



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 / वेबसाइट Website : www.mrpl.co.in

March 14, 2023

The Assistant General Manager, Listing Compliance
BSE Limited

Scrip Code: 500109, ISIN: INE103A01014

The Compliance & Listing Department
National Stock Exchange of India Limited

Symbol: MRPL, ISIN: INE103A01014

Dear Sir/Madam,

Subject: Disclosure of Voting Result of Postal Ballot along with Scrutinizer's Report

In continuation of our intimation dated February 09, 2023, we hereby enclose the following documents:

1. Voting Results as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as "Annexure – I".
2. Report of the Scrutinizer dated March 13, 2023, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 as "Annexure – II".

The e-voting Results and Scrutinizer's Report are also being hosted on the website of the Company i.e., www.mrpl.co.in.

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

Mangalore Refinery And Petrochemicals Limited								
Resolution Required : (Ordinary)			1 - To approve the Material Related Party Transaction(s) with Shell MRPL Aviation Fuels and Services Limited for the 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	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	1552507615	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	24269540	15202885	62.6418	15202885	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		15202885	62.6418	15202885	0	100.0000	0.0000
Public Non Institutions	E-Voting	175821622	346597	0.1971	325430	21167	93.8929	6.1071
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		346597	0.1971	325430	21167	93.8929	6.1071
Total		1752598777	15549482	0.8872	15528315	21167	99.8639	0.1361



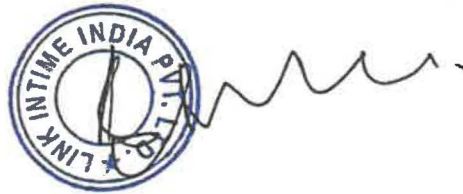
Mangalore Refinery And Petrochemicals Limited

Resolution Required : (Ordinary)

2 - To approve the Material Related Party Transaction(s) with Shell MRPL Aviation Fuels and Services Limited for the Year 2023-24.

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	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	24269540	15202885	62.6418	15202885	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		15202885	62.6418	15202885	0	100.0000	0.0000
Public Non Institutions	E-Voting	175821622	346632	0.1971	325464	21168	93.8932	6.1068
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		346632	0.1971	325464	21168	93.8932	6.1068
Total		1752598777	15549517	0.8872	15528349	21168	99.8639	0.1361



Ulhas S. Bhat

B.Com., F.C.S.

Practicing Company Secretary

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D. No.1-N-1-32/14(4), 5th Floor, Rameshwar Arcade, Opp. Urwa Police Station,

Kottara, Derebail, Mangalore 575006

SCRUTINIZER'S REPORT

[Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman,

MANGALORE REFINERY AND PETROCHEMICALS LIMITED,

MUDAPADAV, KUTHETHUR P.O. VIA KATIPALLA


MANGALORE, KARNATAKA-575030

CIN: L23209KA1988GOI008959

Dear Sir,

Sub.: Scrutinizer's Report on Remote e-voting conducted through Postal ballot pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 2/2022 dated May 05, 2022 and 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing regulations").

I, ULHAS S. BHAT, Practicing Company Secretary have been appointed as the Scrutinizer pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Rule 20 & 22 of the Companies (Management and Administration) Rules,



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2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing regulations"), to scrutinize the remote electronic voting process of Postal ballot of Mangalore Refinery and Petrochemicals Limited, held between Saturday, 11 February, 2023 (9:00 AM) to Sunday, 12 March, 2023 (5:00 PM).

I hereby submit my report as under in respect of the below-mentioned resolutions:

Responsibility of the Management of the Company

The compliance with the requirements of the Companies Act, 2013 and the rules made thereunder relating to remote e-voting by use of postal ballots by voting through electronic means by the shareholders on the resolution (s) set out in the Notice of Postal Ballot/E-Voting of the Company is the responsibility of the Management.

My responsibility as Scrutinizer

My responsibility as a Scrutinizer for the Postal Ballot by voting through electronic means by shareholders (remote e-voting) is restricted to make a Scrutinizer's Report for the votes casted 'in favour' or 'against' the resolutions as stated in the said Notice, based on the reports generated from the e-voting system provided by Link Intime India Private Limited, the agency engaged by the Company to provide remote e-voting facility, in a fair and transparent manner.

- In compliance with Ministry of Corporate Affairs (MCA") and SEBI Circular, the Notice of Postal ballot dated 9 February 2023 along with Explanatory Statement annexed to the Notice setting out material facts of the transaction under Section 188 of the Companies Act, 2013 were sent through electronic mode to those members whose email addresses are registered with the RTA/Depositories.



