



Mangalore Refinery and Petrochemicals Limited

(A subsidiary of Oil and Natural Gas Corporation Limited)

CIN : L23209KA1988GOI008959

Regd Office : Mudapadav, Post Kuthethoor, Via Katipalla, Mangaluru – 575 030.

E-Mail: investor@mrpl.co.in Website: www.mrpl.co.in

Tel : 0824-2270400, Fax : 0824-2273300

Notice of 29th Annual General Meeting (AGM)

NOTICE is hereby given that the Twenty Ninth Annual General Meeting of the Members of Mangalore Refinery and Petrochemicals Limited will be held on **Saturday, 19th August, 2017 at 4 PM** at MRPL Employees Club, Mudapadav, Post Kuthethoor, Via. Katipalla, Mangaluru- 575 030, Karnataka, to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon and comments of the Comptroller and Auditor-General of India 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 March 31, 2017, the report of Auditors thereon and comments of the Comptroller and Auditor-General of India in terms of Section 143(6) of the Companies Act, 2013 and in this regard, pass the following resolutions as Ordinary Resolutions:**

“Resolved that the audited standalone financial statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon alongwith the comments of the Comptroller and Auditor-General of India in terms of Section 143 (6) of the Companies Act, 2013 laid before this meeting, be and are hereby considered and adopted”.

“Resolved that the audited consolidated financial statement of the Company for the financial year ended March 31, 2017 and the report of Auditors thereon alongwith the comments of the Comptroller and Auditor-General of India in terms of Section 143 (6) of the Companies Act, 2013 laid before this meeting, be and are hereby considered and adopted”.

- To appoint a Director in place of Shri Vinod S. Shenoy (DIN:07632981) who retires by rotation and being eligible offers himself for re-appointment as a Director and in this regard, pass the following resolution as an Ordinary Resolution:**

“Resolved that pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri Vinod S. Shenoy, who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby

re-appointed as a Director of the Company, liable to retire by rotation”.

- To declare dividend for the financial year ended March 31, 2017 and in this regard, pass the following resolution as an Ordinary Resolution:**

“Resolved that a dividend at the rate of ₹ 6/- (Six rupees only) per equity share of ₹10/- (Ten rupees) each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2017 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2017.”

- To authorize Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors of the Company for the financial Year 2017-18, 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 is 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 2017-18.”

SPECIAL BUSINESS:

- To appoint Ms. Manjula C. (DIN:07733175), as Independent Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Manjula C. (DIN:07733175), who was appointed as Non-Official Independent Director by the Ministry of Petroleum & Natural Gas vide its letter No. C-31034/1/2016-CA/FTS:46118 dated 31/01/2017 and subsequently appointed

as an Additional Director by the Board of Directors with effect from 31/01/2017 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Ms. Manjula C. (DIN:07733175), as a candidate for the office of Director of the Company, be and is hereby appointed for three years as Independent Director of the Company, not liable to retire by rotation”.

6. To ratify the remuneration of the Cost Auditors for the Financial Year 2017-18 and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolutions as Ordinary Resolutions:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) the 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 2017-18, be paid the remuneration of ₹ 1,95,000/- plus applicable taxes, travel cost, as set out in the statement annexed to the notice convening this meeting”.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

7. To raise funds upto ₹ 3000 crore through issue of Non Convertible Debentures (NCDs)/ Bonds and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolutions as Special Resolutions:

“RESOLVED THAT pursuant to Section 42 and other applicable provisions of the Companies Act, 2013 read with Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other applicable statutory provisions (including any statutory modifications or re-enactments thereof) the Board of Directors of the Company (the “Board”) be and is hereby authorised to make offer(s) or invitation(s) to subscribe to the non-convertible debentures(NCDs)/ Bonds upto ₹ 3,000 Crore, in one or more tranches /series, in domestic market, during the period commencing from the date of passing of Special Resolution till completion of one year thereof or the date of next Annual General meeting in the financial year 2018-19 whichever is earlier in conformity with rules, regulations, notifications and enactments as may be applicable from time to time, subject to the total borrowing powers of the company approved by share holders under Section 180(1)(c) of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do or delegate from time to time, all such acts, deeds and things as may be deemed necessary to give effect to private placement of such bonds including but not limited to determining the face value, issue price, issue size, tenor, timing, amount, security, coupon/interest rate, yield, listing, allotment and other terms and conditions of issue of NCDs/Bonds as it may, in its absolute discretion, consider necessary.”

