



Mangalore Refinery and Petrochemicals Limited

(A subsidiary of Oil and Natural Gas Corporation Limited)

CIN: L85110KA1988GOI008959

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Tel No.0824-2270400, Fax No.0824-2273300

NOTICE OF 27TH ANNUAL GENERAL MEETING (AGM)

NOTICE is hereby given that the 27th Annual General Meeting of the Members of **Mangalore Refinery and Petrochemicals Limited** will be held at the Registered office of the Company at Mudapadav, Kuthethoor, P.O Via- Katipalla, Mangalore-575 030, Karnataka, on **Saturday 8th August, 2015 at 4:30 p.m.**, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2015, together with the Board's Report and 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. To appoint a Director in place of Shri Vishnu Agrawal (DIN: 03127566) who retires from office by rotation and being eligible offers himself for re-appointment as a Director.
3. To authorise Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors of the Company for the Financial Year 2015-16, in terms of the provisions of Section 139(5) read with Section 142 of the Companies Act, 2013 and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139(5) read with Section 142 of the Companies Act, 2013, the Board of Directors of the Company be and are hereby authorised to decide and fix the remuneration and other terms and conditions, including reimbursement of out of pocket expenses in connection with the audit work, to the Joint Statutory Auditors as appointed by Comptroller and Auditor General of India for the Financial Year 2015-16."

SPECIAL BUSINESS:

4. **To appoint Shri M. Venkatesh (DIN:07025342) as Director of the Company by passing following resolution as an Ordinary Resolution:**

"RESOLVED THAT Shri M. Venkatesh (DIN:07025342) who was appointed as an Additional Director and designated as Director (Refinery) under Article 140 of Articles of Association and Section 161 of the Companies Act, 2013, effective 1st April, 2015 and holds office upto the date of 27th Annual General Meeting and the Company having received a notice in writing, under Section 160 of the Companies Act, 2013 from Shri M. Venkatesh, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

5. **To appoint Shri Nalin Kumar Srivastava (DIN:06682842) as Director of the Company by passing following resolution as an Ordinary Resolution:**

"RESOLVED THAT Shri Nalin Kumar Srivastava (DIN:06682842) who was appointed as an Additional Director under Article 140 of Articles of Association and Section 161 of the Companies Act, 2013, effective 5th March, 2015 and holds office upto the date of 27th Annual General Meeting and the Company having received a notice in writing, under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Shri Nalin Kumar Srivastava for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

6. **To appoint Smt. Perin Devi (DIN: 07145051) as Director of the Company by passing following resolution as an Ordinary Resolution:**

"RESOLVED THAT Smt. Perin Devi (DIN: 07145051) who was appointed as an Additional Director under Article 140 of Articles of Association and Section 161 of the Companies Act, 2013, effective 14th May, 2015 and holds office upto the date of 27th Annual General Meeting and the Company having received a notice in writing, under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Smt. Perin Devi for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

7. Ratification of Remuneration to the Cost Auditor for the Financial year 2014-15 by passing following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, M/s Bandyopadhyaya Bhaumik & Co, Cost Accountants, Kolkata, Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015 with a remuneration of ₹ 1,64,980/- plus applicable taxes, travel cost and out of pocket expenses payable, be and is hereby ratified.”

8. To enhance the Borrowing powers of Board from ₹ 15,000 crore to ₹ 25,000 crore.

To consider and if thought fit, to pass, with or without modifications, the following resolutions as Special Resolution:

“RESOLVED THAT in supersession of the earlier resolutions passed under Section 293(1)(d) and 293(1)(a) of the Companies Act, 1956 at the 21st Annual General Meeting held on 19/09/2009, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) under provisions of Section 180(1)(c) of the Companies Act, 2013 as amended from time to time and Articles of Association of the Company for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) from time to time, either by way of rupee loans or by way of foreign currency loans or by way of issue of debentures or by issue of other instruments, and either from the Company’s Bankers or from any other Banks/Financial Institutions or any other lending institutions or bodies corporate or other persons on such terms, conditions and covenants as are stipulated and as may be considered appropriate by the Board of Directors may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed by the Board shall not at any time exceed ₹ 25,000 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board of Directors of the Company be and is hereby authorized to finalise, settle and execute all documents/deeds/agreements as may be required, and generally to take all other necessary steps and to do all acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, proper or desirable, and to settle any question, difficulty or doubt that may arise in regard to the creation of the aforesaid mortgages, charges, or otherwise considered by the Board of Directors to be in the best interest of Company”

9. Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.

To consider and, if thought fit, to pass the following resolutions as Special Resolution:

“RESOLVED THAT in supersession of the earlier resolutions passed under Section 293(1)(a) of the Companies Act, 1956 for creation of charges, mortgage and hypothecation for the borrowings made under Section 293(1)(d) of the Companies Act, 1956, the consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) in terms of Section 180(1)(a) of the Companies Act, 2013 as amended from time to time to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit to secure the borrowings of the Company together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment or on redemption, remuneration of Agent(s)/ Trustee(s) and all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of loan agreements/debenture trust deeds or any other document entered into/to be between the Company and the Lender(s) Agent(s) Trustee(s) in respect of the said loans/borrowings/debentures either by way of mortgage (including equitable mortgage), hypothecation, pledge, and/or lien in addition to the mortgages/charges created/ to be created by Company on such terms and conditions, in such form and manner and with such ranking for priority and at such times as the Board of Directors may determine, on all or any of the properties of the Company including land, building, plant, machinery, other fixed assets, stock in trade, book debts, bank deposits, shares, securities and any other assets as held presently and/or to be acquired in future and by giving guarantees, indemnities, undertakings for and on behalf of the Company”. Provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, expenses and all other monies payable

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by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed ₹ 25,000 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board of Directors of the Company be and is hereby authorized to finalise, settle and execute all documents/deeds/agreements as may be required, and generally to take all other necessary steps and to do all acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, proper or desirable, and to settle any question, difficulty or doubt that may arise in regard to the creation of the aforesaid mortgages, charges, or otherwise considered by the Board of Directors to be in the best interest of Company”

By Order of the Board

Dinesh Mishra
Company Secretary

Date : 07/07/2015

Registered Office

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

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business to be transacted, as set out in the notice, is annexed hereto. The Notice of 27th Annual General Meeting along with instructions for remote e-voting is sent to Members, Directors, Auditors and others entitled to, by permitted mode.
2. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. The proxy form in order to be valid and effective should be deposited at the registered office of the company not less than forty-eight hours (48 hrs.) before the commencement of the meeting. Blank proxy form is attached.

In terms of section 105 of the Companies Act, 2013, and rules thereunder, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company. A member holding more than ten percent of the total share capital of the company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member. Proxies submitted on behalf of limited companies, societies etc must be supported by appropriate resolution/ authority, as applicable.

3. Members holding shares either in physical form or in dematerialized form, as on the cut-off date of 1st August, 2015 may cast their vote electronically on the Ordinary and Special Businesses as set out in the Notice of 27th AGM through electronic voting system of National Securities Depository Limited (NSDL) from a place other than venue of AGM (“remote e-voting”).
4. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 3rd August 2015 to Saturday, 8th August, 2015 (both days inclusive) for the purpose of annual closure.
5. Brief profile of the Directors seeking appointment/ re-appointment, as mandated under Clause 49 of the Listing Agreement with Stock Exchanges, forms part of the Notice. None of the Directors of the Company are in any way related to each other.
6. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Transfer Agent of the Company – M/s. Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup (West), Mumbai – 400 078, email mrplirc@linkintime.co.in
7. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Member holding shares, in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they are maintaining their demat accounts. Member holding shares in physical form are required to submit their PAN details and e-mail details to M/s. Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup (West), Mumbai – 400 078, email mrplirc@linkintime.co.in



