



मंगलूर रिफाइनरी एण्ड पेट्रोकेमिकल्स लिमिटेड

MANGALORE REFINERY AND PETROCHEMICALS LIMITED

अनुसूची 'अ' के अंतर्गत भारत सरकार का उद्यम • SCHEDULE 'A' GOVT. OF INDIA ENTERPRISES
(ऑयल एण्ड नेचुरल गैस कॉर्पोरेशन लिमिटेड की सहायक कंपनी) • (A Subsidiary of Oil and Natural Gas Corporation Limited)
सी.आई.एन. : L23209KA1988GOI008959 • CIN : L23209KA1988GOI008959
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आईएसओ 9001, 14001 एवं 50001 प्रमाणित कंपनी • AN ISO 9001, 14001 and 50001 Certified Company

19/08/2017

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 29th Annual General Meeting (AGM)

29th Annual General Meeting (AGM) of the Company was held on 19th August, 2017 and the business mentioned in the notice dated 19th 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 August 19th August, 2017 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 2016-17 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

पंजीकृत कार्यालय: कुथेथूर पोस्ट, बाया काटीपल्ला, मंगलूर-575030, दूरभाष :0824-2883200, फैक्स :0824-2271200
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बेंगलूरु कार्यालय : प्लॉट नं. ए-1, के.एस.एस.आई.डी.सी.-प्रशासनिक कार्यालय भवन के सामने, इंडस्ट्रियल एस्टेट, राजाजीनगर, बेंगलूरु-560010, दूरभाष :080-22642200, फैक्स :080-23505501
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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

Date: 19th August, 2017

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

Dear Sir,

Sub: Scrutinizer's Report on the remote e-voting and the voting through physical ballots at 29th Annual General Meeting of Equity Shareholders of Mangalore Refinery and Petrochemicals Limited held on 19th August 2017 at 4.00 P.M.

Mangalore Refinery and Petrochemicals Limited ("the Company") vide resolution of its Board of Directors dated 17th May, 2017 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and voting through physical ballots at the 29th Annual General Meeting (AGM) on the resolutions contained in the Notice dated 19th July, 2017 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 physical ballots on the resolutions contained in the aforesaid Notice to the 29th AGM of the Members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and physical 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 through physical ballots as provided by Link Intime (India) Private Limited, the agencies engaged by the Company to provide remote e-voting facility and voting through physical ballots at the AGM.

As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act was sent to the Members by permitted means for seeking approval of members. The Equity Shareholders holding shares as on 12th August, 2017 i.e. the "cut-off date", were entitled to vote on the resolutions as stated in the Notice of the 29th 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, 16th August, 2017 upto 5.00 p.m. of Friday, 18th August 2017. Accordingly, e-votes casted upto 5.00 p.m. of 18th August, 2017 have been considered for my scrutiny. The voting at the 29th AGM through physical ballots has also been considered by me for scrutiny.

After the conclusion of the 29th AGM, first the voting through physical ballots at the meeting was unblocked in the presence of two witnesses not in employment of the Company, namely Ms. Harshita and Mr. Jesusvalanarasu. Thereafter the voting through remote e-voting was unblocked in the presence of two witnesses not in employment of the Company, namely Ms. Trupal Trivedi and Ms. Navrang Rath. A summary of the votes casted by shareholders through remote e-voting and physical ballots at the 29th AGM with their pattern of voting is furnished herein after.

Summary of votes casted through e-voting and physical ballots for each resolution is given herein after:

Resolution No. 1: Ordinary Resolution

To consider and adopt:

- (a) audited standalone Financial Statements of the Company for the financial year ended 31st March, 2017, 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) audited consolidated Financial Statements of the Company for the financial year ended 31st March, 2017, the reports of the Auditors 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 No. 1	
		No. of physical ballots/e-voting confirmations	No. of shares voted
a.	Votes cast through physical ballots	26	6,115
b.	e-voting confirmations received	422	1,629,477,463
	Total	448	1,629,483,578
c.	Less: Invalid physical ballots/e-voting confirmations	1	20
d.	Net valid physical ballots/e-voting confirmations	447	1,629,483,558
	(i) Physical ballots/e-voting confirmations with assent for the Resolution	440	1,629,480,633
% of Assent			100*
	(ii) Physical ballots/e-voting confirmations with dissent for the Resolution	7	2,925
% of Dissent			0.00

* Rounded off to the nearest number

Resolution No. 2: Ordinary Resolution

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

Sr. No.	Particulars	Resolution 2	
		No. of physical ballots/e-voting confirmations	No. of shares voted
a.	Votes cast through physical ballots	25	6,065
b.	e-voting confirmations received	421	1,630,259,671
	Total	446	1,630,265,736
c.	Less: Invalid physical ballots/e-voting confirmations	1	20
d.	Net valid physical ballots/e-voting confirmations	445	1,630,265,716
	(i) Physical ballots/e-voting confirmations with assent for the	360	1,609,328,622



		Resolution		
% of Assent				98.72
	(ii)	Physical ballots/e-voting confirmations with dissent for the Resolution	85	20,937,094
% of Dissent				1.28

Resolution No. 3: Ordinary Resolution

To declare dividend for the financial year ended March 31, 2017.

