



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)
सीआईएन/CIN : L23209KA1988GO1008959

पंजीकृत कार्यालय : कुत्तेतूर पोस्ट, वाया काटीपल्ला, मंगलूर - 575 030 (भारत) दूरभाष : 0824-2270400, फैक्स : 0824-2271404, E-mail : mrplmr@mrpl.co.in
Regd. Office : Kuthethoor P.O. Via Katipalla, 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

11/08/2018

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 30th Annual General Meeting (AGM)

30th Annual General Meeting (AGM) of the Company was held on 11th August, 2018 and the business mentioned in the notice dated 7th July, 2017 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 11th August, 2018 pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as **Annexure III.**
- 4) Annual Report for the financial year 2017-18 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations duly approved and adopted by the members as per the provisions of the Companies Act, 2013 as **Annexure IV.**

Thanking you,

Yours faithfully,
For Mangalore Refinery and Petrochemicals Limited


Dinesh Mishra
Company Secretary

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) 080-22642200, फैक्स Fax : 080 - 23505501
दिल्ली कार्यालय : कोर-8, 7^{वीं} मंजिल, स्कोप कॉम्प्लेक्स, लोधी रोड, नई दिल्ली-110003 दूरभाष : 011-24306400, फैक्स : 011-24361744
Delhi Office : Core-8, 7th Floor SCOPE Complex, Lodhi Road, New Delhi-110003. Tel.: 011-24306400, Fax : 011-24361744
मुंबई कार्यालय : मेकर टॉवर, 'ई' विंग 15वां तल, कफ़ परेड, मुंबई - 400 005. दूरभाष : 022-22173000, फैक्स : 22173233
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Proceedings of 30th Annual General Meeting held on 11th August, 2018

The 30th Annual General Meeting of the Members of the Company was held on Saturday, 11th August, 2018 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 30th AGM were conducted as per the provisions of Companies Act, 2013, the rules made thereunder & SEBI Listing Regulations, 2015.

The Chairman informed that Remote e-voting facility was provided to all the members entitled to vote, on all resolutions set forth in the notice in terms of Regulation 44 of SEBI Listing Regulations, 2015 and the provisions of the Companies Act, 2013 and the Rules made thereunder and Secretarial Standard-2 (SS-2) on “General Meeting” issued by the Institute of Company Secretaries of India. The Remote e-voting period commenced on Wednesday, 08th August, 2018 at 9 a.m. and ended on Friday, 10th August, 2018 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 Himanshu Kamdar, FCS 5171, Partner, M/s Rathi and Associates, Practicing Company Secretaries, Mumbai 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 07/07/2018 were transacted at the meeting:

Ordinary Business:

- 1) Adoption of standalone and consolidated Financial Statements of the Company for the year ended 31st March, 2018 including the Board's Report, Auditor's Report thereon and comments of the Comptroller & Auditor General of India, in terms of section 143(6) of the Companies Act, 2013.
- 2) Appointment of Shri Vinod S. Shenoy, (DIN: 07632981) as a Director.
- 3) Declaration of dividend for the year ended 31st March, 2018.
- 4) Authorization to the Board of Directors for fixation of the remuneration of the Joint Statutory Auditors of the Company for the Financial Year 2018-19.

Special Business:

- 5) Appointment of Shri Balbir Singh (DIN: 07945679) as the Independent Director.
- 6) Appointment of Shri Sewa Ram (DIN: 01652464) as the Independent Director.
- 7) Appointment of Shri V. P. Haran (DIN: 07710821) as the Independent Director.
- 8) Appointment of Shri G. K. Patel (DIN: 07945704) as the Independent Director.
- 9) Appointment of Shri Shashi Shanker (DIN: 06447938) as a Director.
- 10) Appointment of Shri K. M. Mahesh (DIN: 07402110) as a Director.
- 11) Appointment of Shri Sanjay Kumar Jain (DIN: 08015083) as a Director.
- 12) Appointment of Shri Subhash Kumar (DIN: 07905656) as a 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 is enclosed.