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8. Members who wish to obtain any information on any item of business of this meeting are requested to forward the same before 01/08/2015 to the Company Secretary at the Registered Office of the Company, email dinesh@mrpl.co.in, so that the same may be attended appropriately. Relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered Office of the Company on all working days i.e. Monday to Friday, between 3:30 p.m. and 5:00 p.m. upto 8th August, 2015 the date of the 27th Annual General Meeting.
9. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, the PDF copy of the 27th AGM Notice, Annual Report and other communications are sent through electronic mode to those Members who have registered their email address either with the Company or with the Depository Participants. Members who have not registered their email address with Company can now register the same by submitting a duly filled-in E-communication Registration Form available on the website of the Company www.mrpl.co.in to M/s. Link Intime India Pvt Ltd. or Investor Service Department of the Company. Members holding shares in demat form are requested to register their email address with their Depository Participant(s) only. Members who have registered their email address are also entitled to receive such communication in physical form, upon request.
10. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies [Management and Administration] Rules, 2014, as amended and Clause 35B of the Listing Agreement, Remote E-voting facility provided to Members to exercise their right to vote on the resolutions proposed to be passed at the 27th AGM by electronic means. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Saturday, 1st August, 2015, i.e. the date prior to the commencement of book closure, are entitled to vote on the Resolutions set forth in this Notice. The Members may cast their votes on electronic voting system from place other than the venue of the meeting [remote e-voting]. The remote e-voting period will commence at 9:00 a.m. on 05.08.2015 and will end at 5:00 p.m. on 07.08.2015. In addition, the facility for voting through ballot paper shall also be made available at the venue of AGM and the Members attending the 27th AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote at the 27th Annual General Meeting venue.
11. The Company has appointed M/s. Rathi & Associates, Practicing Company Secretaries, Mumbai to act as the Scrutinizer, to scrutinize the remote e-voting and physical vote at the venue of AGM in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
12. Detailed procedure for "Remote E-voting" is annexed which forms part of this notice.
13. In case of joint holders, attending the meeting, only such joint holder who is higher in the order of names, will be entitled to vote at the Meeting.
14. The Register of Directors and Key Managerial Personnel and their Shareholdings maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection at the 27th Annual General Meeting.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No 4 :

Shri M. Venkatesh has been appointed as the Director (Refinery)/ Additional Director of the Company w.e.f. 01/04/2015 consequent upon superannuation of Shri V. G. Joshi.

Shri M. Venkatesh was appointed as an Additional Director w.e.f. 01/04/2015 under Article 140 of Articles of Association of the Company read with Section 161 of the Companies Act, 2013 and holds office up to the date of the 27th Annual General Meeting.

The Company has received a notice in writing from Shri M. Venkatesh along with the deposit of ₹ 1,00,000 proposing his candidature for the office of Director of the Company.

The Company has received from Shri M. Venkatesh consent to act as Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014. Shri M. Venkatesh is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

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Shri M. Venkatesh, Director (Refinery) is a Chemical Engineer having expertise in Refinery across all functions. He is also Director on the Board of ONGC Mangalore Petrochemicals Ltd. (OMPL) and Petronet MHB Limited (PMHBL). Shri M. Venkatesh is not related to any of the Directors of the Board.

Accordingly, the Directors recommend the resolution set out in this item for the approval of members. None of the Directors, Key Managerial Personnel and their relatives except Shri M. Venkatesh is concerned or interested in this resolution.

Item No 5 :

Shri Nalin Kumar Srivastava was appointed as an Additional Director w.e.f. 05/03/2015 under Article 140 of Articles of Association of the Company read with Section 161 of the Companies Act, 2013 and holds office up to the date of the 27th Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of ₹ 1,00,000 proposing the candidature of Shri Nalin Kumar Srivastava for the office of Director of the Company.

