



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)
आई.एस.ओ 9001, 14001 एवं 50001 प्रमाणित कंपनी, AN ISO 9001, 14001 AND 50001 CERTIFIED COMPANY.
सीआईएन /CIN : L23209KA1988GOI008959 / Website :www.mrpl.co.in

August 23, 2022

The Assistant General Manager, Listing Compliance
BSE Limited

Scrip Code: 500109

Scrip Code (Debenture): 959161, 959162, 959250, 960362, 973692

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

Debt Security: INE103A08027, INE103A08019, INE103A08035, INE103A08043, INE103A08050

Dear Sir/Madam,

Subject: Proceedings of 34th Annual General Meeting ('AGM') and voting results.

In continuation to our intimation dated July 21, 2022, the 34th AGM of the Company was held on August 22, 2022, and the business mentioned in the Notice dated July 15, 2022 were transacted and passed with requisite majority.

In this regard, please find the following enclosures;

1. Summary of proceedings as required under the Regulation 30, Part A and Regulation 51, Part B of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Chairperson's speech as read out during the AGM 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 the Scrutinizer dated August 22, 2022, 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.**

We request you to take the above on records.

Thanking You.

Yours faithfully,

For Mangalore Refinery and Petrochemicals Limited

K B Shyam Kumar
Company Secretary

Encl: A/a

ANNEXURE-1

Summary of proceedings of the 34th Annual General Meeting of Mangalore Refinery and Petrochemicals Limited held on August 22, 2022:

The 34th Annual General Meeting (AGM) of the Members of the Company was held on Monday, August 22, 2022 at 4.00 P.M (IST) through video conferencing and other audio visual means (VC/OAVM). The meeting was held in compliance with the General Circular numbers 14/2020, 17/2020, 20/2020, 02/2021 and 02/2022 dated April 8, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and May 05, 2022 respectively issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 12/05/2020 and 15/01/2021 respectively issued by the Securities and Exchange Board of India (SEBI) and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder:

DIRECTORS IN ATTENDANCE
Dr. Alka Mittal, joined over VC from New Delhi Chairperson & CMD-ONGC
Shri M. Venkatesh, joined over VC from Mangaluru Managing Director and Chief Executive Officer
Shri Sanjay Varma, joined over VC from Mangaluru Director (Refinery)
Smt. Pomila Jaspal, joined over VC from New Delhi (ONGC Nominee Director)
Shri Vinod S. Shenoy, joined over VC from Mangaluru (HPCL Nominee Director)
Shri Asheesh Joshi, joined over VC from New Delhi (MoP&NG Nominee Director)
Shri Rajkumar Sharma, joined over VC from Mangaluru Independent Director
Smt. Nivedida Subramanian, joined over VC from Mangaluru Independent Director

Shri Manohar Singh Verma, joined over VC from Jabalpur Independent Director
Shri Pankaj Gupta, joined over VC from Mangaluru Independent Director
OTHER REPRESENTATIVES
Statutory Auditors, joined over VC from Bengaluru M/s. Ram Raj & Co, Chartered Accountants
Statutory Auditors, joined over VC from New Delhi and Calcutta M/s. Sankar & Moorthy, Chartered Accountants
Scrutinizer, joined over VC from Mangaluru Shri Narasimha Pai, Partner M/s P.N Pai & Co., Practicing Company Secretaries, Mangaluru
Secretarial Auditors, joined over VC from Mangaluru M/s. Ullas Kumar Melinamogaru & Associates, Practicing Company Secretaries, Mangaluru
QUORUM OF THE MEETING
A total of 81 members representing 1,20,69,08,265 shares attended the meeting.

The meeting commenced at 4:00 PM (IST) and concluded at 5.21 PM (IST)

Dr. Alka Mittal Chaired the meeting. The Chairperson informed that this Annual General Meeting was held through video conference in accordance with the circulars issued by the Ministry of Corporate Affairs and SEBI. The requisite quorum being present, the Chairperson called the meeting to order. The Chairperson welcomed all shareholders, auditors and other invitees joining over VC and delivered her speech. The Chairperson informed that the Company had provided members the facility to cast their vote electronically, on all resolutions set forth in the Notice.

