

**BEFORE THE MINISTRY OF CORPORATE AFFAIRS,
GOVERNMENT OF INDIA, SHASTRI BHAWAN, NEW DELHI**

Company Application dated July 1, 2021

In the matter of the Companies Act, 2013

AND

In the matter of Sections 230 to 232 of the Companies Act 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

AND

In the matter of Scheme of Amalgamation between ONGC Mangalore Petrochemicals Limited and Mangalore Refinery and Petrochemicals Limited and their respective Shareholders and Creditors.

Mangalore Refinery and Petrochemicals Limited,
CIN L23209KA1988GOI008959, PAN AAACM5132A, a company incorporated under the provisions of the Companies Act, 1956, having its Registered Office at Mudapadav, Kuthethoor PO., Via Katipalla, Mangalore, Karnataka 575030.

...Applicant Company (Transferee Company)

NOTICE OF THE MEETING OF UNSECURED CREDITORS

Notice is hereby given that by an order dated September 27, 2021 ("MCA Order"), the Ministry of Corporate Affairs, Government of India ("MCA") has directed a meeting to be held of the unsecured creditors of Mangalore Refinery and Petrochemicals Limited, the Applicant Company for the purpose of considering, and if thought fit, approving with or without modification(s), the proposed Scheme of Amalgamation between ONGC Mangalore Petrochemicals Limited ("Transferor Company") and Mangalore Refinery and Petrochemicals Limited ("Transferee Company") and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 ("Act"), and other applicable provisions of the Act, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Scheme") at the date and time as set out below.

In pursuance of the MCA Order and as directed therein and read with General Circulars No. 14/2020 dated April 8, 2020; No. 17/2020 dated April 13, 2020; 20/2020 dated May 5, 2020; No. 22/2020 dated June 15, 2020; No. 33/2020 dated September 28, 2020; No. 39/2020 dated December 31, 2020; and No. 10/2021 dated June 23, 2021 issued by the MCA (collectively referred to as the "MCA Circulars") and in compliance with the applicable provisions of the Act, further notice is hereby given that the meeting of the unsecured creditors of the Transferee Company will be held through video conferencing ("VC")/other audio visual means ("OAVM") as under:

| Meeting | Date of meeting | Time of meeting |
|---------------------|---------------------------|-----------------|
| Unsecured Creditors | Friday, November 26, 2021 | 03:30 PM |

Copies of the Notice dated October 16, 2021, the Scheme, explanatory statement under Sections 230(3) and 232(1) and (2) read with Section 102 and other applicable provisions of the Act and read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and accompanying documents (collectively referred to as the "Particulars"), have already been sent (i) through electronic mode to those unsecured creditors whose email IDs are registered with the Transferee Company; and (ii) through registered post physically, to those unsecured creditors who have not registered their email IDs.

The Transferee Company has completed the transmission of the aforesaid Particulars to its unsecured creditors by mail on October 21, 2021 and physical dispatch of the aforesaid Particulars to its unsecured creditors on October 22, 2021.

The aforesaid Particulars, which were sent by the Transferee Company to its unsecured creditors are also available on the website of the Transferee Company at: www.mrpl.co.in, on the website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of M/s National Securities Depository Limited ("NSDL"), at www.evoting.nsdl.com.

Hard copies of the aforesaid Particulars can be obtained free of charge within 1 (one) working day on a requisition being so made for the same by the unsecured creditors of the Transferee Company at the registered office of the Transferee Company on all working days between 10:30 A.M. to 05:30 P.M.

Since the meeting of the unsecured creditors is being held through VC / OAVM pursuant to the MCA Order and MCA Circulars, physical attendance of the unsecured creditors has been dispensed with. Accordingly, the facility for appointment of proxies by the unsecured creditors will not be available for the meeting.

The MCA has appointed Mr. Rohit Mathur, Joint Secretary (General), Ministry of Petroleum and Natural Gas, as the Chairperson, for the meeting of the unsecured creditors of the Transferee Company. Mr. CS Narasimha Pai, Practising Company Secretary and partner, M/s P.N. Pai and Co. shall act as the scrutinizer for the aforesaid meeting. The abovementioned Scheme, if approved by the unsecured creditors will be subject to the subsequent sanction of the MCA and such other approvals, permissions and sanctions of regulatory or other authorities, as may be necessary.