The Company has received from Shri Nalin Kumar Srivastava consent to act as Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014. Shri Nalin Kumar Srivastava is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Shri Nalin Kumar Srivastava joined Indian Civil Accounts Service in 2001. He has done B.Tech in Mechanical Engineering, Masters in Industrial Engineering from National Institute of Industrial Engineering, Mumbai. He has also done MBA in Finance and is a Cost Accountant. The detail profile has been furnished in the notice. Shri Nalin Kumar Srivastava is also Director on the Board of Oil India Ltd. and not related to any of the Directors of the Board.

Accordingly, the Directors recommend the resolution set out in this item for the approval of members. None of the Directors, Key Managerial Personnel and their relatives except, Shri Nalin Kumar Srivastava is concerned or interested in this resolution.

Item No 6 :

Smt. Perin Devi was appointed as an Additional Director w.e.f. 14/05//2015 under Article 140 of Articles of Association of the Company read with Section 161 of the Companies Act, 2013. Smt. Perin Devi holds office up to the date of the 27th Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of ₹ 1,00,000 proposing the candidature of Smt. Perin Devi for the office of Director of the Company.

The Company has received from Smt. Perin Devi consent to act as Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014. Smt. Perin Devi is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Smt. Perin Devi is a Post Graduate in Commerce and presently is the Director in the Ministry of Petroleum & Natural Gas, Govt. of India having wide experience with the Central Government. Smt. Perin Devi is also a Director on the Board of Chennai Petroleum Corporation Ltd. (CPCL).

Accordingly, the Directors recommend the resolution set out in this item for the approval of members. None of the Directors, Key Managerial Personnel and their relatives except, Smt. Perin Devi is concerned or interested in this resolution.

Item No 7 :

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a Cost Auditor to audit the cost records of the Company for the Financial Year 2014-15. On the recommendation of the Audit Committee, the Board has approved the appointment of M/s. Bandyopadhyaya Bhaumik & Co, Cost Accountant as the Cost Auditor of the Company for the financial year 2014-15 at an aggregate remuneration of ₹ 1,64,980/-, exclusive of reimbursement of service tax and all out of pocket expenses incurred, if any, in connection with the cost audit.

The appointment and the remuneration of the cost auditor is required to be ratified subsequently by members in accordance to Section 148 (3) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rule, 2014 Rule 14 of the Rules. Accordingly, the Directors recommend the Ordinary Resolution to the Members for their ratification.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in this Resolution.

Item No 8 and 9:

The shareholders in 21st Annual General Meeting held on 19th September, 2009 has enhanced the borrowing power of the Board of Directors from ₹ 6,500 Crore to an amount not exceeding in the aggregate at any point of time ₹15,000

Core. The Company has Completed and commissioned all the units of Phase III Expansion and Up-gradation project, comprising of approved cost of Phase-III Refinery Project at ₹12,160 Crore, Polypropylene Project at a cost of around ₹1,804 Crore and setting up of a Single Point Mooring Project (SPM) at a cost of around ₹1,044 Crore.

A considerable part of the outlay for each project apart from the internal accruals is funded by debt components comprising of (a) INR Loan from ONGC (b) INR Loan from OADB and (c) Foreign Currency debt through ECB route.

The company has acquired 51 % equity in OMPL by investing ₹1,275 Crore. The Company is also planning to expand its refining capacity from existing 15 MMTPA to 18 MMTPA and setting up an integrated Linear Alkaline Benzene (LAB) Project at an estimated cost of ₹ 8,000 Crore.

To meet the fund requirements of the company, the Company may require to borrow from time to time by way of loans and/or issue of Bonds, Debentures or other securities and the existing approved limit may likely to be exhausted in near future and it is therefore recommended to enhance the borrowing limits of the Company upto ₹ 25,000 Crore (Rupees Twenty Five Thousand Crore Only)

As per Section 180(1)(c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid up capital of the company and its free reserve requires approval from the shareholders of the Company. It is, therefore, proposed to seek the approval of the shareholders for enhancing the borrowing limits upto ₹ 25,000 crore (apart from temporary loans obtained from the Company's bankers in ordinary course of business) for both domestic and foreign currency borrowings under section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 by way of a Special Resolution.