The following items of business, as per the Notice of AGM dated July 15, 2022, were transacted at the meeting. Shareholders were provided a facility to ask questions or express their views through VC, audio. Clarifications were provided to the queries raised by the members. The resolutions were passed with the requisite majority.

Item No.	Resolution	Type
1.	To adopt the audited financial statements including consolidated financial statements of the Company for the financial year ended on 31 st March, 2022 together with the Board's Report, the Auditor's Report thereon and comments of the Comptroller and Auditor-General of India in terms of applicable provisions of the Companies Act, 2013 and Rules.	Ordinary
2.	To appoint a Director in place of Shri Vinod S. Shenoy (DIN: 07632981), who retires by rotation and being eligible offers himself for re-appointment as a Director.	Ordinary
3.	To authorize Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors of the Company for the Financial Year 2022-23, in terms of the provisions of Section 139(5) read with Section 142 of the Companies Act, 2013.	Ordinary
4.	To appoint Shri Rajkumar Sharma (DIN: 01681944), as Independent Director of the Company.	Ordinary
5.	To appoint Smt. Nivedida Subramanian (DIN: 08646502), as Independent Director of the Company.	Ordinary
6.	To appoint Shri Manohar Singh Verma (DIN: 09393215), as Independent Director of the Company.	Ordinary
7.	To appoint Shri Pankaj Gupta (DIN: 09393633), as Independent Director of the Company.	Ordinary
8.	To appoint Dr. Alka Mittal (DIN: 07272207) as Director of the Company.	Ordinary
9.	To appoint Shri Asheesh Joshi, Director - MoP&NG (DIN: 09005888) as Director of the Company.	Ordinary
10.	To appoint Smt. Pomila Jaspal, Director - ONGC (DIN: 08436633) as Director of the Company.	Ordinary
11	To ratify the remuneration of the Cost Auditors for the Financial Year 2022-23.	Ordinary

The Board of Directors had appointed Shri Narasimha Pai, Partner M/s P.N Pai & Co., Practicing Company Secretaries, Mangaluru as the Scrutinizer to supervise the e-voting process.

The details of the voting results (remote e-voting and e-voting at the AGM) on all the resolutions as set out in the Notice of AGM is available in Annexure II.

This is for your information and records.

Thanking you,
Yours sincerely,
For Mangalore Refinery and Petrochemicals Limited

K B Shyam Kumar
Company Secretary



MANGALORE REFINERY AND PETROCHEMICALS LIMITED

34th ANNUAL GENERAL MEETING

CHAIRPERSON'S SPEECH

Dear Shareholders,

Good Evening and Hearty Greetings to each one of you on behalf of MRPL.

I welcome you all to the 34th Annual General Meeting of your Company. Thank you for joining us today.

The 34th Annual Report, containing AGM Notice, Board's Report for the financial year 2021-22 and the audited financial statements, have already been sent to all the members. With your consent, I take them as read.

Now, I shall briefly touch upon the events that shaped the economy and industry in FY 2021-22, the performance of your Company and the business outlook.

The Economy

The year saw the global economy starting to recover from the effects of the pandemic and the world economy grew at 5.9% in 2021. However, towards the end of the fiscal year, the Russia-Ukraine conflict sent rippling effects across the world. There have been disruptions in

USD 0.53/bbl. Your Company's capacity utilization was affected at the beginning of the year due to lockdown and travel restrictions caused by the second wave of COVID pandemic. The capacity utilization in H1:2021-22 was just above 80%. With removal of travel restrictions, pick up in industrial activity and improvement in fuel demand, the Capacity Utilization in H2:2021-22 was commendable and your Company ended the financial year at more than 100% throughput on Net Crude Basis. The product cracks improved during the year and the Company turned around from loss in the previous year.