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- The Company has availed of the e-voting facility offered by Link Intime India Private Limited (LIPL) (hereinafter referred to as the agency) for conducting remote e-voting by the Shareholders of the Company.
- The Shareholders of the Company holding shares as on the "cut-off" date i.e., Friday 3rd February 2023, were entitled to vote on the resolution(s) as set out in the Notice of the Postal ballot.
- The voting period for remote e-voting commenced on Saturday, 11th February 2023 (9:00 AM) and ends on Sunday, 12th March, 2023 (5:00 PM), and thereafter the Link Intime India Private Limited e- voting platform was blocked. Votes cast through remote e-voting were then unblocked in the presence of following two witnesses not being in the employment of the Company. The confirmation in writing is attached as 'Annexure-A'.

I have scrutinized and reviewed the remote e-voting based on the data downloaded from agency's e-voting system.

The results of Remote e-voting are as under.

Item No.	1
Subject Matter of the Resolution	Approval of Material Related Party Transaction(s) with Shell MRPL Aviation Fuels and Services Limited during the Year 2022-23 "RESOLVED THAT pursuant to Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 188 of the Companies Act, 2013, approval of the Members of the Company be and is hereby accorded to the Material Related Party Transaction(s) for sale of Air Turbine Fuel etc., by the Company to Shell MRPL Aviation Fuels and Services



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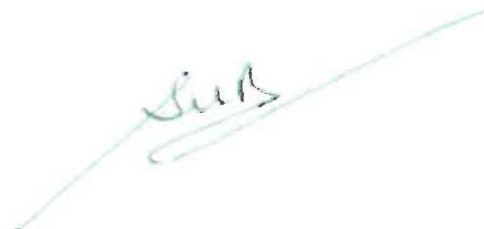
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	Limited for ₹2,000 crores for the Financial Year 2022-23 in the ordinary course of business and at arm's length basis, and authorizing the Functional Director concerned directly or through official(s) nominated for this purpose to do all such acts, deeds, matters and things as may be deemed necessary or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto."
Type of Resolution	Ordinary

Particulars	Remote e-votes		Percentage
	Number of Votes	Number of Equity Shares	
Assent	578	15528315	99.86
Dissent	23	21167	0.14
Total	601	15549482	100.00

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no.1 as set out in the Notice is passed in favour of the resolution with requisite majority.



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Item No.	2
Subject Matter of the Resolution	Approval of Material Related Party Transaction(s) with Shell MRPL Aviation Fuels and Services Limited for the year 2023-24 "RESOLVED THAT pursuant to Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 188 of the Companies Act, 2013, approval of the Members of the Company be and is hereby accorded to the Material Related Party Transaction(s) for Air Turbine Fuel etc., by the Company to Shell MRPL Aviation Fuels and Services Limited for ₹3,000 crore for the Financial Year 2023-24 in the ordinary course of business and at arm's length basis, and authorizing the Functional Director concerned directly or through official(s) nominated for this purpose to do all such acts, deeds, matters and things as may be deemed necessary or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto."
Type of Resolution	Ordinary

Particulars	Remote e-votes		Percentage
	Number of Votes	Number of Equity Shares	
Assent	578	15528349	99.86
Dissent	23	21168	0.14
Total	601	15549517	100.00



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As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no.2 as set out in the Notice is passed in favour of the resolution with requisite majority.

The Electronic data and all other relevant records relating to remote e-voting are under my safe custody and will be handed over to the Chairman/Company Secretary, for preserving safely after the Chairman considers, approves, and signs the minutes of the meeting.

The Company may accordingly declare the results of voting by Postal Ballot, as required.

I thank you for the opportunity given to act as a Scrutinizer of the Postal Ballot.

Thanking you,

Yours faithfully,

sub



CS Ulhas S. Bhat

PEER REVIEW No. 2646/2022

FCS: 7116; CP No.: 7806

UDIN: F007116D003265602

Counter Signed By

Chairman
Chairman 13/3/23



MANGALORE REFINERY AND PETROCHEMICALS LIMITED

Place: Mangalore

Date: 13th March 2023

Ulhas S. Bhat

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Annexure-A

1. The e-votes cast through Remote e-voting on the resolutions stated in the Postal ballot notice dated 9th February 2023 of Mangalore Refinery and Petrochemicals Limited were unblocked in our presence on 12th March 2023 at 17:05 Hours (5:05 PM IST).

2. We are not in the employment of the Company i.e., Mangalore Refinery and Petrochemicals Limited.

Signature of the witnesses along with date:

1.  12/03/23

(YASHWANTH)

SHRI VINAYAKA NILAYA,
KUBANOR, KASARAGOD-671324
KERALA STATE
(CAMP AT MANGALORE)

2.  12/03/23

(VIVEKANANDA S SHETTIGAR)
ANUGRAHA NIVASA, HOKKADIGOLI
KUDURASTHE, ARAMBODY POST
574237 KA

