

Rathi & Associates

COMPANY SECRETARIES

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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:



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 dissent 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 dissent 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 dissent 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 dissent 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 dissent 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 dissent 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 dissent 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 dissent 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 dissent 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 dissent 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 dissent 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 dissent 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