By Order of the Board of Directors

**Sd/-
Dinesh Mishra
Company Secretary**

Place: Mangaluru

Date: 19/07/2017

NOTES:

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Businesses, as set out above is annexed hereto. The Notice of 29th 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 time of 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. Corporate members intending to send their authorized representatives to attend the Annual General Meeting pursuant to provisions of Section 113 of the Companies Act, 2013 are required to send a certified copy of the relevant Board resolution authorizing the representative to attend & vote on their behalf at the meeting.
4. The Company has announced Book Closure from 28/07/2017 to 04/08/2017 (both days inclusive) for the purpose of Annual Closure and Dividend. Accordingly, Dividend on Equity Shares as recommended by the Board of Directors for the Financial Year 2016-17, if approved at

Mangalore Refinery and Petrochemicals Limited

the meeting, will be payable to those eligible members whose names appear:

- (a) As Beneficial Owners, as on 27/07/2017 as per the list to be furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) in respect of shares held in Dematerialised form, and
 - (b) As Members in the Register of Members of the Company as on 27/07/2017 in respect of shares held in Physical Form, after giving effect to all valid shares transfers in physical form lodged with the Company or its R & T Agents on or before 27/07/2017.
5. Brief profile of the Directors seeking appointment/re-appointment, as mandated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083, email : mrplirc@linkintime.co.in
 7. In terms of Regulation 40(7) read with Schedule VII of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, it is mandatory for the transferor and the transferee(s) of the physical shares to furnish copy of their PAN card for registration of transfer of shares. Transferor and the Transferee(s) are requested to furnish copies of their PAN card along with Share Transfer Deed duly completed and physical share certificate(s). For securities market transactions and/or for off-market or private transactions involving transfer of shares, the transferee(s) as well as transferor(s) shall furnish copy of PAN card to the company/Registrar and Transfer Agents, as the case may be, for registration of such transfer of securities. In case where PAN card is not available i.e. in case of residents of Sikkim, the identity proof shall be submitted for registration of such transfer of securities.
 8. Members desirous of obtaining any information on any item of business of this meeting are requested to forward the same before 16/08/2017 to the Company Secretary at the Registered Office of the Company or email at investor@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 pm and 5:00 p.m. upto 19/08/2017, the date of the 29th Annual General Meeting.
 9. In support of the “Green Initiative” measure taken by Ministry of Corporate Affairs (MCA), Government of India, New Delhi, enabling electronic delivery of documents and also in line with circular Ref. No. CIR/CFD/DIL/7/2011 dated 05/11/2011 issued by Securities and Exchange Board of India (SEBI) and as prescribed under the relevant provisions under the Companies Act, 2013 and the Rules made thereunder, Company has sent Annual Reports in Electronic Mode to the shareholders who have registered their E-mail IDs either with the Registrar and Transfer Agents or with the depositories. Members who have not registered their email address with Company can 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 Relation Cell 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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, remote E-voting facility is being provided to Members to exercise their right to vote on the resolutions proposed to be passed at the 29th AGM by electronic means. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on the cut-off date of 12/08/2017, 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 16/08/2017 and will end at 5:00 p.m. on 18/08/2017. In addition, the facility for voting through ballot paper shall also be made available at the venue of AGM and the Members attending the 29th AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote at the 29th Annual General Meeting venue.
 11. Pursuant to the provisions of IEPF Rules and the applicable provisions of the Companies Act, 2013, the company has transferred the unpaid or unclaimed dividend for the years 2004-05, 2005-06, 2006-07, 2007-08 and 2008-09 on due dates to the Investor Education & Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the company has uploaded the details of unpaid and unclaimed dividend amount lying with the company as on 03/09/2016 (date of last Annual General Meeting) on the website of the company (www.mrpl.co.in) and also on the website of the Ministry of Corporate Affairs.
- Unclaimed dividend for FY 2009-10 will be due for transfer to the Investor Education and Protection Fund (IEPF) on or before 09/10/2017 pursuant to the provisions of the Companies Act, 2013.