It is proposed to pass a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, inter alia, provides that the Board of Directors of a public company shall not without the consent of members sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where a company owns more than one undertaking, the whole or substantially the whole of any such undertaking. Since the creation of a mortgage and/or charge by the company on its movable and/or immovable assets in favour of the lender(s) may be regarded as disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013, it is desirable by way of abundant caution to pass Special resolution under Section 180(1)(a) of the Companies Act, 2013. Accordingly, the Directors recommend the resolution set out in this item of the accompanying notice for your approval.

The Directors recommend the Special Resolutions pursuant to Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolutions either financially or otherwise, except to the extent of their equity holding in the Company.

DETAILS OF THE DIRECTORS' SEEKING APPOINTMENT/ REAPPOINTMENT AT THE 27TH ANNUAL GENERAL MEETING

Name of Director / DIN	Shri Vishnu Agrawal DIN: 03127566	Shri M. Venkatesh DIN: 07025342	Shri Nalin Kumar Srivastava DIN:06682842	Smt. Perin Devi DIN:07145051
Date of Birth	12-01-1956	11-01-1965	19-09-1975	13-10-1965
Date of Appointment on the Board	01-04-2011	01-04-2015	05-03-2015	14-05-2015
Qualifications & Expertise	Shri Vishnu Agrawal is a Fellow Member of the Institute of Chartered Accountants of India and has over 30 years of functional experience in Finance and Accounts, Commercial, International Trade, Treasury, Corporate Finance, Marketing, Management Information Systems – Primarily in Oil Sector (both in downstream and upstream sector).	Shri M.Venkatesh is a Chemical Engineer having wide experience in Refinery Sector.	Shri Nalin Kumar Srivastava joined Indian Civil Accounts Service in 2001. He has done B.Tech. in Mechanical Engineering and Masters in Industrial Engineering from National Institute of Industrial Engineering, Mumbai. He has also done MBA in Finance and is a Cost Accountant.	Ms. Perin Devi is a Post Graduate in Commerce having wide experience in the Ministries of Govt of India. She is a Director on the board of Chennai Petroleum Corporation Ltd. (CPCL).

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Name of Director / DIN	Shri Vishnu Agrawal DIN: 03127566	Shri M. Venkatesh DIN: 07025342	Shri Nalin Kumar Srivastava DIN:06682842	Smt. Perin Devi DIN:07145051
Directorship held in other Public Companies (excluding foreign private and Section 8 of Companies Act.)	1. Shell MRPL Aviation Fuels and Services Limited 2. Mangalore SEZ Limited 3. ONGC Mangalore Petrochemicals Limited	1. ONGC Mangalore Petrochemicals Limited 2. Petronet MHB Ltd.	1. Oil India Limited	1. Chennai Petroleum Corporation Ltd. (CPCL)
Chairman/ Member of the Committees	1. Shell MRPL Aviation Fuels and Services Limited Member - Audit Committee Member – Remuneration Committee 2. ONGC Mangalore Petrochemicals Limited Member- Audit Committee	—	1. Oil India Limited Member Audit Committee	—
Shareholding of Directors	50	NIL	NIL	NIL
Relationship between Directors inter-se	NIL	NIL	NIL	NIL

PROCEDURE FOR “REMOTE E-VOTING”

Pursuant to provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 27th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

- I. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- II. The remote e-voting period commences on 5th August, 2015 (9:00 a.m.) and ends on 7th August, 2015 (5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 1st August, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- III. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)] :
 - (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.



