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CS Sonali Mallya

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P.N. Pai & Co
Company Secretaries**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]

03rd August, 2019

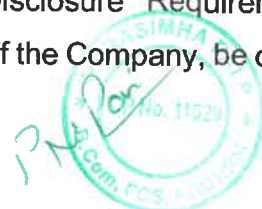
To
The Chairman
Mangalore Refinery and Petrochemicals Limited
Mudapadav, Kuthethoor,
P.O. Via- Katipalla,
Mangalore-575030
Karnataka

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03/8/19

Dear Sir,

Sub: Scrutinizer's Report on remote e-voting and voting by ballots conducted at the 31st Annual General Meeting (AGM) of Equity Shareholders of Mangalore Refinery and Petrochemicals Limited held on Saturday, 03rd August, 2019 at 4.00 P.M. at MRPL Employees Recreation Centre, Mudapadav, Post Kuthethoor, Via. Katipalla, Mangalore-575030, Karnataka.

1. Mangalore Refinery and Petrochemicals Limited("the Company") vide Resolution of its Board of Directors dated 18th June, 2019 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and physical voting by ballots at the 31st Annual General Meeting (AGM) on the Resolutions contained in the Notice dated 18th June, 2019 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.



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 the applicable regulations of the SEBI (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 31st 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 favor" or "against" the resolutions, based on the reports generated from the remote e-voting system of Central Depository Services (India) Limited (CDSL) and voting by ballots as provided by the Company.
3. As required under Section 101 of the Act, the Notice for 31st 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 27th July, 2019 (cut-off date") were entitled to vote on the resolutions as stated in the Notice of the 31st AGM. The Company provided the remote e-voting facility offered by Central Depository Services (India) Limited (CDSL) 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 9.00 a.m. of Wednesday, 31st July, 2019 upto 5.00 p.m. of Friday, 2nd August, 2019. Accordingly, votes casted upto 2nd August, 2019 have been considered for my scrutiny. The facility of voting at the Annual General Meeting by ballots has also been considered for the scrutiny.
5. After the conclusion of the 31st 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 Raman Nayak K and Kirthana Nayak Sujir. Thereafter the voting through remote e-voting was unblocked in the presence of two witnesses

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not in employment of the Company namely Raman Nayak K and Kirthana Nayak Sujir. A summary of the votes cast by shareholders through remote e-voting and ballots at the 31st Annual General Meeting with their pattern of voting is furnished herein after.

6. The results of the voting by members through Remote e-voting and ballots at the 31st Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Company. Summary of the votes cast by remote e-voting and ballots for each of the resolutions is given herein after:



Resolution No. 1: Ordinary Resolution

To receive, consider and adopt the audited financial statements including consolidated financial statements of the Company for the financial year ended on 31st March, 2019 together with the Board's Report, the Auditor's Report thereon and comments of the Comptroller and Auditor-General of India in terms of Section 102(2)(i), 143(6) and other applicable provisions of the Companies Act, 2013 and Rules thereunder and to pass the following resolution as an Ordinary Resolution:

Sr.No.	Particulars	Resolution 1	
		No. of ballots/ remote e-voting confirmations	No. of shares voted
a.	Votes cast by ballot	16	5,065
b.	Remote e-voting confirmations received	168	1,63,75,34,368
	Total	184	1,63,75,39,433
c.	Less: Invalid ballots/Remote e-voting confirmations	2	1,100
d.	Net valid Ballots/Remote e-voting confirmations	182	1,63,75,38,333
	(i) Ballots/Remote e-voting confirmations with assent for the Resolution	175	1,63,75,36,673
% of Assent			99.99
	(ii) Ballots/remote e-voting confirmations with dissent for the Resolution	7	1,660
% of Dissent			0.01

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Resolution No.2: Ordinary Resolution

To appoint a Director in place of Shri Shashi Shanker (DIN:06447938) who retires by rotation and being eligible offers himself for re-appointment as a Director.