Persons entitled to attend and vote at the aforesaid meeting may vote through remote e-voting to cast their respective votes prior to the date of the meeting or vote in person through e-voting at the meeting.

Further Notice is hereby given that:

- The Transferee Company has provided the facility of voting through remote e-voting and e-voting during the meeting so as to enable the unsecured creditors to consider and approve the Scheme. The Transferee Company has engaged the services of NSDL, for facilitating the remote e-voting and e-voting during the meeting.
- The Scheme shall be acted upon if a majority of persons representing three fourth in value of unsecured creditors of the Transferee Company voting through the remote e-voting and e-voting during the meeting approve the Scheme in accordance with the provisions of Section 230(6) of the Act.
- The cut-off date for determining the eligibility of unsecured creditors for voting through remote e-voting and e-voting during the relevant meeting is May 31, 2021. The unsecured creditors as per the books of accounts of the Transferee Company as on the cut-off date i.e. May 31, 2021, shall be entitled to exercise their right to vote in the said meetings. The voting rights of unsecured creditors shall be in proportion to the value of their debts as per the records of the Transferee Company as on the cut-off date, i.e. May 31, 2021.
- Voting through remote e-voting by the unsecured creditors will commence on October 27, 2021 at 10.00 AM and shall end on November 25, 2021 at 5.00 PM. The e-voting module shall be disabled by NSDL, for voting thereafter and the unsecured creditors will not be allowed to vote electronically beyond the said date and time.
- During the voting period, the unsecured creditors can opt for only one mode for voting, i.e. either through remote e-voting or e-voting during the meeting. In case any unsecured creditors casts the vote both via remote e-voting and e-voting during the respective meetings, then voting done through remote e-voting shall prevail. Unsecured creditors who have cast their votes through remote e-voting may attend the respective meeting but shall not be entitled to cast their vote again.
- Facility to join the aforesaid meeting will be opened thirty minutes before the scheduled time of the meeting and will be kept open through the proceedings of the meeting.
- Unsecured creditors who have any query/grievance in relation to the voting by remote e-voting or need assistance before or during the meeting, may contact Mr. Amit Vishal, Assistant Vice President - NSDL at evoting@nsdl.co.in/ or Ms Sarita Mote, Assistant Manager- NSDL at toll free number 1800 1020 990 and 1800 22 44 30 or write to them at evoting@nsdl.co.in.
- Mr. CS Narasimha Pai, Practising Company Secretary and partner, M/s P.N. Pai and Co. has been appointed as the scrutinizer to scrutinize the e-voting during the meeting and remote e-voting process in a fair and transparent manner;
- The results of the meeting, together with the scrutinizer's report will be announced on or before November 28, 2021 and will be placed on the website of the Transferee Company at www.mrpl.co.in and on the website of NSDL at www.evoting.nsdl.com and shall be communicated to BSE Limited and the National Stock Exchange of India Limited where the equity shares of the Transferee Company are listed;
- The necessary instructions of remote e-voting and e-voting at the time of the meeting of the unsecured creditors along with other instructions / particulars have been set out in the notice dated October 16, 2021, and the unsecured creditors are requested to read the notes to the notice. The notice is also available on the Transferee Company's website www.mrpl.co.in website of the Stock Exchanges, i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of NSDL at www.evoting.nsdl.com.
- Unsecured creditors whose email IDs are not registered with the Transferee Company are requested to register/update their email with the Transferee Company by sending requests at investor@mrpl.co.in, with a self-attested copy of their PAN card. Upon registration, the unsecured creditor will receive an email from NSDL which will include details of e-voting Event Number (EVENT), User ID and Password and thereafter, the unsecured creditors shall follow the necessary instructions for remote e-voting and e-voting at the time of the respective meetings, as set out in the aforesaid notice, which is sent to the unsecured creditors.
- Unsecured Creditors who would like to express their views or ask questions during the meeting may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, PAN, and mobile number at investor@mrpl.co.in on or before November 21, 2021. Those Unsecured Creditors who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.

The aforesaid notice is also available on the Transferee Company's website www.mrpl.co.in and on the website of the Stock Exchanges, www.bseindia.com and www.nseindia.com, respectively.

Dated this 23rd day of October 2021

For Mangalore Refinery and Petrochemicals Limited
Sd/- Rohit Mathur
(Chairman appointed for the Meeting)