



मंगलूर रिफाइनरी एण्ड पेट्रोकेमिकल्स लिमिटेड MANGALORE REFINERY AND PETROCHEMICALS LIMITED

(ऑयल एंड नेचुरल गैस कॉर्पोरेशन लिमिटेड की सहायक कंपनी) (A Subsidiary of Oil and Natural Gas Corporation Ltd.)
पंजीकृत कार्यालय : कुत्तेचूर पोस्ट, वाया काटीपल्ला, मंगलूर. Regd. Office: Kulthethoor P.O., Via Kalipalla, MANGALORE - 575 030.

दूरभाष Ph : 0824 2270400, फैक्स Fax : 0824 2271404

ई-मेल E-mail: mrplmlr@mrplindia.com Website: www.mrpl.co.in

"AN ISO 9001 AND 14001 CERTIFIED COMPANY"

CIN: L85110KA1908501008959

REF : SEC/1 – 304/151

09/08/2015

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

E-mail : corp.relations@bseindia.com,
Scrip Code No : 500109

The National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex
Bandra(E), Mumbai – 400 051

E-mail : cmlist@nse.co.in,
Symbol : MRPL, Series : EQ

National Securities Depository Ltd
Trade World, "A" Wing, 4th Floor
Kamala Mills Compound
Senapati Bapat Marg
Lower Parel, Mumbai – 400013

Central Depository Services (India) Limited
17th Floor, Phiroze Jeejeebhoy Tower
Dalal Street,
Mumbai – 400001

Dear Sir,

Sub : Result of the Remote e-Voting and voting through ballot proces at the 27th AGM.

Please be informed that the 27th Annual General Meeting of the Company was held and concluded on 08/08/2015. The Company had provided remote e-voting facility to its members to exercise their right to vote by electronic means. The remote e-voting period commenced on Wednesday, 5th August, 2015 at 9.00 a.m up to Friday, 7th August, 2015 at 5.00 p.m.

In addition, Voting through Ballot process was conducted by the order of Chairman at the 27th Annual General Meeting. The Scrutinizer, Shri Himanshu Kamdar, FCS 5171 partner, M/s Rathi & Associates, Practicing Company Secretaries, Mumbai have submitted the consolidated report on the remote e-voting and voting through Ballot process (copy enclosed). Based on the consolidated

Delhi Office : LGF, Mercantile House, 15 K.G. Marg, New Delhi - 110 001. Ph: 011 23463100, Fax: 011 23352317

Bangalore Office : MRPL opp. to KSSIDC Industrial Estate Rajajinagar, Bangalore 560 010. Ph: 080 22642200, Fax : 080 - 23505501

Mumbai Office : Maker Tower, 'E' Wing, 15th Floor, Cuffe Parade, Colaba, Mumbai - 400 005. Tel: 91 22 22173000, Fax : 91 22 22173233

report of the Scrutinizer, the Chairman of the Company has declared that, all the resolutions proposed in the meeting were passed with requisite majority by the members.

The Scrutinizer report on consolidated report is also available at www.mrpl.co.in

Kindly take the same on your records.

Thanking You,
Yours faithfully,
For MANGALORE REFINERY & PETROCHEMICALS LIMITED


Dinesh Mishra
Company Secretary

Encl A/a

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: August 8, 2015

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 ballot papers conducted at 27th Annual General Meeting of Equity Shareholders of Mangalore Refinery and Petrochemicals Limited:

Mangalore Refinery and Petrochemicals Limited ("the Company") vide resolution of its Board of Directors dated 22nd May, 2015 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and physical voting through ballots/e-voting at the 27th Annual General Meeting (AGM) on the resolutions contained in the Notice dated 7th July 2015 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 Clause 35B of the Listing Agreement, 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 ballots on the resolutions contained in the Notice to the 27th Annual General Meeting ("AGM") of the members of the Company. My responsibility as a scrutinizer for the voting process through electronic means and ballots at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited (NSDL) and of voting through ballots as provided by Link Intime (India) Private Limited, the agencies engaged by the Company to provide e-voting facilities.