Sr.No.	Particulars		Resolution 2	
			No. of ballots/remote e-voting confirmations	No. of shares voted
a.	Votes cast by ballot		16	5,065
b.	Remote e-voting confirmations received		169	1,63,75,34,418
	Total		185	1,63,75,39,483
c.	Less: Invalid ballots/Remote e-voting confirmations		2	1,100
d.	Net valid Ballots/Remote e-voting confirmations		183	1,63,75,38,383
	(i)	Ballots/Remote e-voting confirmations with assent for the Resolution	157	1,63,66,51,326
% of Assent				99.95
	(ii)	Ballots/remote e-voting confirmations with dissent for the Resolution	26	8,87,057
% of Dissent				0.05

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Resolution No.3: Ordinary Resolution

To appoint a Director in place of Shri K M Mahesh (DIN:07402110) who retires by rotation and being eligible offers himself for re-appointment as a Director.

Sr.No.	Particulars	Resolution 3	
		No. of ballots/ remote e-voting confirmations	No. of shares voted
a.	Votes cast by ballot	16	5,065
b.	Remote e-voting confirmations received	169	1,63,75,34,418
	Total	185	1,63,75,39,483
c.	Less: Invalid ballots/Remote e-voting confirmations	2	1,100
d.	Net valid Ballots/Remote e-voting confirmations	183	1,63,75,38,383
	(i) Ballots/Remote e-voting confirmations with assent for the Resolution	128	1,62,32,62,699
% of Assent			99.12
	(ii) Ballots/remote e-voting confirmations with dissent for the Resolution	55	1,42,75,684
% of Dissent			0.88

Prudh

Resolution No.4: Ordinary Resolution

To declare dividend for the financial year ended March 31, 2019.

Sr.No.	Particulars	Resolution 4	
		No. of ballots/ remote e-voting confirmations	No. of shares voted
a.	Votes cast by ballot	16	5,065
b.	Remote e-voting confirmations received	168	1,63,75,34,218
	Total	184	1,63,75,39,283
c.	Less: Invalid ballots/Remote e-voting confirmations	2	1,100
d.	Net valid Ballots/Remote e-voting confirmations	182	1,63,75,38,183
	(i) Ballots/Remote e-voting confirmations with assent for the Resolution	181	1,63,75,37,983
% of Assent			99.99
	(ii) Ballots/remote e-voting confirmations with dissent for the Resolution	1	200
% of Dissent			0.01

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Resolution No.5: Ordinary Resolution

To authorize the Board of Directors to fix the remuneration of the Joint Statutory Auditors of the Company for the Financial Year 2019-20.

Sr.No.	Particulars	Resolution 5	
		No. of ballots/ remote e-voting confirmations	No. of shares voted
a.	Votes cast by ballot	16	5062
b.	Remote e-voting confirmations received	169	1,63,75,34,418
	Total	185	1,63,75,39,483
c.	Less: Invalid ballots/Remote e-voting confirmations	2	1,100
d.	Net valid Ballots/Remote e-voting confirmations	183	1,63,75,38,383
	(i) Ballots/Remote e-voting confirmations with assent for the Resolution	154	1,63,66,95,510
% of Assent			99.95
	(ii) Ballots/remote e-voting confirmations with dissent for the Resolution	15	8,42,873
% of Dissent			0.05

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Resolution No.6: Ordinary Resolution

To appoint Shri Vivek Mallya (DIN: 05311763) as an Independent Director.

Sr.No.	Particulars	Resolution 6	
		No. of ballots/ remote e-voting confirmations	No. of shares voted
a.	Votes cast by ballot	16	5065
b.	Remote e-voting confirmations received	169	1637534418
	Total	185	1637539483
c.	Less: Invalid ballots/Remote e-voting confirmations	2	1100
d.	Net valid Ballots/Remote e-voting confirmations	183	1637538383
	(i) Ballots/Remote e-voting confirmations with assent for the Resolution	161	1637535142
% of Assent			99.99
	(ii) Ballots/remote e-voting confirmations with dissent for the Resolution	22	3241
% of Dissent			0.01

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Resolution No. 7: Ordinary Resolution

To ratify remuneration of the Cost Auditors for the Financial Year 2018-19.