MCA vide its Notification dated 05/09/2016 has notified Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 on 28/02/2017. Pursuant to the provisions of these Rules shares in respect of whom the dividend hasn't been claimed by the shareholders, shall be credited to a DEMAT Account of the Authority. Accordingly, the Company issued two notices on 28/11/2016 and 04/05/2017 to individual shareholders who haven't claimed dividend for the last 7 years and also published notices in the newspapers on 03/12/2016 & 29/04/2017, requesting shareholders to send an application to the Company/RTA for claiming unclaimed dividend for the year 2009-10 onwards. Shareholders are requested to claim the unclaimed dividend so that the shares will not be transferred to DEMAT Account of IEPF Authority. Please note that no claim shall lie against company in respect of the unclaimed dividend and shares transferred to the IEPF Authority. However, the unclaimed shares and dividend can be claimed from the IEPF by making necessary application in the prescribed Form (IEPF-5) available on the website of Ministry of Corporate Affairs at www.iepf.gov.in.

12. Members holding shares in physical form may avail of the facility of nomination in terms of Section 72 of the Companies Act, 2013 by executing Form SH-13 as prescribed in the Companies (Share Capital & Debenture) Rules, 2014 any person to whom their shares in the company shall vest on occurrence of events stated in the Form. Those holding shares in physical form may download the Form SH-13 from the website of the Company i.e www.mrpl.co.in and send Form in duplicate to RTA of the company. In case of shares held in dematerialized form, the nomination has to be lodged with the respective DP.
13. Members holding shares in multiple folios in physical mode in multiple folios are requested to apply for consolidation to the Company or its RTA alongwith relevant share certificates.
14. Members are requested to notify immediately any change of address :
 - i) To the DP in respect of shares held in dematerialised form, and
 - ii) To the Company at its registered office or to its RTA in respect of their physical shares, quoting their folio number.
15. Non-Resident members are requested to inform the RTA about:
 - i) Change in their residential status on return to India for permanent settlement.
 - ii) Particulars of their bank account maintained in India with complete name, branch, account type,

account number, IFSC Code, MICR No. and address of the Bank with pin code number, if not furnished earlier, to enable Company to remit dividend to the said Bank Account directly.

16. In terms of Regulation 12 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 SEBI has advised all the concerned to use electronic mode of payment facility approved by the Reserve Bank of India for making cash payment viz. dividends, interest, redemption or repayment amounts to the investors. Provided that where it is not possible to use electronic mode of payment, payable-at-par warrants or cheques or Demand Drafts may be issued. In the cases of shareholder/s, where it is not possible to effect electronic payment, SEBI has advised to print bank details on the dividend warrant instruments issued to them. However, in case of shareholders, whose bank details are not available, the company shall mandatorily print the address of the investors on such payment instruments.

In order to facilitate the shareholders who are holding the shares in Physical Form, our Company has hosted various Forms including e-payment mandate form, on its website www.mrpl.co.in under the menu "Investors" & Sub-Menu "Shareholders". Shareholders can download the requisite form, fill it as per the direction given therein and forward the same to the R&T Agent with attachments. Form can also be obtained from our R&T Agents.

Shareholders who are holding shares in Electronic Form are requested to contact their respective Depository Participants (DP) only for updating their bank details. They are also advised to seek 'Client Master Advice' from their respective DP to ensure that correct updation has been carried out in their record. It may be noted that the bank details provided by the Depositories is solely used by the company to effect the payment of dividend. Hence, it is utmost necessary for shareholders to ensure that the correct Bank details are updated with DPs.

17. The Company has appointed Shri Himanshu S. Kamdar, Partner 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.
18. Detailed procedure for "Remote E-voting" is annexed which forms part of this notice.
19. 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.
20. 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 the Companies Act, 2013 will be available for inspection at the 29th Annual General Meeting.