I would like to place before you some of the major highlights during FY 2021-22:

- Your Company achieved a Turnover of ₹ 86,037 Crores and registered a profit of ₹ 2955 Crores. Gross Refining Margin (GRM) stood at 8.73 USD/bbl.
- The capacity utilization was 100.27% for the year despite H1 being subdued.
- Your Company is continuously diversifying its source of Crude supplies to diminish the risk of disruption. Five new crudes were processed during the year.
- Highest ever production of Polypropylene (460 TMT), LPG (1049 TMT) and MS Pool (1727 TMT) was achieved.
- Desalination plant was commissioned in Dec 2021. With this it is believed that the risk to operations by disruption of river water supply is fully mitigated.
- The total domestic sale (direct sales) of all products during FY 2021-22 was 2.49 MMT with a gross sales value of ₹ 13,649 Crores.

Company has plans for additional 190 Retail Outlets by FY 2024-25. The marketing expansion would improve profit margins.

Your Company has seen a directional shift in petrochemicals production. The number of end products from crude has increased over time. Petrochemicals provide an alternative to a refiner for business relevance in an alternate scenario of slowing fuel demand. Petrochemical growth is resilient and in future the role of integrated fuel and petrochemical refineries would only be more relevant. In times to come your Company would be strategically investing in technologies that reposition its assets in line with changing markets. It would aim to lock in value with deeper penetration into petrochemicals.

There are emerging trends in Bio-fuels and Green H2 and they are maturing with time. Your Company would continue to monitor developments and assess these alternate fuels for assimilation into its Business Portfolio.

Corporate Social Responsibility

Your Company continues to involve in meaningful welfare driven initiatives through Corporate Social Responsibility that distinctively impact the quality of life in society. MRPL has been undertaking Corporate Social Responsibility (CSR) activities under the tag of “Samrakshan”. MRPL has been rededicating itself to ensuring sustainable and equitable development through a well-orchestrated CSR program in accordance with Section 135 of the Companies Act 2013.

During 2021 - 22, your Company spent an amount of ₹ 9.73 Crores on CSR activities including Healthcare, Education, Community development projects, livelihood support and environment care.

points in the Refinery and offices was maintained and vaccination of employees, their family members, secondary workforce and security personnel was carried out.

MRPL has been championing flora and bio-diversity at Pilikula and Bengre covering 75 acres. During the year, about 1000 saplings were planted within the refinery and township premises.

Your Company understands that recycling of water and efficient waste management are intricate to operational efficiency. Treated effluent recycle was maximized throughout the year and Oily Sludge is re-processed in the Delayed Coker Unit.

Your Company has implemented internationally recognized ISO standards in Environment Management System, Quality Management System, Energy Management System and Operational Health and Safety Management System. Its Quality Control Laboratory has been accredited with NABL.

Corporate Governance

MRPL is committed to good Corporate Governance practices that ensure conduct of business in a principled, transparent and accountable manner. Your Company discharges its functions with the highest integrity protecting the interests of all stakeholders. An unqualified report from the Joint Statutory Auditors and 'Nil' comments from C&AG is a matter of pride for all of us.

Your Company has been complying with all the requirements of Corporate Governance as stipulated in the Companies Act, 2013, Listing Regulations and DPE guidelines except the non-availability of required number of Independent Directors on the Board of MRPL, for which we have already sought appointment from our Administrative Ministry. The

Last but not the least, I would like to place on record my sincere admiration to every employee of MRPL for the hard work and dedication towards the Company year after year.

Thank You

Jai Hind !!!