Sr.No.	Particulars	Resolution 7	
		No. of ballots/ remote e-voting confirmations	No. of shares voted
a.	Votes cast by ballot	16	5065
b.	Remote e-voting confirmations received	169	1637534418
	Total	185	1637539483
c.	Less: Invalid ballots/Remote e-voting confirmations	2	1100
d.	Net valid Ballots/Remote e-voting confirmations	183	1637538383
	(i) Ballots/Remote e-voting confirmations with assent for the Resolution	168	1637535843
% of Assent			99.99
	(ii) Ballots/remote e-voting confirmations with dissent for the Resolution	15	2540
% of Dissent			0.01

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Resolution No.8: Ordinary Resolution

To ratify remuneration of the Cost Auditors for the Financial Year 2019-20.

Sr.No.	Particulars	Resolution 8	
		No. of ballots/ remote e-voting confirmations	No. of shares voted
a.	Votes cast by ballot	16	5065
b.	Remote e-voting confirmations received	169	16,3,75,34,418
	Total	185	1,63,75,39,483
c.	Less: Invalid ballots/Remote e-voting confirmations	2	1,100
d.	Net valid Ballots/Remote e-voting confirmations	183	1,63,75,38,383
	(i) Ballots/Remote e-voting confirmations with assent for the Resolution	169	1,63,75,35,848
% of Assent			99.99
	(ii) Ballots/remote e-voting confirmations with dissent for the Resolution	14	2,535
% of Dissent			0.01

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Resolution No.9: Ordinary Resolution

To raise funds upto ₹ 3000 crore through issue of non-convertible debentures (NCDs)/ Bonds.

Sr.No.	Particulars	Resolution 9	
		No. of ballots/ remote e-voting confirmations	No. of shares voted
a.	Votes cast by ballot	16	5065
b.	Remote e-voting confirmations received	169	1637534418
	Total	185	1637539483
c.	Less: Invalid ballots/Remote e-voting confirmations	2	1100
d.	Net valid Ballots/Remote e-voting confirmations	183	1637538383
	(i) Ballots/Remote e-voting confirmations with assent for the Resolution	163	1636572892
% of Assent			99.94
	(ii) Ballots/remote e-voting confirmations with dissent for the Resolution	20	965491
% of Dissent			0.06

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Resolution No.10: Ordinary Resolution

To appoint Shri M. Vinayakumar (DIN: 08225553) as Director (Refinery).

Sr.No.	Particulars	Resolution 10	
		No. of ballots/ remote e-voting confirmations	No. of shares voted
a.	Votes cast by ballot	16	5065
b.	Remote e-voting confirmations received	128	1620082616
	Total	144	1620087681
c.	Less: Invalid ballots/Remote e-voting confirmations	2	1100
d.	Net valid Ballots/Remote e-voting confirmations	142	1620086581
	(i) Ballots/Remote e-voting confirmations with assent for the Resolution	127	1620083875
% of Assent			99.99
	(ii) Ballots/remote e-voting confirmations with dissent for the Resolution	15	2706
% of Dissent			0.01

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Resolution No.11: Ordinary Resolution

To appoint Shri R. T. Agarwal (DIN: 01937329) as an Independent Director.

Sr.No.	Particulars	Resolution 11	
		No. of ballots/ remote e-voting confirmations	No. of shares voted
a.	Votes cast by ballot	16	5065
b.	Remote e-voting confirmations received	128	1620082616
	Total	144	1620087681
c.	Less: Invalid ballots/Remote e-voting confirmations	2	1100
d.	Net valid Ballots/Remote e-voting confirmations	142	1620086581
	(i) Ballots/Remote e-voting confirmations with assent for the Resolution	120	1620083450
% of Assent			99.99
	(ii) Ballots/remote e-voting confirmations with dissent for the Resolution	22	3131
% of Dissent			0.01

7. A Compact Disc (CD) Containing a list of Equity Shareholders who voted "FOR", "AGAINST" and those who votes declared invalid for each resolution is enclosed.
8. The Poll papers and all other relevant records have been sealed and handed over to the Company Secretary/ Director authorized by the board for safekeeping.

Place: Mangalore

Date: 03/08/2019

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