Mangalore Refinery and Petrochemicals Limited

21. Pursuant to Section 139 of the Companies Act, 2013, the Auditors of a Government Company are appointed by the Comptroller and Auditor General of India (C&AG) and in pursuance to Section 142 of the Companies Act, 2013, their remuneration is to be fixed by the Company in the Annual General Meeting or in such manner as the Company in general meeting may determine. The Members of the Company, in 28th Annual General Meeting held on 03/09/2016, authorised the Board of Directors to fix the remuneration of Statutory Auditors appointed for the financial year 2016-17. Accordingly, the Board of Directors has fixed remuneration of ₹ 23,00,000/- (Rupees Twenty three lakh only) for the Statutory Auditors for the financial year 2016-17 in addition to applicable service tax, education cess and reimbursement of actual traveling and out-of-pocket expenses. The Statutory Auditors of the Company for the year 2017-18 are yet to be approved by the C&AG. Accordingly, the Members may authorise the Board to fix an appropriate remuneration of Statutory Auditors as may be deemed fit by the Board for the financial year 2017-18.
22. Route Map showing Directions to reach to the venue of the Meeting is given at the end of this Notice.
23. Shareholders to whom hard copy of Annual Reports have been provided are requested to bring their copies of the Annual Report to the Meeting. The copies of Annual Reports shall not be made available at the venue of the Meeting. Shareholders / Proxies attending the Meeting should bring the Admission Slip, duly filled, for handing over at the venue of the meeting.
24. Shareholders are requested to note that no gift will be distributed at the 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 5:

Ms. Manjula C. (DIN:07733175), was appointed as Non-Official Independent Director of the Company by the Ministry of Petroleum & Natural Gas vide letter No. C-31034/1/2016-CA/FTS:46118 dated 31/01/2017 for a period of three years from the date of notification of appointment or until further orders, whichever is earlier, and was accordingly appointed as an Additional Director with effect from 31/01/2017 to hold office upto this Annual General Meeting. The Company has received a notice in writing from a member pursuant to the provisions of Section 160 of the Act, signifying his intention to propose Ms. Manjula C. (DIN:07733175) for the office of Independent Director. Ms. Manjula C., if appointed, will not be liable to retire by rotation.

Her brief resume, inter-alia, giving nature of expertise in specific functional areas, shareholding in the Company, other

Directorship, Membership/ Chairmanship of Committees and other particulars are provided elsewhere which forms a part of this notice. Ms. Manjula C., a Law graduate, is a practicing Advocate in High-Court of Karnataka. She has special interest in analyzing issues of national and social importance, educational development and management, socio-economic empowerment and women issues. Her association would be of immense benefit to the Company. Accordingly, it is proposed to appoint Ms. Manjula C. as an Independent Director. Ms. Manjula C. is not related to any of the Directors of the Board.

None of the Directors, Key Managerial Personnel and their relatives except Ms. Manjula C. is concerned or interested in this resolution.

The Board recommends the resolution for your approval.

Item No 6:

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 2017-18. On the recommendation of the Audit Committee, the Board approved the appointment of M/s Bandyopadhyaya Bhaumik & Co, Cost Accountant as the Cost Auditor of the Company for the financial year 2017-18 at remuneration of ₹ 1,95,000/-, plus applicable taxes and actual travel cost.

As per Rule 14 of the Companies (Audit and Auditors) Rule, 2014 read with Section 148 (3) of the Companies Act, 2013, the remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified subsequently by the shareholders. Accordingly, members are requested to ratify the remuneration payable to the Cost Auditors for the financial year 2017-18.

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

The Board recommends the Resolutions for ratification of the members.

Item No 7:

As per provisions of Section 42 of the Companies Act, 2013 read with Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company shall not make private placement of its securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by share holders of the Company by a Special Resolution for each of the offers or invitations. However, in case of offer or invitation for non-convertible debentures, it shall be sufficient if the Company passes a Special Resolution once a year for all the offers or invitations for such debenture during the year.

In view of the above, approval of the members of the Company is being sought to authorize the Board of Directors to make offer(s) or invitation(s) to subscribe to the non-convertible debentures (NCDs)/ Bonds upto ₹ 3,000 crore, from the date of passing special Resolution till completion of one year thereof or the date

of next Annual General Meeting in the financial year 2018-19 whichever is earlier, subject to ceiling approved by the share holders under Section 180(1)(c) of Companies Act, 2013.

The Board of Directors of the Company had considered the proposal and recommended the passing of proposed Special Resolution.