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- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "101934" of "Mangalore Refinery and Petrochemicals Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to associates_rathi@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of 27th Annual General Meeting [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided in the Attendance Slip for the AGM :
 - (ii) Please follow all steps from Sl. No. (A) (ii) to Sl. No. (A) (xii) above, to cast vote.
- IV. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- V. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VI. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 1st August, 2015.
- VIII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 1st August, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or mrplirc@linkintime.co.in. However, any person who have received the notice and dispose off the shares before the cut-off date i.e. 1st August, 2015, may treat the notice for information only.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- X. M/s Rathi & Associates, Practicing Company Secretaries, Mumbai have been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XI. The result along with the Scrutinizer's report will be placed on the Company's website i.e. www.mrpl.co.in and on the website of NSDL immediately after the result is declared by the Chairman and the same shall be communicated to the Stock Exchanges.

MANGALORE REFINERY AND PETROCHEMICALS LIMITED
Registered Office: Mudapadav, Kuthethoor P.O. Via. Katipalla, Mangalore - 575030, Karnataka.
Tel. No. : 0824-2270400; **Fax No. :** 0824-2273300; **Website :** www.mrpl.co.in; **E-mail Id :** investor@mrpl.co.in
CIN : L85110KA1988GOI008959

ATTENDANCE SLIP
27TH ANNUAL GENERAL MEETING ON SATURDAY, 8TH AUGUST, 2015

Registered Folio No. / DP ID - Client ID :	
Name and Address of the Shareholder Joint holders	
No of Shares	

I hereby record my presence at the 27th Annual General Meeting of the Company held on Saturday, 8th August, 2015 at 4.30 p.m. at Mudapadav, Kuthethoor, P.O. Via Katipalla, Mangalore - 575 030, Karnataka.

Members'/Proxy's Name in Block Letters

Members'/Proxy's Signature

Note: Please fill this Attendance Slip and HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

MANGALORE REFINERY AND PETROCHEMICALS LIMITED
Registered Office: Mudapadav, Kuthethoor P.O. Via. Katipalla, Mangalore - 575030, Karnataka.
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CIN : L85110KA1988GOI008959

PROXY FORM - MGT 11
[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]
27TH ANNUAL GENERAL MEETING ON SATURDAY, 8TH AUGUST, 2015

Name of the member (s): Registered Address	
E-mail Id: Folio No/ Client Id:DP ID:	

I/We, being the member(s) of _____ shares of Mangalore Refinery and Petrochemicals Limited, hereby appoint

1. Name: _____
Address: _____
Signature: _____, or failing him _____
2. Name: _____
Address: _____
Signature: _____, or failing him _____
3. Name: _____
Address: _____
Signature: _____



NOTICE OF 27TH ANNUAL GENERAL MEETING (AGM)

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the company, to be held on Saturday, 8th August, 2015 at 4:30 p.m. at the Registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated on the reverse :

Resolution for Ordinary Business		For	Against	Abstain
1	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 st March, 2015, together with the Reports of the Directors and the Auditors' thereon and comments of the Comptroller & Auditor General of India.			
2	To appoint a Director in place of Shri Vishnu Agrawal (DIN: 03127566) who retires from office by rotation and being eligible offers himself for re-appointment as a Director.			
3	To authorise Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors of the Company for the Financial Year 2015-16.			
Special Business, Ordinary Resolution				
4	To appoint Shri M. Venkatesh (DIN:07025342) as a Director.			
5	To appoint Shri Nalin Kumar Srivastava (DIN:06682842) as a Director.			
6	To appoint Smt. Perin Devi (DIN: 07145051) as a Director.			
7	To ratify the Remuneration to M/s Bandyopadhyaya Bhaumik & Co, Cost Auditors for the Financial year 2014-15.			
Special Business, Special Resolution				
8	To enhance the Borrowing powers of Board from ₹ 15,000 crore to ₹ 25,000 crore.			
9	To Create Charges on the movable and immovable properties of the Company, both present and future.			

Signed this _____ day of _____ 2015.

Affix
Revenue
Stamp Re.1/-

Signature of Member Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. Appointing a proxy does not prevent a member from attending the meeting in person, if he/she so wishes.