Mangalore Refinery And Petrochemicals Limited								
Resolution Required : (Ordinary)			1 - To adopt the audited financial statements including consolidated financial statements of the Company for the financial year ended on 31st March 2022 together with the Board's Report the Auditors Report thereon and comments of the Comptroller and Auditor General of India in terms of applicable provisions of the Companies Act 2013 and Rules					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	44749630	22430763	50.1250	22430763	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		22430763	50.1250	22430763	0	100.0000	0.0000
Public Non Institutions	E-Voting	155341532	394883	0.2542	387881	7002	98.2268	1.7732
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		394883	0.2542	387881	7002	98.2268	1.7732
Total		1752598777	1575333261	89.8856	1575326259	7002	99.9996	0.0004



Mangalore Refinery And Petrochemicals Limited

Resolution Required : (Ordinary) **Z - To appoint a Director in place of Shri Vinod S Shenoy (DIN 07632981), who retires by rotation and being eligible offers himself for reappointment as a Director**

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

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	44749630	30390126	67.9115	3699138	26690988	12.1722	87.8278
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		30390126	67.9115	3699138	26690988	12.1722	87.8278
Public Non Institutions	E-Voting	155341532	394193	0.2538	377351	16842	95.7275	4.2725
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		394193	0.2538	377351	16842	95.7275	4.2725
Total		1752598777	1583291934	90.3397	1556584104	26707830	98.3131	1.6869



 MUMBAI

Mangalore Refinery And Petrochemicals Limited

Resolution Required : (Ordinary) **3 - To authorize Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors of the Company for the Financial Year 2022-23 in terms of the provisions of Section 139(5) read with Section 142 of the Companies Act 2013**

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

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	44749630	30390126	67.9115	30390126	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		30390126	67.9115	30390126	0	100.0000	0.0000
Public Non Institutions	E-Voting	155341532	394338	0.2539	377613	16725	95.7587	4.2413
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		394338	0.2539	377613	16725	95.7587	4.2413
Total		1752598777	1583292079	90.3397	1583275354	16725	99.9989	0.0011



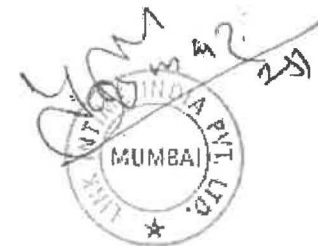
Mangalore Refinery And Petrochemicals Limited

Resolution Required : (Ordinary)

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

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

Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	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	44749630	30390126	67.9115	24799874	5590252	81.6050	18.3950
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		30390126	67.9115	24799874	5590252	81.6050	18.3950
Public Non Institutions	E-Voting	155341532	394193	0.2538	348810	45383	88.4871	11.5129
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		394193	0.2538	348810	45383	88.4871	11.5129
Total		1752598777	1583291934	90.3397	1577656299	5635635	99.6441	0.3559



Mangalore Refinery And Petrochemicals Limited

Resolution Required : (Ordinary)		5 - To appoint Smt. Nivedida Subramanian (DIN 08646502) as Independent Director of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	44749630	30390126	67.9115	24983385	5406741	82.2089	17.7911
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		30390126	67.9115	24983385	5406741	82.2089	17.7911
Public Non Institutions	E-Voting	155341532	394193	0.2538	381331	12862	96.7371	3.2629
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		394193	0.2538	381331	12862	96.7371	3.2629
Total		1752598777	1583291934	90.3397	1577872331	5419603	99.6577	0.3423



Mangalore Refinery And Petrochemicals Limited

Resolution Required : (Ordinary)		6 - To appoint Shri Manohar Singh Verma (DIN 09393215) as Independent Director of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	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	44749630	30390126	67.9115	24983385	5406741	82.2089	17.7911
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		30390126	67.9115	24983385	5406741	82.2089	17.7911
Public Non Institutions	E-Voting	155341532	394198	0.2538	344829	49369	87.4761	12.5239
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		394198	0.2538	344829	49369	87.4761	12.5239
Total		1752598777	1583291939	90.3397	1577835829	5456110	99.6554	0.3446



Mangalore Refinery And Petrochemicals Limited

Resolution Required : (Ordinary)

7 - To appoint Shri Pankaj Gupta (DIN 09393633) as Independent Director of the Company

