for the Resolution	157	1,63,66,51,326
% of Assent			99.95
	(ii) Ballots/remote e-voting confirmations with dissent for the Resolution	26	8,87,057
% of Dissent			0.05

Pradeep

Resolution No.3: Ordinary Resolution

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.

Sr.No.	Particulars	Resolution 3	
		No. of ballots/ remote e-voting confirmations	No. of shares voted
a.	Votes cast by ballot	16	5,065
b.	Remote e-voting confirmations received	169	1,63,75,34,418
	Total	185	1,63,75,39,483
c.	Less: Invalid ballots/Remote e-voting confirmations	2	1,100
d.	Net valid Ballots/Remote e-voting confirmations	183	1,63,75,38,383
	(i) Ballots/Remote e-voting confirmations with assent for the Resolution	128	1,62,32,62,699
% of Assent			99.12
	(ii) Ballots/remote e-voting confirmations with dissent for the Resolution	55	1,42,75,684
% of Dissent			0.88

P. V. R.

Resolution No.4: Ordinary Resolution

To declare dividend for the financial year ended March 31, 2019.

Sr.No.	Particulars	Resolution 4	
		No. of ballots/ remote e-voting confirmations	No. of shares voted
a.	Votes cast by ballot	16	5,065
b.	Remote e-voting confirmations received	168	1,63,75,34,218
	Total	184	1,63,75,39,283
c.	Less: Invalid ballots/Remote e-voting confirmations	2	1,100
d.	Net valid Ballots/Remote e-voting confirmations	182	1,63,75,38,183
	(i) Ballots/Remote e-voting confirmations with assent for the Resolution	181	1,63,75,37,983
% of Assent			99.99
	(ii) Ballots/remote e-voting confirmations with dissent for the Resolution	1	200
% of Dissent			0.01



Resolution No.5: Ordinary Resolution

To authorize the Board of Directors to fix the remuneration of the Joint Statutory Auditors of the Company for the Financial Year 2019-20.

Sr.No.	Particulars	Resolution 5	
		No. of ballots/ remote e-voting confirmations	No. of shares voted
a.	Votes cast by ballot	16	5062
b.	Remote e-voting confirmations received	169	1,63,75,34,418
	Total	185	1,63,75,39,483
c.	Less: Invalid ballots/Remote e-voting confirmations	2	1,100
d.	Net valid Ballots/Remote e-voting confirmations	183	1,63,75,38,383
	(i) Ballots/Remote e-voting confirmations with dissent for the Resolution	154	1,63,66,95,510
% of Assent			99.95
	(ii) Ballots/remote e-voting confirmations with dissent for the Resolution	15	8,42,873
% of Dissent			0.05

PRR

Resolution No.6: Ordinary Resolution

To appoint Shri Vivek Mallya (DIN: 05311763) as an Independent Director.

Sr.No.	Particulars	Resolution 6	
		No. of ballots/ remote e-voting confirmations	No. of shares voted
a.	Votes cast by ballot	16	5065
b.	Remote e-voting confirmations received	169	1637534418
	Total	185	1637539483
c.	Less: Invalid ballots/Remote e-voting confirmations	2	1100
d.	Net valid Ballots/Remote e-voting confirmations	183	1637538383
	(i) Ballots/Remote e-voting confirmations with assent for the Resolution	161	1637535142
% of Assent			99.99
	(ii) Ballots/remote e-voting confirmations with dissent for the Resolution	22	3241
% of Dissent			0.01

PN12

Resolution No. 7: Ordinary Resolution

To ratify remuneration of the Cost Auditors for the Financial Year 2018-19.

Sr.No.	Particulars	Resolution 7	
		No. of ballots/ remote e-voting confirmations	No. of shares voted
a.	Votes cast by ballot	16	5065
b.	Remote e-voting confirmations received	169	1637534418
	Total	185	1637539483
c.	Less: Invalid ballots/Remote e-voting confirmations	2	1100
d.	Net valid Ballots/Remote e-voting confirmations	183	1637538383
	(i) Ballots/Remote e-voting confirmations with assent for the Resolution	168	1637535843
% of Assent		99.99	
	(ii) Ballots/remote e-voting confirmations with dissent for the Resolution	15	2540
% of Dissent		0.01	

PR

Resolution No.8: Ordinary Resolution

To ratify remuneration of the Cost Auditors for the Financial Year 2019-20.

Sr.No.	Particulars	Resolution 8	
		No. of ballots/ remote e-voting confirmations	No. of shares voted
a.	Votes cast by ballot	16	5065
b.	Remote e-voting confirmations received	169	16,3,75,34,418
	Total	185	1,63,75,39,483
c.	Less: Invalid ballots/Remote e-voting confirmations	2	1,100
d.	Net valid Ballots/Remote e-voting confirmations	183	1,63,75,38,383
	(i) Ballots/Remote e-voting confirmations with assent for the Resolution	169	1,63,75,35,848
% of Assent			99.99
	(ii) Ballots/remote e-voting confirmations with dissent for the Resolution	14	2,535
% of Dissent			0.01

PNB

Resolution No.9: Ordinary Resolution

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

Sr.No.	Particulars	Resolution 9	
		No. of ballots/ remote e-voting confirmations	No. of shares voted
a.	Votes cast by ballot	16	5065
b.	Remote e-voting confirmations received	169	1637534418
	Total	185	1637539483
c.	Less: Invalid ballots/Remote e-voting confirmations	2	1100
d.	Net valid Ballots/Remote e-voting confirmations	183	1637538383
	(i) Ballots/Remote e-voting confirmations with assent for the Resolution	163	1636572892
% of Assent			99.94
	(ii) Ballots/remote e-voting confirmations with dissent for the Resolution	20	965491
% of Dissent			0.06

Prudh

Resolution No.10: Ordinary Resolution

To appoint Shri M. Vinayakumar (DIN: 08225553) as Director (Refinery).

Sr.No.	Particulars	Resolution 10	
		No. of ballots/remote e-voting confirmations	No. of shares voted
a.	Votes cast by ballot	16	5065
b.	Remote e-voting confirmations received	128	1620082616
	Total	144	1620087681
c.	Less: Invalid ballots/Remote e-voting confirmations	2	1100
d.	Net valid Ballots/Remote e-voting confirmations	142	1620086581
	(i) Ballots/Remote e-voting confirmations with assent for the Resolution	127	1620083875
% of Assent			99.99
	(ii) Ballots/remote e-voting confirmations with dissent for the Resolution	15	2706
% of Dissent			0.01

M Vinayakumar

Resolution No.11: Ordinary Resolution

To appoint Shri R. T. Agarwal (DIN: 01937329) as an Independent Director.

Sr.No.	Particulars	Resolution 11	
		No. of ballots/ remote e-voting confirmations	No. of shares voted
a.	Votes cast by ballot	16	5065
b.	Remote e-voting confirmations received	128	1620082616
	Total	144	1620087681
c.	Less: Invalid ballots/Remote e-voting confirmations	2	1100
d.	Net valid Ballots/Remote e-voting confirmations	142	1620086581
	(i) Ballots/Remote e-voting confirmations with assent for the Resolution	120	1620083450
% of Assent			99.99
	(ii) Ballots/remote e-voting confirmations with dissent for the Resolution	22	3131
% of Dissent			0.01

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

Place: Mangalore

Date: 03/08/2019



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