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 29th ANNUAL GENERAL MEETING

Name of Director / DIN	Shri Vinod S. Shenoy DIN: 07632981	Ms. Manjula C DIN:07733175
Date of Birth	09-09-1962	22-12-1968
Date of Appointment on the Board	08-11-2016	31-01-2017
Qualifications & Expertise	Shri Vinod S. Shenoy is a Chemical Engineer having wide exposure to the Petroleum Industry.	Ms. Manjula C. is Law graduate and a Practicing Advocate at High Court of Karnataka.
Directorship held in other Public Companies (excluding foreign private and Section 8 of Companies Act.)	1. Hindustan Petroleum Corporation Limited 2. HPCL-Mittal Energy Limited 3. Prize Petroleum Company Limited 4. HPCL Rajasthan Refinery Limited	-
Chairman/ Member of the Committees	-	-
Shareholding of Directors	NIL	NIL
Relationship between Directors inter-se	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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to exercise their right to vote on resolutions proposed to be considered at the 29th 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 16/08/2017 (9:00 a.m.) and ends on 18/08/2017 (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

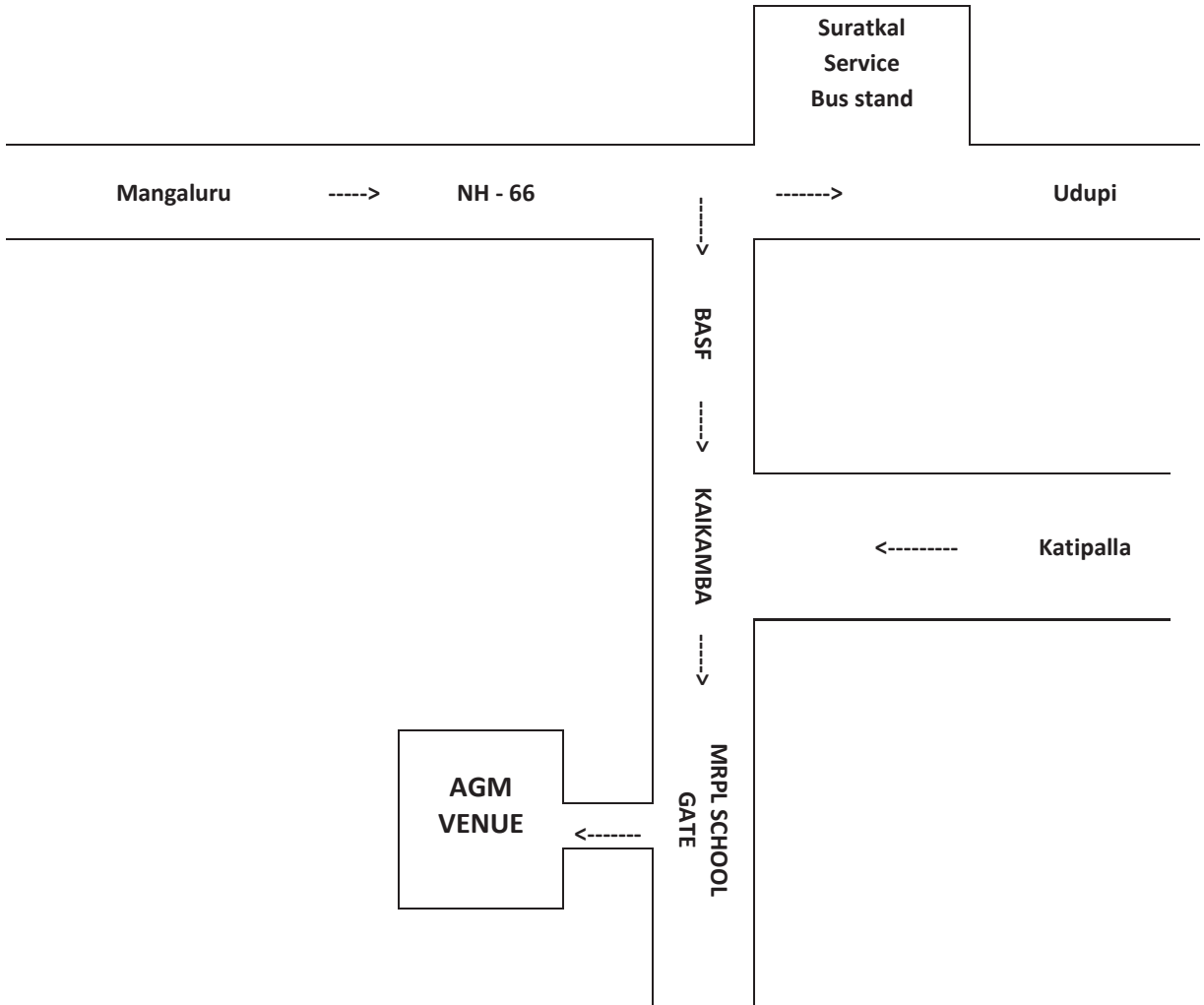
date of 12/08/2017 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- 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.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>

Mangalore Refinery and Petrochemicals Limited

- (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 "106496" 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 29th 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 at the bottom of the Attendance Slip for the AGM :
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (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 12/08/2017.
 - 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. 12/08/2017, 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 disposed off the shares before the cut-off date i.e. 12/08/2017 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 member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting.
 - X. 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.
 - XI. Shri Himanshu S. Kamdar, Partner M/s. Rathi & Associates, Practicing Company Secretaries, (Certificate of Practice Number : 3030), Mumbai, has 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.
 - XII. The result along with 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.

ROUTE MAP OF THE VENUE OF THE 29TH AGM OF MRPL





MANGALORE REFINERY AND PETROCHEMICALS LIMITED

(A Government of India Enterprise and subsidiary of ONGC)

Registered Office :Mudapadav, Post Kuthethoor, Via. Katipalla, Mangaluru - 575030, Karnataka.

Website: www.mrpl.co.in; E-mail Id: investor@mrpl.co.in

CIN: L23209KA1988GOI008959

ATTENDANCE SLIP

29th Annual General Meeting on Saturday, 19th August, 2017

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

I / We hereby record my/our presence at the 29th Annual General Meeting of the Company held on Saturday, 19th August, 2017 at 4:00 p.m. at MRPL Employees Club, MRPL, Mangaluru - 575 030, Karnataka.

Member's/Proxy's Name in Block Letters

Member's/Proxy's Signature

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

✂-----

Electronic Voting Particulars

EVEN (Electronic Voting Event Number)	User ID	Password

Note: Please read the instructions printed along with the Notice of 29th Annual General Meeting. The Voting period starts from 09:00 a.m. on Wednesday, August 16, 2017 and ends at 5:00 p.m. on Friday, August 18, 2017. The voting module shall be disabled by NSDL for voting thereafter.

✂-----



MANGALORE REFINERY AND PETROCHEMICALS LIMITED

(A Government of India Enterprise and subsidiary of ONGC)

Registered Office :Mudapadav, Post Kuthethoor, Via. Katipalla, Mangaluru - 575030, Karnataka.

Website: www.mrpl.co.in; E-mail Id: investor@mrpl.co.in

CIN: L23209KA1988GOI008959

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]

29th Annual General Meeting on Saturday, 19th August, 2017

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

I/We, being the member(s) holding 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:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the company, to be held on Saturday, 19th August, 2017 at 4:00 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 standalone Financial Statement of the Company for the financial year ended 31 st March, 2017, the reports of the Board of Directors and Auditors thereon; along with C&AG Comments and the Audited consolidated Financial Statement of the Company for the financial year ended 31 st March, 2017 and the Report of Auditors thereon along with C&AG Comments.			
2	To appoint a Director in place of Shri Vinod S. Shenoy (DIN:07632981) who retires by rotation and being eligible offers himself for re-appointment as a Director.			
3	To declare dividend for the financial year 2016-17.			
4	To authorize Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors of the Company for the Financial Year 2017-18.			
Special Business, Ordinary Resolution				
5	To appoint Ms. Manjula C (DIN: 07733175) as Non-official Independent Director.			
6	To ratify the Remuneration of Cost Auditors for the Financial year 2017-18.			
Special Business, Special Resolution				
7	To raise funds through issue of Non Convertible Debentures (NCDs)/ Bonds.			

Signed this..... day of 2017.

Affix
Revenue
Stamp
Re.1/-

Signature of Member

Note:

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. Please put a 'V' in the Box in the appropriate column against the respective resolutions. It is optional to indicate your preference. If you leave 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.