

**Disclosure in terms of Clause 35A of the Listing Agreement in relation to
Annual General Meeting of the Company.**

Date of the AGM:	8 th August,2015
Total number of shareholders on cut off date i.e, 01/08/2015:	451884
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	2
Public:	892 Members and 44 Proxies
No. of Shareholders attended the meeting through Video Conferencing	N.A.
Promoters and Promoter Group:	
Public:	

Mangalore Refinery and Petrochemicals Limited

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No: 1 To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2015, together with the Reports of the Directors and the Auditors' thereon and comments of the Comptroller & Auditor General of India.							
Mode of Voting: (Remote E-voting)							
Promoter and Promoter Group	1552507615	1552507615	100.0000	1552507615	0	100.0000	0.0000
Public Institutional Holders	74148504	27921933	37.6568	27921933	0	100.0000	0.0000
Public-Others	125942658	4160492	3.3035	4160252	240	99.9942	0.0058
Total(A)	1752598777	1584590040	90.4137	1584589800	240	100.0000	0.0000
Mode of Voting: (Ballot paper at AGM venue)							
Promoter and Promoter Group	1552507615	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	74148504	0	0.0000	0	0	0.0000	0.0000
Public-Others	125942658	6024	0.0048	6024	0	100.0000	0.0000
Total(B)	1752598777	6024	0.0003	6024	0	100.0000	0.0000
Result (A+B)	1752598777	1584596064	90.4141	1584595824	240	100.0000	0.0000

Mangalore Refinery and Petrochemicals Limited

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No: 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.							
Mode of Voting: (Remote E-voting)							
Promoter and Promoter Group	1552507615	1552507615	100.0000	1552507615	0	100.0000	0.0000
Public Institutional Holders	74148504	33968814	45.8119	22826096	11142718	67.1972	32.8028
Public-Others	125942658	4157572	3.3012	4152487	5085	99.8777	0.1223
Total(A)	1752598777	1590634001	90.7586	1579486198	11147803	99.2992	0.7008
Mode of Voting: (Ballot paper at AGM venue)							
Promoter and Promoter Group	1552507615	0	0.0000	0	0	#DIV/0!	#DIV/0!
Public Institutional Holders	74148504	0	0.0000	0	0	#DIV/0!	#DIV/0!
Public-Others	125942658	4434	0.0035	4434	0	100.0000	0.0000
Total(B)	1752598777	4434	0.0003	4434	0	100.0000	0.0000
Result (A+B)	1752598777	1590638435	90.7588	1579490632	11147803	99.2992	0.7008

Mangalore Refinery and Petrochemicals Limited

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No: 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.							
Mode of Voting: (Remote E-voting)							
Promoter and Promoter Group	1552507615	1552507615	100.0000	1552507615	0	100.0000	0.0000
Public Institutional Holders	74148504	33968814	45.8119	33968814	0	100.0000	0.0000
Public-Others	125942658	4156761	3.3005	4153702	3059	99.9264	0.0736
Total(A)	1752598777	1590633190	90.7585	1590630131	3059	99.9998	0.0002
Mode of Voting: (Ballot paper at AGM venue)							
Promoter and Promoter Group	1552507615	0	0.0000	0	0	#DIV/0!	#DIV/0!
Public Institutional Holders	74148504	0	0.0000	0	0	#DIV/0!	#DIV/0!
Public-Others	125942658	4374	0.0035	4374	0	100.0000	0.0000
Total(B)	1752598777	4374	0.0002	4374	0	100.0000	0.0000
Result (A+B)	1752598777	1590637564	90.7588	1590634505	3059	99.9998	0.0002

Mangalore Refinery and Petrochemicals Limited

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No: 4 To appoint Shri M. Venkatesh (DIN:07025342) as a Director.							
Mode of Voting: (Remote E-voting)							
Promoter and Promoter Group	1552507615	1552507615	100.0000	1552507615	0	100.0000	0.0000
Public Institutional Holders	74148504	33968814	45.8119	22826096	11142718	67.1972	32.8028
Public-Others	125942658	4150842	3.2958	4141155	9687	99.7666	0.2334
Total(A)	1752598777	1590627271	90.7582	1579474866	11152405	99.2989	0.7011
Mode of Voting: (Ballot paper at AGM venue)							
Promoter and Promoter Group	1552507615	0	0.0000	0	0	#DIV/0!	#DIV/0!
Public Institutional Holders	74148504	0	0.0000	0	0	#DIV/0!	#DIV/0!
Public-Others	125942658	4374	0.0035	4374	0	100.0000	0.0000
Total(B)	1752598777	4374	0.0002	4374	0	100.0000	0.0000
Result (A+B)	1752598777	1590631645	90.7585	1579479240	11152405	99.2989	0.7011

