



# मंगलूर रिफाइनरी एण्ड पेट्रोकेमिकल्स लिमिटेड

## MANGALORE REFINERY AND PETROCHEMICALS LIMITED

अनुसूची 'अ' के अंतर्गत भारत सरकार का उद्यम SCHEDULE A GOVT. OF INDIA ENTERPRISE.  
(ऑयल एण्ड नेचुरल गैस कॉर्पोरेशन लिमिटेड की सहायक कंपनी A SUBSIDIARY OF OIL AND NATURAL GAS CORPORATION LIMITED)  
CIN : L 85110KA1988GOI008959

पंजीकृत कार्यालय : कुत्तेतूर पोस्ट, वाया काटीपल्ला, मंगलूर - 575 030 (भारत) दूरभाष : 0824-2270400, फैक्स : 0824-2271404, E-mail : mrplmr@mrpl.co.in  
Regd. Office : Kuthethoor P.O. Via Katipalla, Mangaluru - 575 030 (India) Tel. : 0824-2270400 Fax : 0824-2271404 website : www.mrpl.co.in  
आई.एस.ओ. 9001, 14001 एवं 50001 प्रमाणित कंपनी AN ISO 9001, 14001 AND 50001 CERTIFIED COMPANY

03/09/2016

**BSE Limited**

Scrip Code No: 500109

**National Stock Exchange of India Limited**

Symbol: MRPL, Series: EQ

Dear Sir,

**Subject: Intimation to Stock Exchange of 28<sup>th</sup> Annual General Meeting (AGM)**

28<sup>th</sup> Annual General Meeting (AGM) of the Company was held on 3<sup>rd</sup> September, 2016 and the business mentioned in the notice dated 1<sup>st</sup> August, 2016 were transacted.

In this regard, please find enclosed the following-

- 1) Summary of proceedings as required under Regulation 30, part A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure-I**,
- 2) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure-II**.
- 3) Report of Scrutinizer dated September 3, 2016, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as **Annexure III**.
- 4) Annual Report for the financial year 2015-16 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations duly approved and adopted by the members as per the provisions of the Companies Act, 2013 as **Annexure-IV**.

Thanking you,

Yours faithfully,

For Mangalore Refinery and Petrochemicals Limited

  
Dinesh Mishra  
Company Secretary

बैंगलूर कार्यालय : प्लॉट नं. A-1, के.एस.एस.आई.डी.सी.-प्रशासनिक कार्यालय भवन के सामने, इंडस्ट्रीयल एस्टेट, राजाजीनगर, बैंगलूर - 560 010  
Bangaluru Office : Plot A-1, Opp. KSSIDC A.O. Building, Industrial Estate, Rajajinagar, Bangaluru - 560 010,  
दूरभाष : Tel : (का) (0) 080-22642200, फैक्स Fax : 080 - 23505501  
दिल्ली कार्यालय : एल.जी.एफ., मर्केंटाइल हाऊस, 15 के.जी. मार्ग, नई दिल्ली - 110 001 दूरभाष : 011-23463100, फैक्स : 23463201  
Delhi Office : LGF, Mercantile House, 15, Kasturba Gandhi Marg, New Delhi - 110 001. Tel.: 011-23463100, Fax : 23463201  
मुंबई कार्यालय : मेकर्स टॉवर, 'ई' विंग 15वां तल, कफ़ पेरड कोलाबा, मुंबई - 400 005. दूरभाष : 022-22173000, फैक्स : 22173233  
Mumbai Office : Makers Tower, 'E' Wing, 15th Floor, Cuffeparade, Colaba, Mumbal - 400 005. Tel. : 022-22173000, Fax : 22173233

**Proceedings of 28<sup>th</sup> Annual General Meeting held on 3<sup>rd</sup> September, 2016**

The 28<sup>th</sup> Annual General Meeting of the Members of the Company was held on Saturday, 3<sup>rd</sup> September, 2016 at 4:00 p.m., at Registered Office of the Company at MRPL Employees Club, Mudapadav, Post Kuthethur, Via Katipalla, Mangaluru – 575 030, Karnataka.

Shri D. K. Sarraf, Chairman chaired the Meeting in presence of the Directors, Statutory Auditors, Secretarial Auditors and Cost Auditors on the Board. 990 Members and 56 proxies have attended the Meeting.

All the businesses proposed before the 28<sup>th</sup> AGM were conducted as per the provisions of Companies Act, 2013, the rules made thereunder & SEBI Listing Regulations, 2015.

The Chairman informed that Remote e- voting facility was provided to all the members entitled to vote, on all resolutions set forth in the notice, in terms of Regulation 44 of SEBI Listing Regulations, 2015 and the provisions of the Companies Act, 2013 and the Rules made thereunder and Secretarial Standard-2 (SS-2) on “General Meeting” issued by the Institute of Company Secretaries of India. The Remote e-voting period commenced on Wednesday, 31<sup>st</sup> August, 2016 at 9:00 a.m. up to Friday, 2<sup>nd</sup> September, 2016 at 5:00 p.m.

A Poll was conducted by the order of the Chairman in the presence of the Company Secretary, Shri Dinesh Mishra and Scrutinizer, Shri Himanshu Kamdar, FCS 5171, Partner, M/s Rathi and Associates, Practicing Company Secretaries, Mumbai, for all the resolutions proposed before the meeting.

The following items of business as per notice of AGM dated 01/08/2016 were transacted at the meeting:

**Ordinary Business:**

- 1) Adoption of Financial Statements (including the Consolidated Financial Statements) of the Company for the year ended 31<sup>st</sup> March, 2016 including the Board's Report, 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) Re-Appointment of Shri D. K. Sarraf, (DIN 00147870) as a Director.
- 3) Authorization to the Board of Directors for fixation of the remuneration of the Joint Statutory Auditors of the Company for the Financial Year 2016-17.

**Special Business:**

- 4) Appointment of Shri A. K. Sahoo (DIN: 07355933) as Director of the Company.
- 5) Appointment of Shri Diwakar Nath Misra (DIN: 07464700) as Director of the Company.
- 6) Raising of funds upto ₹ 3,000 Crore through issue of non convertible debentures (NCDs)/ Bonds.
- 7) Authorization to Board for exercising any of the options available for enhancing of public shareholding to 25% pursuant to SEBI directives and Securities Contract Regulations.
- 8) Ratification of remuneration of the Cost Auditors for the Financial Year 2015-16.
- 9) Ratification of remuneration of the Cost Auditors for the Financial Year 2016-17.
- 10) Approval of related party transactions with Related Parties.

Clarifications were provided for the queries raised by the Members.

The Scrutinizers submitted consolidated result of e- voting and polling results to the Chairman. The Chairman declared that all businesses proposed by the members have been passed by majority.



## Mangalore Refinery And Petrochemicals Limited

| Mangalore Refinery And Petrochemicals Limited                             |                |                    |                                                                                                                                                                                                                                                          |                                         |                          |                       |                                      |                                    |  |
|---------------------------------------------------------------------------|----------------|--------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|--|
|                                                                           |                |                    | 1 - To receive, consider and adopt the Audited standalone Financial Statement of the Company for the financial year ended 31st March, 2016, the reports of the Board of Directors and Auditors thereon; and the Audited consolidated Financial Statement |                                         |                          |                       |                                      |                                    |  |
| Resolution Required : (Ordinary)                                          |                |                    | NO                                                                                                                                                                                                                                                       |                                         |                          |                       |                                      |                                    |  |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | NO                                                                                                                                                                                                                                                       |                                         |                          |                       |                                      |                                    |  |
| Category                                                                  | Mode of Voting | No. of shares held | No. of votes polled                                                                                                                                                                                                                                      | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |  |
|                                                                           |                |                    |                                                                                                                                                                                                                                                          |                                         |                          |                       |                                      |                                    |  |
| Promoter and Promoter Group                                               | E-Voting       | 1552507615         | [2]                                                                                                                                                                                                                                                      | [3]={[2]/[1]}*100                       | [4]                      | [5]                   | [6]={([4]/[2])*100}                  | [7]={([5]/[2])*100}                |  |
|                                                                           |                |                    | 1552507615                                                                                                                                                                                                                                               | 100.0000                                | 1552507615               | 0                     | 100.0000                             | 0.0000                             |  |
|                                                                           | Poll           |                    | 0                                                                                                                                                                                                                                                        | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |  |
|                                                                           | Postal Ballot  |                    | 0                                                                                                                                                                                                                                                        | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |  |
|                                                                           | Total          |                    | 1552507615                                                                                                                                                                                                                                               | 100.0000                                | 1552507615               | 0                     | 100.0000                             | 0.0000                             |  |
|                                                                           | E-Voting       | 78360719           | 73026694                                                                                                                                                                                                                                                 | 93.1930                                 | 69832394                 | 3194300               | 95.6258                              | 4.3742                             |  |
|                                                                           | Poll           |                    | 0                                                                                                                                                                                                                                                        | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |  |
|                                                                           | Postal Ballot  |                    | 0                                                                                                                                                                                                                                                        | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |  |
| Total                                                                     | 73026694       |                    | 93.1930                                                                                                                                                                                                                                                  | 69832394                                | 3194300                  | 95.6258               | 4.3742                               |                                    |  |
| Public Institutions                                                       | E-Voting       | 121730443          | 3305097                                                                                                                                                                                                                                                  | 2.7151                                  | 3304397                  | 700                   | 99.9788                              | 0.0212                             |  |
|                                                                           | Poll           |                    | 1018                                                                                                                                                                                                                                                     | 0.0008                                  | 1018                     | 0                     | 100.0000                             | 0.0000                             |  |
|                                                                           | Postal Ballot  |                    | 0                                                                                                                                                                                                                                                        | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |  |
|                                                                           | Total          |                    | 3306115                                                                                                                                                                                                                                                  | 2.7159                                  | 3305415                  | 700                   | 99.9788                              | 0.0212                             |  |
| Public Non Institutions                                                   | Postal Ballot  |                    | 0                                                                                                                                                                                                                                                        | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |  |
|                                                                           | Total          |                    | 3306115                                                                                                                                                                                                                                                  | 2.7159                                  | 3305415                  | 700                   | 99.9788                              | 0.0212                             |  |
| Total                                                                     |                | 1752598777         | 1628840424                                                                                                                                                                                                                                               | 92.9386                                 | 1625645424               | 3195000               | 99.8038                              | 0.1962                             |  |

## Mangalore Refinery And Petrochemicals Limited

| Resolution Required : (Ordinary)                                          |                | 2 - To appoint a Director in place of Shri D. K. Sarraf (DIN:00147870) who retires by rotation and being eligible offers himself for re-appointment as a Director. |                            |                                                              |                                 |                              |                                                           |                                                         |
|---------------------------------------------------------------------------|----------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|--------------------------------------------------------------|---------------------------------|------------------------------|-----------------------------------------------------------|---------------------------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | NO                                                                                                                                                                 |                            |                                                              |                                 |                              |                                                           |                                                         |
| Category                                                                  | Mode of Voting | No. of shares held<br>[1]                                                                                                                                          | No. of votes polled<br>[2] | % of Votes Polled on outstanding shares<br>[3]={[2]/[1]}*100 | No. of Votes – in favour<br>[4] | No. of Votes –Against<br>[5] | % of Votes in favour on votes polled<br>[6]={[4]/[2]}*100 | % of Votes against on votes polled<br>[7]={[5]/[2]}*100 |
|                                                                           |                |                                                                                                                                                                    |                            |                                                              |                                 |                              |                                                           |                                                         |
| Promoter and Promoter Group                                               | E-Voting       | 1552507615                                                                                                                                                         | 1552507615                 | 100.0000                                                     | 1552507615                      | 0                            | 100.0000                                                  | 0.0000                                                  |
|                                                                           | Poll           |                                                                                                                                                                    | 0                          | 0.0000                                                       | 0                               | 0                            | 0.0000                                                    | 0.0000                                                  |
|                                                                           | Postal Ballot  |                                                                                                                                                                    | 0                          | 0.0000                                                       | 0                               | 0                            | 0.0000                                                    | 0.0000                                                  |
|                                                                           | Total          |                                                                                                                                                                    | 1552507615                 | 100.0000                                                     | 1552507615                      | 0                            | 100.0000                                                  | 0.0000                                                  |
| Public Institutions                                                       | E-Voting       | 78360719                                                                                                                                                           | 72799870                   | 92.9035                                                      | 57329620                        | 15470250                     | 78.7496                                                   | 21.2504                                                 |
|                                                                           | Poll           |                                                                                                                                                                    | 0                          | 0.0000                                                       | 0                               | 0                            | 0.0000                                                    | 0.0000                                                  |
|                                                                           | Postal Ballot  |                                                                                                                                                                    | 0                          | 0.0000                                                       | 0                               | 0                            | 0.0000                                                    | 0.0000                                                  |
|                                                                           | Total          |                                                                                                                                                                    | 72799870                   | 92.9035                                                      | 57329620                        | 15470250                     | 78.7496                                                   | 21.2504                                                 |
| Public Non Institutions                                                   | E-Voting       | 121730443                                                                                                                                                          | 3303847                    | 2.7141                                                       | 3284337                         | 19510                        | 99.4095                                                   | 0.5905                                                  |
|                                                                           | Poll           |                                                                                                                                                                    | 1018                       | 0.0008                                                       | 1018                            | 0                            | 100.0000                                                  | 0.0000                                                  |
|                                                                           | Postal Ballot  |                                                                                                                                                                    | 0                          | 0.0000                                                       | 0                               | 0                            | 0.0000                                                    | 0.0000                                                  |
|                                                                           | Total          |                                                                                                                                                                    | 3304865                    | 2.7149                                                       | 3285355                         | 19510                        | 99.4097                                                   | 0.5903                                                  |
| Total                                                                     |                | 1752598777                                                                                                                                                         | 1628612350                 | 92.9256                                                      | 1613122590                      | 15489760                     | 99.0489                                                   | 0.9511                                                  |

## Mangalore Refinery And Petrochemicals Limited

| Resolution Required : (Ordinary)                                          |                |                    | 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 2016-17. |                                         |                          |                       |                                      |                                    |
|---------------------------------------------------------------------------|----------------|--------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | NO                                                                                                                                                        |                                         |                          |                       |                                      |                                    |
| Category                                                                  | Mode of Voting | No. of shares held | No. of votes polled                                                                                                                                       | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| Promoter and Promoter Group                                               | E-Voting       | 1552507615         | 1552507615                                                                                                                                                | 100.0000                                | 1552507615               | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Poll           |                    | 0                                                                                                                                                         | 0.0000                                  | 0                        | 0                     | 0.0000                               |                                    |
|                                                                           | Postal Ballot  |                    | 0                                                                                                                                                         | 0.0000                                  | 0                        | 0                     | 0.0000                               |                                    |
|                                                                           | Total          |                    | 1552507615                                                                                                                                                | 100.0000                                | 1552507615               | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | E-Voting       |                    | 73056770                                                                                                                                                  | 93.2314                                 | 69862470                 | 3194300               | 95.6276                              | 4.3724                             |
| Public Institutions                                                       | Poll           | 78360719           | 0                                                                                                                                                         | 0.0000                                  | 0                        | 0                     | 0.0000                               |                                    |
|                                                                           | Postal Ballot  |                    | 0                                                                                                                                                         | 0.0000                                  | 0                        | 0                     | 0.0000                               |                                    |
|                                                                           | Total          |                    | 73056770                                                                                                                                                  | 93.2314                                 | 69862470                 | 3194300               | 95.6276                              | 4.3724                             |
|                                                                           | E-Voting       |                    | 3304824                                                                                                                                                   | 2.7149                                  | 3287014                  | 17810                 | 99.4611                              | 0.5389                             |
|                                                                           | Poll           |                    | 1018                                                                                                                                                      | 0.0008                                  | 1018                     | 0                     | 100.0000                             | 0.0000                             |
| Public Non Institutions                                                   | Postal Ballot  | 121730443          | 0                                                                                                                                                         | 0.0000                                  | 0                        | 0                     | 0.0000                               |                                    |
|                                                                           | Total          |                    | 3305842                                                                                                                                                   | 2.7157                                  | 3288032                  | 17810                 | 99.4613                              | 0.5387                             |
|                                                                           | Total          |                    | 1752598777                                                                                                                                                | 1628870227                              | 92.9403                  | 1625658117            | 3212110                              | 99.8028                            |

## Mangalore Refinery And Petrochemicals Limited

| Resolution Required : (Ordinary)                                          |                | 4 - To appoint Shri A. K. Sahoo (DIN:07355933) as Director. |                     |                                         |                          |                       |                                      |                                    |
|---------------------------------------------------------------------------|----------------|-------------------------------------------------------------|---------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | NO                                                          |                     |                                         |                          |                       |                                      |                                    |
| Category                                                                  | Mode of Voting | No. of shares held                                          | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| Promoter and Promoter Group                                               | E-Voting       | 1552507615                                                  | 1552507615          | 100.0000                                | 1552507615               | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Poll           |                                                             | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  |                                                             | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                                                             | 1552507615          | 100.0000                                | 1552507615               | 0                     | 100.0000                             | 0.0000                             |
| Public Institutions                                                       | E-Voting       | 78360719                                                    | 73056770            | 93.2314                                 | 57743602                 | 15313168              | 79.0394                              | 20.9606                            |
|                                                                           | Poll           |                                                             | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  |                                                             | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                                                             | 73056770            | 93.2314                                 | 57743602                 | 15313168              | 79.0394                              | 20.9606                            |
| Public Non Institutions                                                   | E-Voting       | 121730443                                                   | 3304837             | 2.7149                                  | 3284309                  | 20528                 | 99.3788                              | 0.6212                             |
|                                                                           | Poll           |                                                             | 1018                | 0.0008                                  | 1018                     | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Postal Ballot  |                                                             | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                                                             | 3305855             | 2.7157                                  | 3285327                  | 20528                 | 99.3790                              | 0.6210                             |
| Total                                                                     |                | 1752598777                                                  | 1628870240          | 92.9403                                 | 1613536544               | 153333696             | 99.0586                              | 0.9414                             |

## Mangalore Refinery And Petrochemicals Limited

| Resolution Required : (Ordinary)                                           |                | 5 - To appoint Shri Diwakar Nath Misra (DIN:07464700) as Director. |                     |                                         |                          |                       |                                      |                                    |        |
|----------------------------------------------------------------------------|----------------|--------------------------------------------------------------------|---------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|--------|
| Whether promoter/ promoter group are interested in the agenda/ resolution? |                | NO                                                                 |                     |                                         |                          |                       |                                      |                                    |        |
| Category                                                                   | Mode of Voting | No. of shares held                                                 | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |        |
| Promoter and Promoter Group                                                |                | [1]                                                                | [2]                 | [3]={[2]/[1]}*100                       | [4]                      | [5]                   | [6]={[4]/[2]}*100                    | [7]={[5]/[2]}*100                  |        |
|                                                                            | E-Voting       |                                                                    | 1552507615          | 100.0000                                | 1552507615               | 0                     | 100.0000                             | 0.0000                             |        |
|                                                                            | Poll           |                                                                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |        |
|                                                                            | Postal Ballot  | 1552507615                                                         | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |        |
|                                                                            | Total          |                                                                    | 1552507615          | 100.0000                                | 1552507615               | 0                     | 100.0000                             | 0.0000                             |        |
| Public Institutions                                                        | E-Voting       |                                                                    | 72799870            | 92.9035                                 | 57324010                 | 15475860              | 78.7419                              | 21.2581                            |        |
|                                                                            | Poll           |                                                                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |        |
|                                                                            | Postal Ballot  | 78360719                                                           | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |        |
|                                                                            | Total          |                                                                    | 72799870            | 92.9035                                 | 57324010                 | 15475860              | 78.7419                              | 21.2581                            |        |
|                                                                            | E-Voting       |                                                                    | 3305197             | 2.7152                                  | 3285169                  | 20028                 | 99.3940                              | 0.6060                             |        |
| Public Non Institutions                                                    | Poll           |                                                                    | 1018                | 0.0008                                  | 1018                     | 0                     | 100.0000                             | 0.0000                             |        |
|                                                                            | Postal Ballot  | 121730443                                                          | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |        |
|                                                                            | Total          |                                                                    | 3306215             | 2.7160                                  | 3286187                  | 20028                 | 99.3942                              | 0.6058                             |        |
|                                                                            | Total          |                                                                    | 1752598777          | 1628613700                              | 92.9256                  | 1613117812            | 15495888                             | 99.0485                            | 0.9515 |

## Mangalore Refinery And Petrochemicals Limited

| Resolution Required : (Special)                                           |                | 6 - To raise funds upto Rs. 3,000 crore through issue of non convertible debentures (NCDs)/ Bonds. |                     |                                         |                          |                       |                                      |                                    |
|---------------------------------------------------------------------------|----------------|----------------------------------------------------------------------------------------------------|---------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | NO                                                                                                 |                     |                                         |                          |                       |                                      |                                    |
| Category                                                                  | Mode of Voting | No. of shares held                                                                                 | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| Promoter and Promoter Group                                               | E-Voting       | [1]                                                                                                | [2]                 | [3]={[2]/[1]}*100                       | [4]                      | [5]                   | [6]={([4]/[2])*100                   | [7]={([5]/[2])*100                 |
|                                                                           | Poll           |                                                                                                    | 1552507615          | 100.0000                                | 1552507615               | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Postal Ballot  |                                                                                                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          | 1552507615                                                                                         | 0                   | 0.0000                                  | 1552507615               | 0                     | 100.0000                             | 0.0000                             |
| Public Institutions                                                       | E-Voting       |                                                                                                    | 73056770            | 93.2314                                 | 73056770                 | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Poll           |                                                                                                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  | 78360719                                                                                           | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                                                                                                    | 73056770            | 93.2314                                 | 73056770                 | 0                     | 100.0000                             | 0.0000                             |
| Public Non Institutions                                                   | E-Voting       |                                                                                                    | 3305247             | 2.7152                                  | 3250766                  | 54481                 | 98.3517                              | 1.6483                             |
|                                                                           | Poll           |                                                                                                    | 1018                | 0.0008                                  | 1018                     | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Postal Ballot  | 121730443                                                                                          | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                                                                                                    | 3306265             | 2.7160                                  | 3251784                  | 54481                 | 98.3522                              | 1.6478                             |
| Total                                                                     |                | 1752598777                                                                                         | 1628870650          | 92.9403                                 | 1628816169               | 54481                 | 99.9967                              | 0.0033                             |

## Mangalore Refinery And Petrochemicals Limited

| Resolution Required : (Special)                                           |                |                    | 7 - To enhance public shareholding of the Company to 25% pursuant to SEBI directive. |                                         |                          |                       |                                      |                                    |
|---------------------------------------------------------------------------|----------------|--------------------|--------------------------------------------------------------------------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | NO                                                                                   |                                         |                          |                       |                                      |                                    |
| Category                                                                  | Mode of Voting | No. of shares held | No. of votes polled                                                                  | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| Promoter and Promoter Group                                               | E-Voting       | [1]                | [2]                                                                                  | [3]={[2]/[1]}*100                       | [4]                      | [5]                   | [6]={([4]/[2])*100                   | [7]={([5]/[2])*100                 |
|                                                                           | Poll           |                    | 1552507615                                                                           | 100.0000                                | 1552507615               | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                                    | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 1552507615                                                                           | 100.0000                                | 1552507615               | 0                     | 100.0000                             | 0.0000                             |
| Public Institutions                                                       | E-Voting       |                    | 73056770                                                                             | 93.2314                                 | 73056770                 | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Poll           |                    | 0                                                                                    | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                                    | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 73056770                                                                             | 93.2314                                 | 73056770                 | 0                     | 100.0000                             | 0.0000                             |
| Public Non Institutions                                                   | E-Voting       |                    | 3304947                                                                              | 2.7150                                  | 3301146                  | 3801                  | 99.8850                              | 0.1150                             |
|                                                                           | Poll           |                    | 1018                                                                                 | 0.0008                                  | 1018                     | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                                    | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 3305965                                                                              | 2.7158                                  | 3302164                  | 3801                  | 99.8850                              | 0.1150                             |
| Total                                                                     |                | 1752598777         | 1628870350                                                                           | 92.9403                                 | 1628866549               | 3801                  | 99.9998                              | 0.0002                             |

## Mangalore Refinery And Petrochemicals Limited

| Resolution Required : (Ordinary)                                          |                | 8 - To ratify the Remuneration of Cost Auditors for the Financial year 2015-16. |                     |                                         |                          |                       |                                      |                                    |                   |
|---------------------------------------------------------------------------|----------------|---------------------------------------------------------------------------------|---------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|-------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | NO                                                                              |                     |                                         |                          |                       |                                      |                                    |                   |
| Category                                                                  | Mode of Voting | No. of shares held                                                              | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |                   |
| Promoter and Promoter Group                                               | E-Voting       | 1552507615                                                                      | [1]                 | [2]                                     | [3]={[2]/[1]}*100        | [4]                   | [5]                                  | [6]={[4]/[2]}*100                  | [7]={[5]/[2]}*100 |
|                                                                           | Poll           |                                                                                 | 1552507615          | 0                                       | 0.0000                   | 0                     | 0                                    | 100.0000                           | 0.0000            |
|                                                                           | Postal Ballot  |                                                                                 | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |                   |
|                                                                           | Total          |                                                                                 | 1552507615          | 100.0000                                | 1552507615               | 0                     | 100.0000                             | 0.0000                             |                   |
| Public Institutions                                                       | E-Voting       | 78360719                                                                        | 73056770            | 93.2314                                 | 69862470                 | 3194300               | 95.6276                              | 4.3724                             |                   |
|                                                                           | Poll           |                                                                                 | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |                   |
|                                                                           | Postal Ballot  |                                                                                 | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |                   |
|                                                                           | Total          |                                                                                 | 73056770            | 93.2314                                 | 69862470                 | 3194300               | 95.6276                              | 4.3724                             |                   |
| Public Non Institutions                                                   | E-Voting       | 121730443                                                                       | 3301532             | 2.7122                                  | 3299882                  | 1650                  | 99.9500                              | 0.0500                             |                   |
|                                                                           | Poll           |                                                                                 | 1018                | 0.0008                                  | 1018                     | 0                     | 100.0000                             | 0.0000                             |                   |
|                                                                           | Postal Ballot  |                                                                                 | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |                   |
|                                                                           | Total          |                                                                                 | 3302550             | 2.7130                                  | 3300900                  | 1650                  | 99.9500                              | 0.0500                             |                   |
| Total                                                                     |                | 1752598777                                                                      | 1628866935          | 92.9401                                 | 1625670985               | 3195950               | 99.8038                              | 0.1962                             |                   |

## Mangalore Refinery And Petrochemicals Limited

| Resolution Required : (Ordinary)                                          |                | 9 - To ratify the Remuneration of Cost Auditors for the Financial year 2016-17. |                     |                                         |                          |                       |                                      |                                    |
|---------------------------------------------------------------------------|----------------|---------------------------------------------------------------------------------|---------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | NO                                                                              |                     |                                         |                          |                       |                                      |                                    |
| Category                                                                  | Mode of Voting | No. of shares held                                                              | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                                                           |                |                                                                                 |                     |                                         |                          |                       |                                      |                                    |
| Promoter and Promoter Group                                               | E-Voting       | 1552507615                                                                      | 1552507615          | 100.0000                                | 1552507615               | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Poll           |                                                                                 | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  |                                                                                 | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                                                                                 | 1552507615          | 100.0000                                | 1552507615               | 0                     | 100.0000                             | 0.0000                             |
| Public Institutions                                                       | E-Voting       | 78360719                                                                        | 73056770            | 93.2314                                 | 69862470                 | 3194300               | 95.6276                              | 4.3724                             |
|                                                                           | Poll           |                                                                                 | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  |                                                                                 | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                                                                                 | 73056770            | 93.2314                                 | 69862470                 | 3194300               | 95.6276                              | 4.3724                             |
| Public Non Institutions                                                   | E-Voting       | 121730443                                                                       | 3295684             | 2.7074                                  | 3293784                  | 1900                  | 99.9423                              | 0.0577                             |
|                                                                           | Poll           |                                                                                 | 1018                | 0.0008                                  | 1018                     | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Postal Ballot  |                                                                                 | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                                                                                 | 3296702             | 2.7082                                  | 3294802                  | 1900                  | 99.9424                              | 0.0576                             |
| Total                                                                     |                | 1752598777                                                                      | 1628861087          | 92.9398                                 | 1625664887               | 3196200               | 99.8038                              | 0.1962                             |

## Mangalore Refinery And Petrochemicals Limited

| Resolution Required : (Ordinary)                                          |                | 10 - To approve related party transactions . |                     |                                         |                          |                       |                                      |                                    |
|---------------------------------------------------------------------------|----------------|----------------------------------------------|---------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | NO                                           |                     |                                         |                          |                       |                                      |                                    |
| Category                                                                  | Mode of Voting | No. of shares held                           | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| Promoter and Promoter Group                                               | E-Voting       | [1]                                          | [2]                 | $[3]=\{[2]/[1]\} \times 100$            | [4]                      | [5]                   | $[6]=\{[4]/[2]\} \times 100$         | $[7]=\{[5]/[2]\} \times 100$       |
|                                                                           | Poll           |                                              | 1552507615          | 100.0000                                | 1552507615               | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Postal Ballot  |                                              | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          | 1552507615                                   | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
| Public Institutions                                                       | E-Voting       |                                              | 1552507615          | 100.0000                                | 1552507615               | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Poll           |                                              | 73056770            | 93.2314                                 | 69862470                 | 3194300               | 95.6276                              | 4.3724                             |
|                                                                           | Postal Ballot  |                                              | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          | 78360719                                     | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
| Public Non Institutions                                                   | E-Voting       |                                              | 73056770            | 93.2314                                 | 69862470                 | 3194300               | 95.6276                              | 4.3724                             |
|                                                                           | Poll           |                                              | 3303394             | 2.7137                                  | 3280925                  | 22469                 | 99.3198                              | 0.6802                             |
|                                                                           | Postal Ballot  |                                              | 1018                | 0.0008                                  | 1018                     | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Total          | 121730443                                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
| Total                                                                     | Postal Ballot  |                                              | 3304412             | 2.7145                                  | 3281943                  | 22469                 | 99.3200                              | 0.6800                             |
|                                                                           | Total          | 1752598777                                   | 1628868797          | 92.9402                                 | 1625652028               | 3216769               | 99.8025                              | 0.1975                             |

# Rathi & Associates

ANNEXURE-III

## 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: 3<sup>rd</sup> September, 2016

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

*Dmy*  
3/9/16

Dear Sir,

Sub: Scrutinizer's Report on the remote e-voting and the voting through ballot papers conducted at 28<sup>th</sup> Annual General Meeting of Equity Shareholders of Mangalore Refinery and Petrochemicals Limited held on 3<sup>rd</sup> September 2016 at 4.00 P.M. at MRPL Employees Club, Mudapadav, Post Kuthethoor, Via. Katipalla, Mangaluru- 575 030, Karnataka

Mangalore Refinery and Petrochemicals Limited ("the Company") vide resolution of its Board of Directors dated 12<sup>th</sup> May, 2016 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and physical voting through ballots at the 28<sup>th</sup> Annual General Meeting of the shareholders of the Company held on 3<sup>rd</sup> September 2016 (AGM) on the resolutions contained in the Notice dated 1<sup>st</sup> August, 2016 of the AGM, as prescribed under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act") as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of Members of the Company, be carried out in a fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and physical ballot voting on the resolutions contained in the aforesaid Notice of the 28<sup>th</sup> Annual General Meeting ("AGM") of the Members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and physical ballots is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system of National Securities Depository Limited (NSDL), the agency engaged by the Company to provide remote e-voting facilities and of voting through ballots as provided by Link Intime (India) Private Limited at the AGM.



As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act was sent to the Members by permitted means for seeking approval of members. The Equity Shareholders holding shares as on 27<sup>th</sup> August, 2016, "cut-off date", were entitled to vote on the resolutions as stated in the Notice of the Annual General Meeting. The Company provided the remote e-voting facility offered by National Securities Depository Limited (NSDL) to the members of the Company to cast votes on aforesaid resolutions.

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, 31<sup>st</sup> August, 2016 upto 5.00 p.m. of Friday, 2<sup>nd</sup> September, 2016. Accordingly, e-votes casted upto 5.00 p.m. of 2<sup>nd</sup> September, 2016 have been considered for my scrutiny. The facility of voting at the Annual General Meeting through physical ballots has also been considered for the scrutiny.

After declaration of voting by use of ballot by the Chairman at the meeting, ballot boxes were locked and kept for voting. Subsequently on close of voting, the ballot boxes were opened in the presence of two witnesses who are not the employees of the Company namely, Mr. Prashant Kirtikar and Ms. Swati Kutty. The votes on remote e-voting were unblocked at around 5.00 P.M. in the presence of two witnesses not in employment of the Company namely, Ms. Trupal Trivedi and Ms. Hinal Manek. A summary of the votes cast by shareholders through remote e-voting and physical ballots at the 28<sup>th</sup> Annual General Meeting with their pattern of voting is furnished in this Report.

The results of the voting by members through remote e-voting and physical ballots at the 28<sup>th</sup> Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman.

Thanking you,

Yours sincerely,

For RATHI & ASSOCIATES

COMPANY SECRETARIES

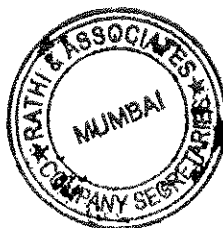


HIMANSHU S. KAMDAR

PARTNER

FCS NO. 5171

COP NO. 3030



## **ANNEXURE**

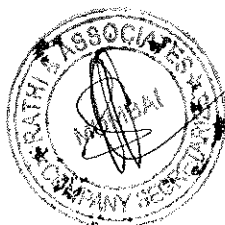
Summary of votes cast through physical ballots and through remote e-voting confirmations received for each of the resolutions is given below:

### **Resolution No. 1: Ordinary Resolution**

To receive, consider and adopt:

- (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2016, the reports of the Board of Directors, Auditors thereon; and
- (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2016, the report of the Auditors thereon.

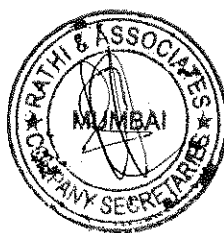
| Sr. No.             | Particulars                                                                         | Resolution 1                                          |                     |
|---------------------|-------------------------------------------------------------------------------------|-------------------------------------------------------|---------------------|
|                     |                                                                                     | No. of Physical Ballots/Remote e-voting confirmations | No. of Shares voted |
| a.                  | Votes cast through physical ballots                                                 | 10                                                    | 1293                |
| b.                  | Remote e-voting confirmations received                                              | 319                                                   | 1628839406          |
|                     | <b>Total</b>                                                                        | <b>329</b>                                            | <b>1628840699</b>   |
| c.                  | Less: Invalid physical ballots/Remote e-voting confirmations                        | 2                                                     | 275                 |
| d.                  | <b>Net Valid physical ballots/Remote e-voting confirmations</b>                     | <b>327</b>                                            | <b>1628840424</b>   |
|                     | (i) Physical ballots/Remote e-voting confirmations with assent for the Resolution   | 322                                                   | 1625645424          |
| <b>% of Assent</b>  |                                                                                     |                                                       | <b>99.804</b>       |
|                     | (ii) Physical ballots/Remote e-voting confirmations with dissent for the Resolution | 5                                                     | 3195000             |
| <b>% of Dissent</b> |                                                                                     |                                                       | <b>0.196</b>        |



**Resolution No.2: Ordinary Resolution**

For re-appointment of Shri D.K. Sarraf (DIN: 00147870) as a Director of the Company, who retired by rotation and being eligible, offered himself for re-appointment.

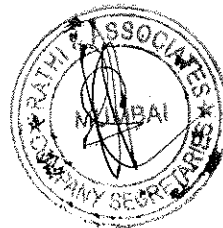
| Sr. No.             | Particulars                                                                         | Resolution 2                                          |                     |
|---------------------|-------------------------------------------------------------------------------------|-------------------------------------------------------|---------------------|
|                     |                                                                                     | No. of Physical Ballots/Remote e-voting confirmations | No. of Shares voted |
| a.                  | Votes cast through physical ballots                                                 | 10                                                    | 1293                |
| b.                  | Remote e-voting confirmations received                                              | 314                                                   | 1628611332          |
|                     | <b>Total</b>                                                                        | <b>324</b>                                            | <b>1628612625</b>   |
| c.                  | Less: Invalid physical ballots/Remote e-voting confirmations                        | 2                                                     | 275                 |
| d.                  | <b>Net Valid physical ballots/Remote e-voting confirmations</b>                     | <b>322</b>                                            | <b>1628612350</b>   |
|                     | (i) Physical ballots/Remote e-voting confirmations with assent for the Resolution   | 279                                                   | 1613122590          |
| <b>% of Assent</b>  |                                                                                     |                                                       | <b>99.049</b>       |
|                     | (ii) Physical ballots/Remote e-voting confirmations with dissent for the Resolution | 43                                                    | 15489760            |
| <b>% of Dissent</b> |                                                                                     |                                                       | <b>0.951</b>        |



**Resolution No. 3: 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 2016-17, in terms of provisions of Section 139(5) read with Section 142 of the Companies Act, 2013.

| Sr. No.             | Particulars                                                                         | Resolution 3                                          |                     |
|---------------------|-------------------------------------------------------------------------------------|-------------------------------------------------------|---------------------|
|                     |                                                                                     | No. of Physical Ballots/Remote e-voting confirmations | No. of Shares voted |
| a.                  | Votes cast through physical ballots                                                 | 10                                                    | 1293                |
| b.                  | Remote e-voting confirmations received                                              | 317                                                   | 1628869209          |
|                     | <b>Total</b>                                                                        | <b>327</b>                                            | <b>1628870502</b>   |
| c.                  | Less: Invalid physical ballots/Remote e-voting confirmations                        | 2                                                     | 275                 |
| d.                  | <b>Net Valid physical ballots/Remote e-voting confirmations</b>                     | <b>325</b>                                            | <b>1628870227</b>   |
|                     | (i) Physical ballots/Remote e-voting confirmations with assent for the Resolution   | 314                                                   | 1625658117          |
| <b>% of Assent</b>  |                                                                                     |                                                       | <b>99.803</b>       |
|                     | (ii) Physical ballots/Remote e-voting confirmations with dissent for the Resolution | 11                                                    | 3212110             |
| <b>% of Dissent</b> |                                                                                     |                                                       | <b>0.197</b>        |



**Resolution No. 4: Ordinary Resolution**

For appointment of Shri A.K. Sahoo (DIN: 07355933) as Director of the Company.

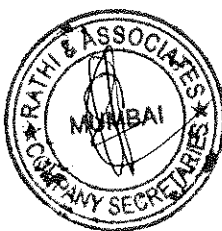
| Sr. No.             | Particulars                                                                         | Resolution 4                                          |                     |
|---------------------|-------------------------------------------------------------------------------------|-------------------------------------------------------|---------------------|
|                     |                                                                                     | No. of Physical Ballots/Remote e-voting confirmations | No. of Shares voted |
| a.                  | Votes cast through physical ballots                                                 | 10                                                    | 1293                |
| b.                  | Remote e-voting confirmations received                                              | 317                                                   | 1628869222          |
|                     | <b>Total</b>                                                                        | <b>327</b>                                            | <b>1628870515</b>   |
| c.                  | Less: Invalid physical ballots/Remote e-voting confirmations                        | 2                                                     | 275                 |
| d.                  | <b>Net Valid physical ballots/Remote e-voting confirmations</b>                     | <b>325</b>                                            | <b>1628870240</b>   |
|                     | (i) Physical ballots/Remote e-voting confirmations with assent for the Resolution   | 275                                                   | 1613536544          |
| <b>% of Assent</b>  |                                                                                     |                                                       | <b>99.059</b>       |
|                     | (ii) Physical ballots/Remote e-voting confirmations with dissent for the Resolution | 50                                                    | 15333696            |
| <b>% of Dissent</b> |                                                                                     |                                                       | <b>0.941</b>        |



**Resolution No. 5: Ordinary Resolution**

For appointment of Shri Diwakar Nath Misra (DIN: 07464700) as Director of the Company.

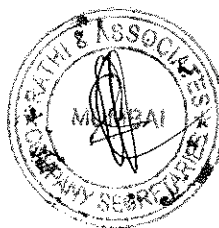
| Sr. No.             | Particulars                                                                         | Resolution 5                                          |                     |
|---------------------|-------------------------------------------------------------------------------------|-------------------------------------------------------|---------------------|
|                     |                                                                                     | No. of Physical Ballots/Remote e-voting confirmations | No. of Shares voted |
| a.                  | Votes cast through physical ballots                                                 | 10                                                    | 1293                |
| b.                  | Remote e-voting confirmations received                                              | 319                                                   | 1628612682          |
|                     | <b>Total</b>                                                                        | <b>329</b>                                            | <b>1628613975</b>   |
| c.                  | Less: Invalid physical ballots/Remote e-voting confirmations                        | 2                                                     | 275                 |
| d.                  | <b>Net Valid physical ballots/Remote e-voting confirmations</b>                     | <b>327</b>                                            | <b>1628613700</b>   |
|                     | (i) Physical ballots/Remote e-voting confirmations with assent for the Resolution   | 279                                                   | 1613117812          |
| <b>% of Assent</b>  |                                                                                     |                                                       | <b>99.048</b>       |
|                     | (ii) Physical ballots/Remote e-voting confirmations with dissent for the Resolution | 48                                                    | 15495888            |
| <b>% of Dissent</b> |                                                                                     |                                                       | <b>0.952</b>        |



**Resolution No. 6: Special Resolution**

For raising funds upto Rs. 3,000 crore through issue of Non-convertible Debentures (NCDs)/ Bonds.

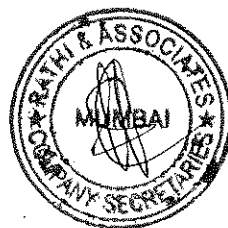
| Sr. No.             | Particulars                                                                         | Resolution 6                                          |                     |
|---------------------|-------------------------------------------------------------------------------------|-------------------------------------------------------|---------------------|
|                     |                                                                                     | No. of Physical Ballots/Remote e-voting confirmations | No. of Shares voted |
| a.                  | Votes cast through physical ballots                                                 | 10                                                    | 1293                |
| b.                  | Remote e-voting confirmations received                                              | 321                                                   | 1628869632          |
|                     | <b>Total</b>                                                                        | <b>331</b>                                            | <b>1628870925</b>   |
| c.                  | Less: Invalid physical ballots/Remote e-voting confirmations                        | 2                                                     | 275                 |
| d.                  | <b>Net Valid physical ballots/Remote e-voting confirmations</b>                     | <b>329</b>                                            | <b>1628870650</b>   |
|                     | (i) Physical ballots/Remote e-voting confirmations with assent for the Resolution   | 312                                                   | 1628816169          |
| <b>% of Assent</b>  |                                                                                     |                                                       | <b>99.997</b>       |
|                     | (ii) Physical ballots/Remote e-voting confirmations with dissent for the Resolution | 17                                                    | 54481               |
| <b>% of Dissent</b> |                                                                                     |                                                       | <b>0.003</b>        |



**Resolution No. 7: Special Resolution**

To enhance public shareholding of the Company to 25% pursuant to SEBI directive.

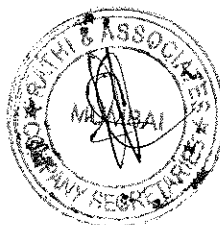
| Sr. No.             | Particulars                                                                         | Resolution 7                                          |                     |
|---------------------|-------------------------------------------------------------------------------------|-------------------------------------------------------|---------------------|
|                     |                                                                                     | No. of Physical Ballots/Remote e-voting confirmations | No. of Shares voted |
| a.                  | Votes cast through physical ballots                                                 | 10                                                    | 1293                |
| b.                  | Remote e-voting confirmations received                                              | 320                                                   | 1628869332          |
|                     | <b>Total</b>                                                                        | <b>330</b>                                            | <b>1628870625</b>   |
| c.                  | Less: Invalid physical ballots/Remote e-voting confirmations                        | 2                                                     | 275                 |
| d.                  | <b>Net Valid physical ballots/Remote e-voting confirmations</b>                     | <b>328</b>                                            | <b>1628870350</b>   |
|                     | (i) Physical ballots/Remote e-voting confirmations with assent for the Resolution   | 316                                                   | 1628866549          |
| <b>% of Assent</b>  |                                                                                     |                                                       | <b>100.000</b>      |
|                     | (ii) Physical ballots/Remote e-voting confirmations with dissent for the Resolution | 12                                                    | 3801                |
| <b>% of Dissent</b> |                                                                                     |                                                       | <b>0.000</b>        |



**Resolution No. 8: Ordinary Resolution**

For ratification of the remuneration of the Cost Auditors for the Financial Year 2015-16

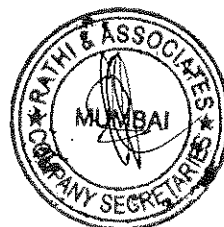
| Sr. No.             | Particulars                                                                         | Resolution 8                                          |                     |
|---------------------|-------------------------------------------------------------------------------------|-------------------------------------------------------|---------------------|
|                     |                                                                                     | No. of Physical Ballots/Remote e-voting confirmations | No. of Shares voted |
| a.                  | Votes cast through physical ballots                                                 | 10                                                    | 1293                |
| b.                  | Remote e-voting confirmations received                                              | 317                                                   | 1628865917          |
|                     | <b>Total</b>                                                                        | <b>327</b>                                            | <b>1628867210</b>   |
| c.                  | Less: Invalid physical ballots/Remote e-voting confirmations                        | 2                                                     | 275                 |
| d.                  | <b>Net Valid physical ballots/Remote e-voting confirmations</b>                     | <b>325</b>                                            | <b>1628866935</b>   |
|                     | (i) Physical ballots/Remote e-voting confirmations with assent for the Resolution   | 316                                                   | 1625670985          |
| <b>% of Assent</b>  |                                                                                     |                                                       | <b>99.804</b>       |
|                     | (ii) Physical ballots/Remote e-voting confirmations with dissent for the Resolution | 9                                                     | 3195950             |
| <b>% of Dissent</b> |                                                                                     |                                                       | <b>0.196</b>        |



**Resolution No. 9: Ordinary Resolution**

For ratification of the remuneration of the Cost Auditors for the Financial Year 2016-17

| Sr. No.             | Particulars                                                                         | Resolution 9                                          |                     |
|---------------------|-------------------------------------------------------------------------------------|-------------------------------------------------------|---------------------|
|                     |                                                                                     | No. of Physical Ballots/Remote e-voting confirmations | No. of Shares voted |
| a.                  | Votes cast through physical ballots                                                 | 10                                                    | 1293                |
| b.                  | Remote e-voting confirmations received                                              | 316                                                   | 1628860069          |
|                     | <b>Total</b>                                                                        | <b>326</b>                                            | <b>1628861362</b>   |
| c.                  | Less: Invalid physical ballots/Remote e-voting confirmations                        | 2                                                     | 275                 |
| d.                  | <b>Net Valid physical ballots/Remote e-voting confirmations</b>                     | <b>324</b>                                            | <b>1628861087</b>   |
|                     | (i) Physical ballots/Remote e-voting confirmations with assent for the Resolution   | 313                                                   | 1625664887          |
| <b>% of Assent</b>  |                                                                                     |                                                       | <b>99.804</b>       |
|                     | (ii) Physical ballots/Remote e-voting confirmations with dissent for the Resolution | 11                                                    | 3196200             |
| <b>% of Dissent</b> |                                                                                     |                                                       | <b>0.196</b>        |



**Resolution No. 10: Ordinary Resolution**

To approve related party transactions with Related Parties

| Sr. No.             | Particulars                                                                         | Resolution 10                                         |                     |
|---------------------|-------------------------------------------------------------------------------------|-------------------------------------------------------|---------------------|
|                     |                                                                                     | No. of Physical Ballots/Remote e-voting confirmations | No. of Shares voted |
| a.                  | Votes cast through physical ballots                                                 | 10                                                    | 1293                |
| b.                  | Remote e-voting confirmations received                                              | 312                                                   | 1628867779          |
|                     | <b>Total</b>                                                                        | <b>322</b>                                            | <b>1628869072</b>   |
| c.                  | Less: Invalid physical ballots/Remote e-voting confirmations                        | 2                                                     | 275                 |
| d.                  | <b>Net Valid physical ballots/Remote e-voting confirmations</b>                     | <b>320</b>                                            | <b>1628868797</b>   |
|                     | (i) Physical ballots/Remote e-voting confirmations with assent for the Resolution   | 297                                                   | 1625652028          |
| <b>% of Assent</b>  |                                                                                     |                                                       | <b>99.803</b>       |
|                     | (ii) Physical ballots/Remote e-voting confirmations with dissent for the Resolution | 23                                                    | 3216769             |
| <b>% of Dissent</b> |                                                                                     |                                                       | <b>0.197</b>        |