Resolution No. 1: Ordinary Resolution

To consider and adopt:

- (a) the audited standalone Financial Statements of the Company for the financial year ended 31st March, 2018, the Reports of the Board of Directors, Auditors and the comments of the Comptroller and Auditor General of India thereon in terms of Section 143(6) of the Companies Act, 2013; and
- (b) the audited consolidated Financial Statements of the Company for the financial year ended 31st March, 2018, the Report of the Auditors thereon and the comments of the Comptroller and Auditor General of India thereon in terms of Section 143(6) of the Companies Act, 2013:

Sr. No.	Particulars	Resolution 1	
		No. of ballots/ remote e-Voting confirmations	No. of Shares voted
a.	Votes cast by ballots	129	1552567147
b.	Remote e-voting confirmations received	228	33387897
	Total	357	1585955044
c.	Less: Invalid Ballots/Remote e-voting confirmations	8	20041
d.	Net Valid Ballots/Remote e-voting confirmations	349	1585935003
	(i) Ballots/Remote e-voting confirmations with assent for the Resolution	344	1585933702
% of Assent			*100
	(ii) Ballots/Remote e-voting confirmations with assent for the Resolution	5	1301
% of Dissent			0

* Rounded off to 100



Resolution No.2:Ordinary Resolution

For appointment of Shri Vinod S. Shenoy (DIN: 07632981) as a Director of the Company, who retired by rotation and being eligible, had offered himself for re-appointment:

Sr. No.	Particulars	Resolution 2	
		No. of ballots/ remote e-voting confirmations	No. of Shares voted
a.	Votes cast by ballots	128	1552567047
b.	Remote e-voting confirmations received	227	33384239
	Total	355	1585951286
c.	Less: Invalid Ballots/Remote e-voting confirmations	8	20041
d.	Net Valid Ballots/Remote e-voting confirmations	347	1585931245
	(i) Ballots/Remote e-voting confirmations with assent for the Resolution	300	1570521521
% of Assent			99.03
	(ii) Ballots/Remote e-voting confirmations with assent for the Resolution	47	15409724
% of Dissent			0.97



Resolution No. 3: Ordinary Resolution

To declare dividend for the financial year ended March 31, 2018:

Sr. No.	Particulars	Resolution 3	
		No. of ballots/ remote e-voting confirmations	No. of Shares voted
a.	Votes cast by ballots	129	1552567147
b.	Remote e-voting confirmations received	227	33387647
	Total	356	1585954794
c.	Less: Invalid Ballots/Remote e-voting confirmations	8	20041
d.	Net Valid Ballots/Remote e-voting confirmations	348	1585934753
	(i) Ballots/Remote e-voting confirmations with assent for the Resolution	343	1585931802
% of Assent			*100
	(ii) Ballots/Remote e-voting confirmations with assent for the Resolution	5	2951
% of Dissent			0

* Rounded off to 100



Resolution No. 4: Ordinary Resolution

To authorize the Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors of the Company appointed by the Comptroller and Auditor General of India for auditing the accounts of the Company for the Financial Year 2018-19, in terms of provisions of Section 139(5) read with Section 142 of the Companies Act, 2013:

Sr. No.	Particulars	Resolution 4	
		No. of ballots/ remote e-voting confirmations	No. of Shares voted
a.	Votes cast by ballots	129	1552567147
b.	Remote e-voting confirmations received	227	33384408
	Total	356	1585951555
c.	Less: Invalid Ballots/Remote e-voting confirmations	8	20041
d.	Net Valid Ballots/Remote e-voting confirmations	348	1585931514
	(i) Ballots/Remote e-voting confirmations with assent for the Resolution	336	1585894362
% of Assent			*100
	(ii) Ballots/Remote e-voting confirmations with assent for the Resolution	12	37152
% of Dissent			0

* Rounded off to 100



Resolution No. 5: Ordinary Resolution

For appointment of Mr. Balbir Singh (DIN: 07945679), as an Independent Director of the Company for a period of three years, not liable to retire by rotation:

Sr. No.	Particulars	Resolution 5	
		No. of ballots/ remote e-voting confirmations	No. of Shares voted
a.	Votes cast by ballots	129	1552567147
b.	Remote e-voting confirmations received	222	33382396
	Total	351	1585949543
c.	Less: Invalid Ballots/Remote e-voting confirmations	8	20041
d.	Net Valid Ballots/Remote e-voting confirmations	343	1585929502
	(i) Ballots/Remote e-voting confirmations with assent for the Resolution	322	1585919555
% of Assent			*100
	(ii) Ballots/Remote e-voting confirmations with assent for the Resolution	21	9947
% of Dissent			0