Notice along with explanatory statement under Section 102 of the Act was sent to the Shareholders by Registered Post/Courier and through e-mail, for seeking approval of members on following resolutions:

1. **Resolution No. 1** as an Ordinary Resolution to consider and adopt the audited Financial Statements for the year ended 31st March, 2015, 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.
2. **Resolution No. 2** as an Ordinary Resolution for re-appointment of Shri Vishnu Agrawal (DIN: 03127566) as a Director of the Company, who retired by rotation and being eligible, offered himself for re-appointment.
3. **Resolution No. 3** as an 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 2015-16, in terms of provisions of Section 139(5) read with Section 142 of the Companies Act, 2013.
4. **Resolution No. 4** as an Ordinary Resolution for appointment of Shri M. Venkatesh (DIN: 07025342) as Director of the Company.
5. **Resolution No. 5** as an Ordinary Resolution for appointment of Shri Nalin Kumar Srivastava (DIN: 06682842) as Director of the Company.
6. **Resolution No. 6** as an Ordinary Resolution for appointment of Smt. Perin Devi (DIN: 07145051) as Director of the Company.
7. **Resolution No. 7** as an Ordinary Resolution 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 for Ratification of Remuneration of M/s Bandyopadhyaya Bhaumik & Co., Cost Accountants, Kolkata, Cost Auditor appointed by the Board of Directors of the Company for the Financial year 2014-15.
8. **Resolution No. 8** as a Special Resolution for enhancing the Borrowing powers of the Board of Directors of the Company from Rs. 15,000 crore to Rs. 25,000 crore.



9. **Resolution No. 9** as a Special Resolution for authority to the Board of Directors of the Company for creation of charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.

The Company provided the remote e-voting facility offered by National Securities Depository Limited (NSDL) to cast votes on aforesaid resolutions through e-voting by the members of the Company.

Remote e-voting facilities were made available to the shareholders of the Company to exercise their voting rights from 9.00 a.m. of Wednesday, 5th August, 2015 upto 5.00 p.m. of Friday, 7th August, 2015. Accordingly, e-votes casted upto 5.00 p.m. of 7th August, 2015 have been considered for my scrutiny.

The Company also distributed physical ballots to the members present at the 27th Annual General Meeting to enable them to cast their votes on the aforesaid resolutions.

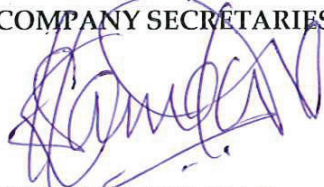
A summary of the votes casted by shareholders through remote e-voting and physical ballots at the 27th Annual General Meeting with their pattern of voting is as per Annexure annexed to this Report.

The results of the voting by members through remote e-voting and physical ballots at the 27th Annual General Meeting in respect of the above mentioned Resolutions may accordingly be declared by the Chairman of the Company.

Thanking you,

Yours sincerely,

For **RATHI & ASSOCIATES**
COMPANY SECRETARIES



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

Annexure

Summary of votes casted through e-voting and physical ballots received for each of the resolutions is given below:

For Resolution No. 1:

Sr. No.	Particulars	Resolution 1	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballots	20	6,624
b.	e-Voting Confirmations received	390	1,58,45,90,040
	Total	410	1,58,45,96,664
c.	Less: Invalid Ballots/e-Voting confirmations	4	600
d.	Net Valid Physical Ballot Forms/e-Voting	406	1,58,45,96,064
	(i) Physical Ballot Forms/e-Voting with assent for the Resolution	402	1,58,45,95,824
% of Assent			# 100
	(ii) Physical Ballot Forms/e-Voting with dissent for the Resolution	4	240
% of Dissent			0

rounded off to 100

For Resolution No.2:

Sr. No.	Particulars	Resolution 2	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballots	20	5,034
b.	e-Voting Confirmations received	392	1,59,06,34,001
	Total	412	1,59,06,39,035
c.	Less: Invalid Ballots/e-Voting confirmations	4	600
d.	Net Valid Physical Ballot Forms/e-Voting	408	1,59,06,38,435
	(i) Physical Ballot Forms/e-Voting with assent for the Resolution	363	1,57,94,90,632
% of Assent			99.30
	(ii) Physical Ballot Forms/e-Voting with dissent for the Resolution	45	1,11,47,803
% of Dissent			0.70



For Resolution No. 3:

Sr. No.	Particulars	Resolution 3	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballots	19	4,974
b.	e-Voting Confirmations received	388	1,59,06,33,190
	Total	407	1,59,06,38,164
c.	Less: Invalid Ballots/e-Voting confirmations	4	600
d.	Net Valid Physical Ballot Forms/e-Voting	403	1,59,06,37,564
	(i) Physical Ballot Forms/e-Voting with assent for the Resolution	384	1,59,06,34,505
% of Assent			# 100
	(ii) Physical Ballot Forms/e-Voting with dissent for the Resolution	19	3,059
% of Dissent			0.00

rounded off to 100

For Resolution No. 4:

Sr. No.	Particulars	Resolution 4	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballots	19	4,974
b.	e-Voting Confirmations received	381	1,59,06,27,271
	Total	400	1,59,06,32,245
c.	Less: Invalid Ballots/e-Voting confirmations	4	600
d.	Net Valid Physical Ballot Forms/e-Voting	396	1,59,06,31,645
	(i) Physical Ballot Forms/e-Voting with assent for the Resolution	349	1,57,94,79,240
% of Assent			99.30
	(ii) Physical Ballot Forms/e-Voting with dissent for the Resolution	47	1,11,52,405
% of Dissent			0.70



For Resolution No. 5:

Sr. No.	Particulars	Resolution 5	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballots	19	4,974
b.	e-Voting Confirmations received	388	1,59,06,34,293
	Total	407	1,59,06,39,267
c.	Less: Invalid Ballots/e-Voting confirmations	4	600
d.	Net Valid Physical Ballot Forms/e-Voting	403	1,59,06,38,667
	(i) Physical Ballot Forms/e-Voting with assent for the Resolution	356	1,58,54,42,448
% of Assent			99.67
	(ii) Physical Ballot Forms/e-Voting with dissent for the Resolution	46	51,96,219
% of Dissent			0.33

For Resolution No. 6:

Sr. No.	Particulars	Resolution 6	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballots	19	4,974
b.	e-Voting Confirmations received	386	1,59,06,34,173
	Total	405	1,59,06,39,147
c.	Less: Invalid Ballots/e-Voting confirmations	4	600
d.	Net Valid Physical Ballot Forms/e-Voting	401	1,59,06,38,547
	(i) Physical Ballot Forms/e-Voting with assent for the Resolution	352	1,58,54,43,578
% of Assent			99.67
	(ii) Physical Ballot Forms/e-Voting with dissent for the Resolution	49	51,94,969
% of Dissent			0.33



For Resolution No. 7:

Sr. No.	Particulars	Resolution 7	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballots	19	4,974
b.	e-Voting Confirmations received	388	1,59,06,36,061
	Total	407	1,59,06,41,035
c.	Less: Invalid Ballots/e-Voting confirmations	4	600
d.	Net Valid Physical Ballot Forms/e-Voting	403	1,59,06,40,435
	(i) Physical Ballot Forms/e-Voting with assent for the Resolution	383	1,59,06,37,049
% of Assent			# 100
	(ii) Physical Ballot Forms/e-Voting with dissent for the Resolution	20	3,386
% of Dissent			0.00

rounded off to 100

For Resolution No. 8:

Sr. No.	Particulars	Resolution 8	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballots	19	4,974
b.	e-Voting Confirmations received	387	1,59,06,34,821
	Total	406	1,59,06,39,795
c.	Less: Invalid Ballots/e-Voting confirmations	4	600
d.	Net Valid Physical Ballot Forms/e-Voting	402	1,59,06,39,195
	(i) Physical Ballot Forms/e-Voting with assent for the Resolution	368	1,59,05,01,939
% of Assent			99.99
	(ii) Physical Ballot Forms/e-Voting with dissent for the Resolution	34	1,37,256
% of Dissent			0.01



For Resolution No. 9:

Sr. No.	Particulars	Resolution 9	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballots	19	4,974
b.	e-Voting Confirmations received	393	1,59,06,41,071
	Total	412	1,59,06,46,045
c.	Less: Invalid Ballots/e-Voting confirmations	4	600
d.	Net Valid Physical Ballot Forms/e-Voting	408	1,59,06,45,445
	(i) Physical Ballot Forms/e-Voting with assent for the Resolution	385	1,59,05,11,595
% of Assent			99.99
	(ii) Physical Ballot Forms/e-Voting with dissent for the Resolution	23	1,33,850
% of Dissent			0.01