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Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No: 5 To appoint Shri Nalin Kumar Srivastava (DIN:06682842) as a Director.							
Mode of Voting: (Remote E-voting)							
Promoter and Promoter Group	1552507615	1552507615	100.0000	1552507615	0	100.0000	0.0000
Public Institutional Holders	74148504	33968814	45.8119	28784209	5184605	84.7372	15.2628
Public-Others	125942658	4157864	3.3014	4146250	11614	99.7207	0.2793
Total(A)	1752598777	1590634293	90.7586	1585438074	5196219	99.6733	0.3267
Mode of Voting: (Ballot paper at AGM venue)							
Promoter and Promoter Group	1552507615	0	0.0000	0	0	#DIV/0!	#DIV/0!
Public Institutional Holders	74148504	0	0.0000	0	0	#DIV/0!	#DIV/0!
Public-Others	125942658	4374	0.0035	4374	0	100.0000	0.0000
Total(B)	1752598777	4374	0.0002	4374	0	100.0000	0.0000
Result (A+B)	1752598777	1590638667	90.7589	1585442448	5196219	99.6733	0.3267

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Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No: 6 To appoint Smt. Perin Devi (DIN: 07145051) as a Director.							
Mode of Voting: (Remote E-voting)							
Promoter and Promoter Group	1552507615	1552507615	100.0000	1552507615	0	100.0000	0.0000
Public Institutional Holders	74148504	33968814	45.8119	28784209	5184605	84.7372	15.2628
Public-Others	125942658	4157744	3.3013	4147380	10364	99.7507	0.2493
Total(A)	1752598777	1590634173	90.7586	1585439204	5194969	99.6734	0.3266
Mode of Voting: (Ballot paper at AGM venue)							
Promoter and Promoter Group	1552507615	0	0.0000	0	0	#DIV/0!	#DIV/0!
Public Institutional Holders	74148504	0	0.0000	0	0	#DIV/0!	#DIV/0!
Public-Others	125942658	4374	0.0035	4374	0	100.0000	0.0000
Total(B)	1752598777	4374	0.0002	4374	0	100.0000	0.0000
Result (A+B)	1752598777	1590638547	90.7589	1585443578	5194969	99.6734	0.3266

Mangalore Refinery and Petrochemicals Limited

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No: 7 To ratify the Remuneration to M/s Bandyopadhyaya Bhaumik & Co, Cost Auditors for the Financial year 2014-15.							
Mode of Voting: (Remote E-voting)							
Promoter and Promoter Group	1552507615	1552507615	100.0000	1552507615	0	100.0000	0.0000
Public Institutional Holders	74148504	33968814	45.8119	33968814	0	100.0000	0.0000
Public-Others	125942658	4159632	3.3028	4156246	3386	99.9186	0.0814
Total(A)	1752598777	1590636061	90.7587	1590632675	3386	99.9998	0.0002
Mode of Voting: (Ballot paper at AGM venue)							
Promoter and Promoter Group	1552507615	0	0.0000	0	0	#DIV/0!	#DIV/0!
Public Institutional Holders	74148504	0	0.0000	0	0	#DIV/0!	#DIV/0!
Public-Others	125942658	4374	0.0035	4374	0	100.0000	0.0000
Total(B)	1752598777	4374	0.0002	4374	0	100.0000	0.0000
Result (A+B)	1752598777	1590640435	90.7590	1590637049	3386	99.9998	0.0002

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Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No: 8 To enhance the Borrowing powers of Board from Rs.15,000 crore to Rs.25,000 crore.							
Mode of Voting: (Remote E-voting)							
Promoter and Promoter Group	1552507615	1552507615	100.0000	1552507615	0	100.0000	0.0000
Public Institutional Holders	74148504	33968814	45.8119	33846405	122409	99.6396	0.3604
Public-Others	125942658	4158392	3.3018	4143545	14847	99.6430	0.3570
Total(A)	1752598777	1590634821	90.7586	1590497565	137256	99.9914	0.0086
Mode of Voting: (Ballot paper at AGM venue)							
Promoter and Promoter Group	1552507615	0	0.0000	0	0	#DIV/0!	#DIV/0!
Public Institutional Holders	74148504	0	0.0000	0	0	#DIV/0!	#DIV/0!
Public-Others	125942658	4374	0.0035	4374	0	100.0000	0.0000
Total(B)	1752598777	4374	0.0002	4374	0	100.0000	0.0000
Result (A+B)	1752598777	1590639195	90.7589	1590501939	137256	99.9914	0.0086

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Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No: 9 To Create Charges on the movable and immovable properties of the Company, both present and future.							
Mode of Voting: (Remote E-Voting)							
Promoter and Promoter							
Group	1552507615	1552507615	100.0000	1552507615	0	100.0000	0.0000
Public Institutional Holders	74148504	33968814	45.8119	33846405	122409	99.6396	0.3604
Public-Others	125942658	4164642	3.3068	4153201	11441	99.7253	0.2747
Total(A)	1752598777	1590641071	90.7590	1590507221	133850	99.9916	0.0084
Mode of Voting: (Ballot paper at AGM venue)							
Promoter and Promoter							
Group	1552507615	0	0.0000	0	0	#DIV/0!	#DIV/0!
Public Institutional Holders	74148504	0	0.0000	0	0	#DIV/0!	#DIV/0!
Public-Others	125942658	4374	0.0035	4374	0	100.0000	0.0000
Total(B)	1752598777	4374	0.0002	4374	0	100.0000	0.0000
Result (A+B)	1752598777	1590645445	90.7592	1590511595	133850	99.9916	0.0084