* Rounded off to 100



Resolution No. 6: Ordinary Resolution

For appointment of Mr. Sewa Ram (DIN: 01652464), as an Independent Director of the Company for a period of three years, not liable to retire by rotation:

Sr. No.	Particulars	Resolution 6	
		No. of ballots/ remote e-voting confirmations	No. of Shares voted
a.	Votes cast by ballots	129	1552567147
b.	Remote e-voting confirmations received	224	33383764
	Total	353	1585950911
c.	Less: Invalid Ballots/Remote e-voting confirmations	8	20041
d.	Net Valid Ballots/Remote e-voting confirmations	345	1585930870
	(i) Ballots/Remote e-voting confirmations with assent for the Resolution	325	1585924924
% of Assent			*100
	(ii) Ballots/Remote e-voting confirmations with assent for the Resolution	20	5946
% of Dissent			0

* Rounded off to 100



Resolution No. 7: Ordinary Resolution

For appointment of Mr. V. P. Haran (DIN: 07710821), as an Independent Director of the Company for a period of three years, not liable to retire by rotation:

Sr. No.	Particulars	Resolution 7	
		No. of ballots/ remote e-voting confirmations	No. of Shares voted
a.	Votes cast by ballots	128	1552567047
b.	Remote e-voting confirmations received	224	33383455
	Total	352	1585950502
c.	Less: Invalid Ballots/Remote e-voting confirmations	8	20041
d.	Net Valid Ballots/Remote e-voting confirmations	345	1585930461
	(i) Ballots/Remote e-voting confirmations with assent for the Resolution	325	1585925090
% of Assent			*100
	(ii) Ballots/Remote e-voting confirmations with assent for the Resolution	19	5371
% of Dissent			0

* Rounded off to 100



Resolution No. 8: Ordinary Resolution

For appointment of Dr. G.K. Patel (DIN: 07945704), as an Independent Director of the Company for a period of three years, not liable to retire by rotation:

Sr. No.	Particulars	Resolution 8	
		No. of ballots/ remote e-voting confirmations	No. of Shares voted
a.	Votes cast by ballots	128	1552567047
b.	Remote e-voting confirmations received	224	33382567
	Total	352	1585949614
c.	Less: Invalid Ballots/Remote e-voting confirmations	8	20041
d.	Net Valid Ballots/Remote e-voting confirmations	344	1585929573
	(i) Ballots/Remote e-voting confirmations with assent for the Resolution	326	1585922867
% of Assent			*100
	(ii) Ballots/Remote e-voting confirmations with assent for the Resolution	18	6706
% of Dissent			0

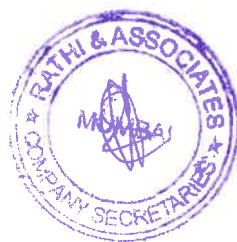
* Rounded off to 100



Resolution No. 9: Ordinary Resolution

For appointment of Mr. Shashi Shanker (DIN: 06447938) as Director of the Company, liable to retire by rotation:

Sr. No.	Particulars	Resolution 9	
		No. of ballots/ remote e-voting confirmations	No. of Shares voted
a.	Votes cast by ballots	128	1552567047
b.	Remote e-voting confirmations received	224	33383855
	Total	352	1585950902
c.	Less: Invalid Ballots/Remote e-voting confirmations	8	20041
d.	Net Valid Ballots/Remote e-voting confirmations	344	1585930861
	(i) Ballots/Remote e-voting confirmations with assent for the Resolution	293	1570488667
% of Assent			99.03
	(ii) Ballots/Remote e-voting confirmations with assent for the Resolution	51	15442194
% of Dissent			0.97



Resolution No. 10: Ordinary Resolution

For appointment of Mr. K.M. Mahesh (DIN: 07402110), as Director of the Company, liable to retire by rotation:

Sr. No.	Particulars	Resolution 10	
		No. of ballots/ remote e-voting confirmations	No. of Shares voted
a.	Votes cast by ballots	128	1552567047
b.	Remote e-voting confirmations received	226	33383875
	Total	345	1585950922
c.	Less: Invalid Ballots/Remote e-voting confirmations	8	20041
d.	Net Valid Ballots/Remote e-voting confirmations	346	1585930881
	(i) Ballots/Remote e-voting confirmations with assent for the Resolution	298	1570521371
% of Assent			99.03
	(ii) Ballots/Remote e-voting confirmations with assent for the Resolution	48	15409510
% of Dissent			0.97