Sr. No.	Particulars		Resolution 3		
			No. of physical ballots/e-voting confirmations	No. of shares voted	
a.	Votes cast through physical ballots		26	6,115	
b.	e-voting confirmations received		425	1,630,260,958	
	Total		451	1,630,267,073	
c.	Less: Invalid physical ballots/e-voting confirmations		1	20	
d.	Net valid physical ballots/e-voting confirmations		450	1,630,267,053	
	(i)	Physical ballots/e-voting confirmations with assent for the Resolution	446	1,630,264,903	
% of Assent					100*
	(ii)	Physical ballots/e-voting confirmations with dissent for the Resolution	4	2,150	
% of Dissent					0.00

* Rounded off to the nearest number

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 2017-18, in terms of provisions of Section 139(5) read with Section 142 of the Companies Act, 2013.



Sr. No.	Particulars	Resolution 4	
		No. of physical ballots/e-voting confirmations	No. of shares voted
a.	Votes cast through physical ballots	26	6,115
b.	e-voting confirmations received	422	1,630,260,659
	Total	448	1,630,266,774
c.	Less: Invalid physical ballots/e-voting confirmations	1	20
d.	Net valid physical ballots/e-voting confirmations	447	1,630,266,754
	(i) Physical ballots/e-voting confirmations with assent for the Resolution	429	1,629,196,703
% of Assent			99.93
	(ii) Physical ballots/e-voting confirmations with dissent for the Resolution	18	1,070,051
% of Dissent			0.07

Resolution No. 5: Ordinary Resolution

For appointment of Ms. Manjula C. (DIN: 07733175) as Independent Director of the Company, not liable to retire by rotation, for a period of three years.

Sr. No.	Particulars	Resolution 5	
		No. of physical ballots/e-voting confirmations	No. of shares voted
a.	Votes cast through physical ballots	26	6,115
b.	e-voting confirmations received	420	1,630,259,888
	Total	446	1,630,266,003
c.	Less: Invalid physical ballots/e-voting confirmations	1	20
d.	Net valid physical ballots/e-voting confirmations	445	1,630,265,983
	(i) Physical ballots/e-voting confirmations with assent for the Resolution	410	1,628,597,578
% of Assent			99.90



	(ii)	Physical ballots/e-voting confirmations with dissent for the Resolution	35	1,668,405
% of Dissent				0.10

Resolution No. 6: Ordinary Resolution

For ratification of the remuneration of the Cost Auditors for the Financial Year 2017-18

Sr. No.	Particulars		Resolution 6	
			No. of physical ballots/e-voting confirmations	No. of shares voted
a.	Votes cast through physical ballots		26	6,115
b.	e-voting confirmations received		419	1,630,259,378
	Total		445	1,630,265,493
c.	Less: Invalid physical ballots/e-voting confirmations		1	20
d.	Net valid physical ballots/e-voting confirmations		444	1,630,265,473
	(i)	Physical ballots/e-voting confirmations with assent for the Resolution	426	1,630,261,573
% of Assent				100.00*
	(ii)	Physical ballots/e-voting confirmations with dissent for the Resolution	18	3,900
% of Dissent				0.00

* Rounded off to the nearest number

Resolution No. 7: Special Resolution

Authority to the Board of Directors of the Company for raising funds upto Rs. 3,000 crores through issue of Non-Convertible Debentures (NCDs)/Bonds

Sr. No.	Particulars	Resolution 7	
		No. of physical ballots/e-voting confirmations	No. of shares voted
a.	Votes cast through physical ballots	26	6,115
b.	e-voting confirmations received	423	1,630,261,880
	Total	449	1,630,267,995



c.	Less: Invalid physical ballots/e-voting confirmations	1	20
d.	Net valid physical ballots/e-voting confirmations	448	1,630,267,975
	(i) Physical ballots/e-voting confirmations with assent for the Resolution	419	1,629,379,544
% of Assent			99.95
	(ii) Physical ballots/e-voting confirmations with dissent for the Resolution	29	888,431
% of Dissent			0.05

The results of the voting by members through remote e-voting and physical ballots at the 29th AGM in respect of the above mentioned resolutions may accordingly be declared by the Chairman.

Thanking you,

Yours sincerely,

For **RATHI & ASSOCIATES**
COMPANY SECRETARIES



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