

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]

26th November 2021

To
The Chairman
Shri Rohit Mathur,
Joint Secretary, Ministry of Petroleum and Natural Gas
Government of India, New Delhi

Dear Sir,

Sub: Scrutinizer's Report on remote e-voting process and e-voting conducted at the Meeting of **Equity Shareholders** of Mangalore Refinery and Petrochemicals Limited held on Friday, 26th November, 2021 at 10.00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

1. Mangalore Refinery and Petrochemicals Limited ("the Company") vide Letter dated 22nd October 2021 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and e-voting conducted at the Meeting of Equity Shareholders on the Resolutions contained in the Notice dated 16th October 2021 for the Meeting of Equity Shareholders 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 Equity Shareholders 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 e-voting during the meeting and the applicable regulations of the SEBI (Obligations and Disclosure Requirements) Regulations, 2015, relating to Remote e-voting on the resolution contained in the aforesaid Notice for the Members of the Company. My 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 resolution, 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 meeting of Equity Shareholders 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 October 2021 (cut-off date") were entitled to vote on the resolutions as stated in the Notice of the Equity Shareholders Meeting. 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 10.00 a.m. of Wednesday, 27th October, 2021 upto 5.00 p.m. of Thursday, 25th November 2021. Accordingly, votes casted upto 25th November 2021 have been considered for my scrutiny. The facility of voting at the Equity Shareholders Meeting by e-voting has also been considered for the scrutiny.



5. After the conclusion of the 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 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 Meeting in respect of Scheme of Amalgamation may accordingly be declared by the Chairman of the Company. Summary of the votes cast by remote e-voting and e-voting at the Meeting for the resolution is given herein after:



Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the memorandum of association and articles of association of Mangalore Refinery and Petrochemicals Limited (“Company”) and subject to the approval of Ministry of Corporate Affairs, Government of India (“MCA”) and subject to such other approvals, permissions and sanctions of regulatory and other authorities or tribunals, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the MCA or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Amalgamation between ONGC Mangalore Petrochemicals Limited and Mangalore Refinery and Petrochemicals Limited and their respective shareholders and creditors (“Scheme”) the draft of which was circulated along with this Notice, be and is hereby approved.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to the above resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or



imposed by the MCA or tribunals while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise or meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem it and proper.”

SI .No	Particulars	No. of e-voting / remote e-voting confirmations	No. of shares voted
a	Remote e-voting confirmations received	1,346	1,60,20,60,115
b	e-voting during the meeting	11	19,213
	Total	1,357	1,60,20,79,328
c	Less: Invalid e-voting /Remote e-voting confirmations	-	-
d	Net valid e-voting /Remote e-voting confirmations	1,357	1,60,20,79,328
i	e-voting /Remote e-voting confirmations with assent for the Resolution	1,291	1,60,20,56,728
	% of Assent		99.99
ii	e-voting /remote e-voting confirmations with dissent for the Resolution	66	22,600
	% of Dissent		0.01



7. A list of Equity Shareholders who voted "FOR" and "AGAINST" for resolution is enclosed.
8. The relevant records have been sealed and handed over to the Company Secretary for safekeeping.

Place: Mangaluru

Date: 26/11/2021



**CS NARASIMHA PAI P, B.Com, F.C.S.
(Practicing Company Secretary)
C.P No 11629
CIN: F009543C001556737**