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

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	44749630	30390126	67.9115	13281539	17108587	43.7035	56.2965
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		30390126	67.9115	13281539	17108587	43.7035	56.2965
Public Non Institutions	E-Voting	155341532	394158	0.2537	376512	17646	95.5231	4.4769
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		394158	0.2537	376512	17646	95.5231	4.4769
Total		1752598777	1583291899	90.3397	1566165666	17126233	98.9183	1.0817



Mangalore Refinery And Petrochemicals Limited

Resolution Required : (Ordinary)

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

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

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	44749630	30390126	67.9115	5264795	25125331	17.3240	82.6760
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		30390126	67.9115	5264795	25125331	17.3240	82.6760
Public Non Institutions	E-Voting	155341532	394111	0.2537	378739	15372	96.0996	3.9004
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		394111	0.2537	378739	15372	96.0996	3.9004
Total		1752598777	1583291852	90.3397	1558151149	25140703	98.4121	1.5879



Mangalore Refinery And Petrochemicals Limited

Resolution Required : (Ordinary)		9 - To appoint Shri Asheesh Joshi, Director - MoP&NG (DIN: 09005888) as Director of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	44749630	30390126	67.9115	5636499	24753627	18.5471	81.4529
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		30390126	67.9115	5636499	24753627	18.5471	81.4529
Public Non Institutions	E-Voting	155341532	394193	0.2538	381588	12605	96.8023	3.1977
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		394193	0.2538	381588	12605	96.8023	3.1977
Total		1752598777	1583291934	90.3397	1558525702	24766232	98.4358	1.5642



Mangalore Refinery And Petrochemicals Limited

Resolution Required : (Ordinary)

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

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

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	44749630	30390126	67.9115	5560178	24829948	18.2960	81.7040
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		30390126	67.9115	5560178	24829948	18.2960	81.7040
Public Non Institutions	E-Voting	155341532	393780	0.2535	381367	12413	96.8477	3.1523
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		393780	0.2535	381367	12413	96.8477	3.1523
Total		1752598777	1583291521	90.3396	1558449160	24842361	98.4310	1.5690



Mangalore Refinery And Petrochemicals Limited

Resolution Required : (Ordinary)

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

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

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	44749630	30390126	67.9115	24983385	5406741	82.2089	17.7911
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		30390126	67.9115	24983385	5406741	82.2089	17.7911
Public Non Institutions	E-Voting	155341532	395238	0.2544	376046	19192	95.1442	4.8558
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		395238	0.2544	376046	19192	95.1442	4.8558
Total		1752598777	1583292979	90.3397	1577867046	5425933	99.6573	0.3427



CS Narasimha Pai P.

B.Com, FCS, PGDHRM

CS Sonali Suresh Mallya

BBM, MBA, FCS

P.N. Pai & Co
Company Secretaries**FORM NO. MGT-13****REPORT OF SCRUTINIZER**

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

22nd August, 2022

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

Dear Sir,

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

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

1st Floor, Shriram Arcade, Opp. Alice Manor Apts, Patrao Lane, Bunts Hostel, Mangalore-575 003.

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

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



Resolution No. 1: Ordinary Resolution

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

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



Resolution No.2: Ordinary Resolution

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

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



Resolution No.3: Ordinary Resolution

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

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



Resolution No.4: Ordinary Resolution

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

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



Resolution No.5: Ordinary Resolution

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

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



Resolution No.6: Ordinary Resolution

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

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



Resolution No. 7: Ordinary Resolution

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

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



Resolution No.8: Ordinary Resolution

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

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



Resolution No.9: Ordinary Resolution

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

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



Resolution No.10: Ordinary Resolution

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

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



Resolution No.11: Ordinary Resolution

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

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



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

Place: Mangalore

Date: 22.08.2022



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

COUNTERSIGNED BY

K. S. S. S. S.
23/8/2022
Chairperson of the AGM of the Company