Resolution No. 11: Ordinary Resolution

For appointment of Mr. Sanjay Kumar Jain (DIN: 08015083) as Director of the Company, liable to retire by rotation:

Sr. No.	Particulars	Resolution 11	
		No. of ballots/ remote e-voting confirmations	No. of Shares voted
a.	Votes cast by ballots	129	1552567147
b.	Remote e-voting confirmations received	225	33383344
	Total	354	1585950491
c.	Less: Invalid Ballots/Remote e-voting confirmations	8	20041
d.	Net Valid Ballots/Remote e-voting confirmations	346	1585930450
	(i) Ballots/Remote e-voting confirmations with assent for the Resolution	296	1570520236
% of Assent			99.03
	(ii) Ballots/Remote e-voting confirmations with assent for the Resolution	50	15410214
% of Dissent			0.97



Resolution No. 12: Ordinary Resolution

For appointment of Mr. Subhash Kumar (DIN: 07905656) as Director of the Company, liable to retire by rotation:

Sr. No.	Particulars	Resolution 12	
		No. of ballots/ remote e-voting confirmations	No. of Shares voted
a.	Votes cast by ballots	129	1552567147
b.	Remote e-voting confirmations received	224	33383338
	Total	353	1585950485
c.	Less: Invalid Ballots/Remote e-voting confirmations	8	20041
d.	Net Valid Ballots/Remote e-voting confirmations	345	1585930444
	(i) Ballots/Remote e-voting confirmations with assent for the Resolution	294	1570492127
% of Assent			99.03
	(ii) Ballots/Remote e-voting confirmations with assent for the Resolution	51	15438317
% of Dissent			0.97

Thanking you,

Yours sincerely,

For **RATHI & ASSOCIATES**
COMPANY SECRETARIES



HIMANSHU S. KAMDAR
PARTNER
MEMBERSHIP NO. FCS 5171
COP NO. 3030



Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

11th August, 2018

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

Dear Sir,

Sub: **Scrutinizer's Report on the remote e-voting and the voting by ballots conducted at the 30th Annual General Meeting of the Equity Shareholders of Mangalore Refinery and Petrochemicals Limited held on Saturday, 11th August 2018 at 4.00 P.M. at MRPL Employees Recreation Centre, Mudapadav, Post Kuthethoor, Via. Katipalla, Mangaluru-575 030, Karnataka**

Mangalore Refinery and Petrochemicals Limited ("the Company") vide resolution of its Board of Directors dated 15th May, 2018 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and physical voting by ballots at the 30th Annual General Meeting (AGM) on the resolutions contained in the Notice dated 7th July 2018 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.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and voting by ballots on the resolutions contained in the aforesaid Notice for the 30th 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 favour" or "against" the resolutions, based on the reports generated from the remote e-voting system of National Securities Depository Limited (NSDL) and of voting by ballots as provided by the Company.

As required under Section 101 of the Act, the Notice for 30th 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 4th August, 2018, “cut-off date”, were entitled to vote on the resolutions as stated in the Notice of the 30th AGM. The Company provided the remote e-voting facility offered by National Securities Depository Limited (NSDL) to cast votes on aforesaid resolutions through remote e-voting by the members of the Company.

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, 8th August, 2018 upto 5.00 p.m. of Friday, 10th August 2018. However due to a technical glitch in NSDL’s remote e-voting system on Thursday, 9th August 2018, there was a disruption of remote e-voting facility. The remote e-voting facility on the NSDL’s system was restored on Saturday, 11th August 2018 at 6.00 p.m. Accordingly, votes casted upto 9th August, 2018 have been considered for my scrutiny. The facility of voting at the Annual General Meeting by ballots has also been considered for the scrutiny.

After the conclusion of the 30th 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 Ramakrishna Bhat B. and Ashok V. Mali. Thereafter the voting through remote e-voting was unblocked in the presence of two witnesses not in employment of the Company, namely C. Krishnamoorthi and Sethumadhav S. Agnihotri. A summary of the votes casted by shareholders through remote e-voting and ballots at the 30th Annual General Meeting with their pattern of voting is furnished herein after.

The results of the voting by members by remote e-voting and ballots at the 30th Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Company.

Summary of the votes casted by remote e-voting and ballots for each of the resolutions is given herein after:

