



**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)  
आई.एस.ओ. 9001, 14001 एवं 50001 प्रमाणित कंपनी, AN ISO 9001, 14001 AND 50001 CERTIFIED COMPANY.  
सीआईएन /CIN : L23209KA1988GOI008959 / वेबसाइट Website :www.mrpl.co.in

22/08/2025

|   |  |
|---|--|
| <b>The Assistant General Manager,<br/>Listing Compliance, BSE Limited<br/>Scrip Code: 500109,<br/>ISIN: INE103A01014<br/>Scrip Code (Debenture): 959162, 959250,<br/>960362, 973692</b> | <b>The Compliance &amp; Listing Department<br/>National Stock Exchange of India Limited<br/>Symbol: MRPL, Series: EQ,<br/>ISIN: INE103A01014<br/>Debt Security: INE103A08019, INE103A08035,<br/>INE103A08043, INE103A08050</b> |
|---|--|

Dear Sir/Madam,

**Subject: Voting Results of the 37<sup>th</sup> Annual General Meeting ('AGM') and Scrutinizer's Report**

In continuation to our intimation dated July 28, 2025, the 37<sup>th</sup> AGM of the Company was held on Friday, August 22, 2025, and the businesses mentioned in the Notice dated July 25, 2025, were transacted and passed with requisite majority.

In this regard, please find the following enclosures:

1. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure - I.**
2. Report of the Scrutinizer dated August 22, 2025, pursuant to Section 108 of the Companies Act, 2013, and Rule 20(4) (xii) of the Companies (Management and Administration), Rules 2014 as **Annexure - II.**

We request you to take the above on record.

Thank You,

Yours faithfully,

For Mangalore Refinery and Petrochemicals Limited

 Premachandra Rao G  
Company Secretary

Encl: A/a

| Mangalore Refinery And Petrochemicals Limited                             |                |                    |  |   |                          |                       |                                      |                                    |
|---|----------------|--------------------|--|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required :Ordinary   |                |                    | 1 - To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended on 31st March, 2025, together with the Reports of Board of Directors, the Auditor's Report thereon and comments of the Comptroller and Auditor General of India. |   |                          |                       |                                      |                                    |
| 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 |
|   |                | [1]                | [2]  | [3]={[2]/[1]}*100                       | [4]                      | [5]                   | [6]={[4]/[2]}*100                    | [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       | 45683616           | 39006349   | 85.3837                                 | 39006349                 | 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          |                    | 39006349   | 85.3837                                 | 39006349                 | 0                     | 100.0000                             | 0.0000                             |
| Public Non Institutions   | E-Voting       | 154407546          | 236387   | 0.1531                                  | 227879                   | 8508                  | 96.4008                              | 3.5992                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Total          |                    | 236387   | 0.1531                                  | 227879                   | 8508                  | 96.4008                              | 3.5992                             |
| Total   |                | 1752598777         | 1591750351   | 90.8223                                 | 1591741843               | 8508                  | 99.9995                              | 0.0005                             |



## Mangalore Refinery And Petrochemicals Limited

| Resolution Required :Ordinary   |                |                    | 2 - To appoint a Director in place of Shri Dheeraj Kumar Ojha (DIN: 09639759), who retires by rotation and being eligible, offers himself for re-appointment. |   |                          |                       |                                      |                                    |
|---|----------------|--------------------|---|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| 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 |
|   |                | [1]                | [2]   | [3]=[2]/[1]*100                         | [4]                      | [5]                   | [6]=[4]/[2]*100                      | [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       | 45683616           | 39006349  | 85.3837                                 | 19063619                 | 19942730              | 48.8731                              | 51.1269                            |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Total          |                    | 39006349  | 85.3837                                 | 19063619                 | 19942730              | 48.8731                              | 51.1269                            |
| Public Non Institutions   | E-Voting       | 154407546          | 235987  | 0.1528                                  | 222452                   | 13535                 | 94.2645                              | 5.7355                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Total          |                    | 235987  | 0.1528                                  | 222452                   | 13535                 | 94.2645                              | 5.7355                             |
| Total   |                | 1752598777         | 1591749951  | 90.8223                                 | 1571793686               | 19956265              | 98.7463                              | 1.2537                             |





## Mangalore Refinery And Petrochemicals Limited

| Resolution Required :Ordinary   |                |                    | 3 - To authorize the Board of Directors for fixing the remuneration of the Statutory Auditors for the Financial Year 2025-26. |   |                          |                       |                                      |                                    |
|---|----------------|--------------------|---|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| 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 |
|   |                | [1]                | [2]   | $[3]=\{[2]/[1]\} \times 100$            | [4]                      | [5]                   | $[6]=\{[4]/[2]\} \times 100$         | $[7]=\{[5]/[2]\} \times 100$       |
| 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       | 45683616           | 39006349  | 85.3837                                 | 39006349                 | 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          |                    | 39006349  | 85.3837                                 | 39006349                 | 0                     | 100.0000                             | 0.0000                             |
| Public Non Institutions   | E-Voting       | 154407546          | 235987  | 0.1528                                  | 227381                   | 8606                  | 96.3532                              | 3.6468                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Total          |                    | 235987  | 0.1528                                  | 227381                   | 8606                  | 96.3532                              | 3.6468                             |
| Total   |                | 1752598777         | 1591749951  | 90.8223                                 | 1591741345               | 8606                  | 99.9995                              | 0.0005                             |



## Mangalore Refinery And Petrochemicals Limited

| Resolution Required :Ordinary   |                |                    | 4 - Ratification of Remuneration payable to Cost Auditors for the Financial Year 2025-26. |   |                          |                       |                                      |                                    |
|---|----------------|--------------------|---|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| 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 |
|   |                | [1]                | [2]   | [3]={[2]/[1]}*100                       | [4]                      | [5]                   | [6]={[4]/[2]}*100                    | [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       | 45683616           | 39006349  | 85.3837                                 | 39006349                 | 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          |                    | 39006349  | 85.3837                                 | 39006349                 | 0                     | 100.0000                             | 0.0000                             |
| Public Non Institutions   | E-Voting       | 154407546          | 235737  | 0.1527                                  | 226574                   | 9163                  | 96.1130                              | 3.8870                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Total          |                    | 235737  | 0.1527                                  | 226574                   | 9163                  | 96.1130                              | 3.8870                             |
| Total   |                | 1752598777         | 1591749701  | 90.8223                                 | 1591740538               | 9163                  | 99.9994                              | 0.0006                             |



## Mangalore Refinery And Petrochemicals Limited

Resolution Required :Ordinary

5 - Appointment of Secretarial Auditors.

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 |
|-----------------------------|----------------|--------------------|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
|                             |                | [1]                | [2]                 | [3]={[2]/[1]}*100                       | [4]                      | [5]                   | [6]={[4]/[2]}*100                    | [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                             |
|                             | <b>Total</b>   |                    | <b>1552507615</b>   | <b>100.0000</b>                         | <b>1552507615</b>        | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions         | E-Voting       | 45683616           | 39006349            | 85.3837                                 | 31042125                 | 7964224               | 79.5822                              | 20.4178                            |
|                             | Poll           |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | Postal Ballot  |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | <b>Total</b>   |                    | <b>39006349</b>     | <b>85.3837</b>                          | <b>31042125</b>          | <b>7964224</b>        | <b>79.5822</b>                       | <b>20.4178</b>                     |
| Public Non Institutions     | E-Voting       | 154407546          | 235986              | 0.1528                                  | 225684                   | 10302                 | 95.6345                              | 4.3655                             |
|                             | Poll           |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | Postal Ballot  |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | <b>Total</b>   |                    | <b>235986</b>       | <b>0.1528</b>                           | <b>225684</b>            | <b>10302</b>          | <b>95.6345</b>                       | <b>4.3655</b>                      |
| <b>Total</b>                |                | <b>1752598777</b>  | <b>1591749950</b>   | <b>90.8223</b>                          | <b>1583775424</b>        | <b>7974526</b>        | <b>99.4990</b>                       | <b>0.5010</b>                      |





## Mangalore Refinery And Petrochemicals Limited

| Resolution Required :Ordinary   |                |                    | 6 - Approval of Material Related Party Transaction(s) with Shell MRPL Aviation Fuels and Services Limited for the Financial Year 2026-27. |   |                          |                       |                                      |                                    |
|---|----------------|--------------------|---|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | Yes   |   |                          |                       |                                      |                                    |
| 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 |
|   |                | [1]                | [2]   | [3]={[2]/[1]}*100                       | [4]                      | [5]                   | [6]={[4]/[2]}*100                    | [7]={[5]/[2]}*100                  |
| Promoter and Promoter Group   | E-Voting       | 1552507615         | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Total          |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
| Public Institutions   | E-Voting       | 45683616           | 39006349  | 85.3837                                 | 39006349                 | 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          |                    | 39006349  | 85.3837                                 | 39006349                 | 0                     | 100.0000                             | 0.0000                             |
| Public Non Institutions   | E-Voting       | 154407546          | 235903  | 0.1528                                  | 226769                   | 9134                  | 96.1281                              | 3.8719                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Total          |                    | 235903  | 0.1528                                  | 226769                   | 9134                  | 96.1281                              | 3.8719                             |
| Total   |                | 1752598777         | 39242252  | 2.2391                                  | 39233118                 | 9134                  | 99.9767                              | 0.0233                             |



## Mangalore Refinery And Petrochemicals Limited

| Resolution Required :Ordinary   |                |                    | 7 - Appointment of Shri Devendra Kumar (DIN: 11000531) as Director of the Company. |   |                          |                       |                                      |                                    |
|---|----------------|--------------------|--|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| 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 |
|   |                | [1]                | [2]  | [3]={[2]/[1]}*100                       | [4]                      | [5]                   | [6]={[4]/[2]}*100                    | [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                             |
|   | <b>Total</b>   |                    | <b>1552507615</b>  | <b>100.0000</b>                         | <b>1552507615</b>        | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 45683616           | 39006349   | 85.3837                                 | 21918792                 | 17087557              | 56.1929                              | 43.8071                            |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>39006349</b>  | <b>85.3837</b>                          | <b>21918792</b>          | <b>17087557</b>       | <b>56.1929</b>                       | <b>43.8071</b>                     |
| Public Non Institutions   | E-Voting       | 154407546          | 235586   | 0.1526                                  | 225021                   | 10565                 | 95.5154                              | 4.4846                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>235586</b>  | <b>0.1526</b>                           | <b>225021</b>            | <b>10565</b>          | <b>95.5154</b>                       | <b>4.4846</b>                      |
| <b>Total</b>  |                | <b>1752598777</b>  | <b>1591749550</b>  | <b>90.8222</b>                          | <b>1574651428</b>        | <b>17098122</b>       | <b>98.9258</b>                       | <b>1.0742</b>                      |





## Mangalore Refinery And Petrochemicals Limited

Resolution Required :Special

8 - Re-appointment of Shri Rajkumar Sharma (DIN: 01681944) as an Independent Director of the Company.

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 |
|-----------------------------|----------------|--------------------|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
|                             |                | [1]                | [2]                 | [3]=[2]/[1]*100                         | [4]                      | [5]                   | [6]=[4]/[2]*100                      | [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       | 45683616           | 39006349            | 85.3837                                 | 29088903                 | 9917446               | 74.5748                              | 25.4252                            |
|                             | Poll           |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | Postal Ballot  |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | Total          |                    | 39006349            | 85.3837                                 | 29088903                 | 9917446               | 74.5748                              | 25.4252                            |
| Public Non Institutions     | E-Voting       | 154407546          | 232526              | 0.1506                                  | 216203                   | 16323                 | 92.9801                              | 7.0199                             |
|                             | Poll           |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | Postal Ballot  |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | Total          |                    | 232526              | 0.1506                                  | 216203                   | 16323                 | 92.9801                              | 7.0199                             |
| Total                       |                | 1752598777         | 1591746490          | 90.8221                                 | 1581812721               | 9933769               | 99.3759                              | 0.6241                             |



## Mangalore Refinery And Petrochemicals Limited

| Resolution Required :Special  |                |                    | 9 - Re-appointment of Shri Manohar Singh Verma (DIN: 09393215) as an Independent Director of the Company. |   |                          |                       |                                      |                                    |
|---|----------------|--------------------|---|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| 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 |
|   |                | [1]                | [2]   | [3]={[2]/[1]}*100                       | [4]                      | [5]                   | [6]={[4]/[2]}*100                    | [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       | 45683616           | 39006349  | 85.3837                                 | 37712526                 | 1293823               | 96.6830                              | 3.3170                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Total          |                    | 39006349  | 85.3837                                 | 37712526                 | 1293823               | 96.6830                              | 3.3170                             |
| Public Non Institutions   | E-Voting       | 154407546          | 232597  | 0.1506                                  | 217037                   | 15560                 | 93.3103                              | 6.6897                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Total          |                    | 232597  | 0.1506                                  | 217037                   | 15560                 | 93.3103                              | 6.6897                             |
| Total   |                | 1752598777         | 1591746561  | 90.8221                                 | 1590437178               | 1309383               | 99.9177                              | 0.0823                             |



## Mangalore Refinery And Petrochemicals Limited

| Resolution Required :Special  |                |                    | 10 - Re-appointment of Shri Pankaj Gupta (DIN: 09393633) as an Independent Director of the Company. |   |                          |                       |                                      |                                    |
|---|----------------|--------------------|---|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| 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 |
|   |                | [1]                | [2]   | $[3]=\{[2]/[1]\} \times 100$            | [4]                      | [5]                   | $[6]=\{[4]/[2]\} \times 100$         | $[7]=\{[5]/[2]\} \times 100$       |
| 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       | 45683616           | 39006349  | 85.3837                                 | 30485219                 | 8521130               | 78.1545                              | 21.8455                            |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Total          |                    | 39006349  | 85.3837                                 | 30485219                 | 8521130               | 78.1545                              | 21.8455                            |
| Public Non Institutions   | E-Voting       | 154407546          | 235547  | 0.1525                                  | 218915                   | 16632                 | 92.9390                              | 7.0610                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Total          |                    | 235547  | 0.1525                                  | 218915                   | 16632                 | 92.9390                              | 7.0610                             |
| Total   |                | 1752598777         | 1591749511  | 90.8222                                 | 1583211749               | 8537762               | 99.4636                              | 0.5364                             |





## Mangalore Refinery And Petrochemicals Limited

| Resolution Required :Special  |                |                    | 11 - Re-appointment of Smt. Cheruvally Nivedida Subramanian (DIN: 08646502) as an Independent Director of the Company. |   |                          |                       |                                      |                                    |
|---|----------------|--------------------|--|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| 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 |
|   |                | [1]                | [2]  | [3]={[2]/[1]}*100                       | [4]                      | [5]                   | [6]={[4]/[2]}*100                    | [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       | 45683616           | 39006349   | 85.3837                                 | 30927281                 | 8079068               | 79.2878                              | 20.7122                            |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Total          |                    | 39006349   | 85.3837                                 | 30927281                 | 8079068               | 79.2878                              | 20.7122                            |
| Public Non Institutions   | E-Voting       | 154407546          | 235596   | 0.1526                                  | 220609                   | 14987                 | 93.6387                              | 6.3613                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Total          |                    | 235596   | 0.1526                                  | 220609                   | 14987                 | 93.6387                              | 6.3613                             |
| Total   |                | 1752598777         | 1591749560   | 90.8222                                 | 1583655505               | 8094055               | 99.4915                              | 0.5085                             |



## Mangalore Refinery And Petrochemicals Limited

| Resolution Required :Special  |                |                    | 12 - Amendment of Memorandum of Association (MoA) of the Company. |   |                          |                       |                                      |                                    |
|---|----------------|--------------------|---|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| 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 |
|   |                | [1]                | [2]   | [3]={[2]/[1]}*100                       | [4]                      | [5]                   | [6]={[4]/[2]}*100                    | [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       | 45683616           | 39006349  | 85.3837                                 | 39006349                 | 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          |                    | 39006349  | 85.3837                                 | 39006349                 | 0                     | 100.0000                             | 0.0000                             |
| Public Non Institutions   | E-Voting       | 154407546          | 235697  | 0.1526                                  | 224446                   | 11251                 | 95.2265                              | 4.7735                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Total          |                    | 235697  | 0.1526                                  | 224446                   | 11251                 | 95.2265                              | 4.7735                             |
| Total   |                | 1752598777         | 1591749661  | 90.8223                                 | 1591738410               | 11251                 | 99.9993                              | 0.0007                             |



**CS Ullas Kumar Melinamogaru**

B.Com., F.C.M.A., F.C.S.  
Practising Company Secretary

Cell : 9449811210  
Tel : 0824 - 2448079(O)  
Email : ullas3@rediffmail.com  
ullas53@gmail.com

---

***Ullas Kumar Melinamogaru & Associates***

Practising Company Secretaries  
No.3, V Floor, Ashirvad Building, Ganapathy High School Road, Mangaluru – 575001

---

To,  
Shri Arun Kumar Singh  
Chairman  
Mangalore Refinery and Petrochemicals Limited  
(CIN: L23209KA1988GOI008959)  
Mudapadav, Post Kuthethoor, Via Katipalla,  
Mangaluru - 575030

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 at the Thirty Seventh (37<sup>th</sup>) Annual General Meeting (AGM) of Mangalore Refinery and Petrochemicals Limited held on Friday, August 22, 2025 at 03:20 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

1. I, CS Ullas Kumar Melinamogaru of M/s Ullas Kumar Melinamogaru & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Mangalore Refinery and Petrochemicals Limited ('Company') pursuant to Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the Thirty Seventh (37<sup>th</sup>) Annual General Meeting (AGM) of Mangalore Refinery and Petrochemicals Limited held on Friday, August 22, 2025 at 03:20 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). Further, I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.
2. In compliance with the Circular No.14/2020 dated April 08, 2020 and Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and circular 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (MCA Circulars) read with Circular dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 issued by the Securities Exchange Board of India (SEBI), the notice dated July 25, 2025, convening the AGM, as confirmed by the Company in respect of the below mentioned resolutions passed at the AGM of the Company along with the 37<sup>th</sup> Annual Report 2024-25 of the Company was sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and through a letter providing web link including exact path, where complete details of Annual Report



***CS Ullas Kumar Melinamogaru***

B.Com., F.C.M.A., F.C.S.

Practising Company Secretary

Cell : 9449811210

Tel : 0824 - 2448079(O)

Email : ullas3@rediffmail.com  
ullas53@gmail.com

---

***Ullas Kumar Melinamogaru & Associates***

Practising Company Secretaries

No.3, V Floor, Ashirvad Building, Ganapathy High School Road, Mangaluru – 575001

---

was available to those shareholders who have not registered their email address, enabling them to access the Company's Annual Report digitally.

3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company had provided facility of remote e-Voting and e-Voting at the AGM to the Members to cast their votes electronically on all the resolutions proposed for transactions in the in the Notice of the 37<sup>th</sup> AGM of the Company.
4. The Company has appointed National Securities Depository Limited ('NSDL') as Service Provider, who had provided the facilities for conducting the Remote e-Voting / e-Voting at the AGM, for participation by the Members in the AGM through VC / OAVM and e-Voting during the said AGM.
5. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and during the AGM on the resolutions contained in the notice of the AGM. My responsibility as Scrutinizer is to ensure that the voting proves is conducted in a fair and transparent manner and submit a Scrutinizer's Report of the votes cast in favour or against the resolutions based on the reports generated from the electronic voting systems provided by the NSDL.

Based on the reports generated from the NSDL e-voting system, I submit my report on e-voting as under:

- a. The remote e-voting period commenced on Tuesday, August 19, 2025 at 09:00 A.M. (IST) and ended on Thursday, August 21, 2025 at 05:00 P.M. (IST).
- b. The Company has also provided e-voting facility to the Members, who has participated in the AGM through VC / OAVM and who had not casted their votes on Remote e-Voting.
- c. The Members, whose names appeared in the Register of Members/list of Beneficial Owners as on the cut-off date of 16/08/2025, were entitled to vote on the Resolutions as set-out in Item No.1 to 12 of the Notice convening the 37<sup>th</sup> AGM of the Company.
- d. On completion of e-voting during the AGM, I unblocked the results of the Remote e-Voting and by the Members at the AGM, on the NSDL e-voting system / platform and after downloading the results, counted the votes.

**CS Ullas Kumar Melinamogaru**

B.Com., F.C.M.A., F.C.S.

Practising Company Secretary

Cell : 9449811210

Tel : 0824 - 2448079(O)

Email : ullas3@rediffmail.com

ullas53@gmail.com

**Ullas Kumar Melinamogaru & Associates**

Practising Company Secretaries

No.3, V Floor, Ashirvad Building, Ganapathy High School Road, Mangaluru – 575001

- e. I now submit my combined report as under on the results of the remote e-Voting and e-Voting at the AGM in respect of the each of the resolution as set out in the Notice dated July 25, 2025 convening the 37<sup>th</sup> AGM of the Company.

**ORDINARY BUSINESS**

**Resolution No.1: Ordinary Resolution:** To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended on 31st March, 2025, together with the Reports of Board of Directors, the Auditor's Report thereon and comments of the Comptroller and Auditor General of India.

|                 | In favour of the Resolution |                   |                 | Against the Resolution    |                   |                 |
|-----------------|-----------------------------|-------------------|-----------------|---------------------------|-------------------|-----------------|
|                 | No. of Responses Received   | No. of votes cast | % of votes cast | No. of Responses Received | No. of votes cast | % of votes cast |
| Remote e-Voting | 886                         | 1591735614        | 99.9991         | 38                        | 8508              | 0.0005          |
| e-Voting at AGM | 31                          | 6229              | 0.0004          | 0                         | 0                 | 0.0000          |
| Combined        | 917                         | 1591741843        | 99.9995         | 38                        | 8508              | 0.0005          |

Since the combined number of votes cast in favour of the resolution is more than the number of votes cast against the resolution, the said Ordinary Resolution may be declared passed.

**Resolution No.2: Ordinary Resolution:** To appoint a Director in place of Shri Dheeraj Kumar Ojha (DIN: 09639759), who retires by rotation and being eligible, offers himself for re-appointment.

|                 | In favour of the Resolution |                   |                 | Against the Resolution    |                   |                 |
|-----------------|-----------------------------|-------------------|-----------------|---------------------------|-------------------|-----------------|
|                 | No. of Responses Received   | No. of votes cast | % of votes cast | No. of Responses Received | No. of votes cast | % of votes cast |
| Remote e-Voting | 787                         | 1571787517        | 98.7459         | 135                       | 19956205          | 1.2537          |
| e-Voting at AGM | 30                          | 6169              | 0.0004          | 1                         | 60                | 0.0000          |
| Combined        | 817                         | 1571793686        | 98.7463         | 136                       | 19956265          | 1.2537          |

Since the combined number of votes cast in favour of the resolution is more than the number of votes cast against the resolution, the said Ordinary Resolution may be declared passed.

**CS Ullas Kumar Melinamogaru**

B.Com., F.C.M.A., F.C.S.

Practising Company Secretary

Cell : 9449811210

Tel : 0824 - 2448079(O)

Email : ullas3@rediffmail.com  
ullas53@gmail.com**Ullas Kumar Melinamogaru & Associates**

Practising Company Secretaries

No.3, V Floor, Ashirvad Building, Ganapathy High School Road, Mangaluru – 575001

**Resolution No.3: Ordinary Resolution:** To authorize the Board of Directors for fixing the remuneration of the Statutory Auditors for the Financial Year 2025-26.

|                 | In favour of the Resolution |                   |                 | Against the Resolution    |                   |                 |
|-----------------|-----------------------------|-------------------|-----------------|---------------------------|-------------------|-----------------|
|                 | No. of Responses Received   | No. of votes cast | % of votes cast | No. of Responses Received | No. of votes cast | % of votes cast |
| Remote e-Voting | 878                         | 1591735216        | 99.9991         | 44                        | 8506              | 0.0005          |
| e-Voting at AGM | 30                          | 6129              | 0.0004          | 1                         | 100               | 0.0000          |
| Combined        | 908                         | 1591741345        | 99.9995         | 45                        | 8606              | 0.0005          |

Since the combined number of votes cast in favour of the resolution is more than the number of votes cast against the resolution, the said Ordinary Resolution may be declared passed.

**SPECIAL BUSINESS****Resolution No.4: Ordinary Resolution:** Ratification of Remuneration payable to Cost Auditors for the Financial Year 2025-26.

|                 | In favour of the Resolution |                   |                 | Against the Resolution    |                   |                 |
|-----------------|-----------------------------|-------------------|-----------------|---------------------------|-------------------|-----------------|
|                 | No. of Responses Received   | No. of votes cast | % of votes cast | No. of Responses Received | No. of votes cast | % of votes cast |
| Remote e-Voting | 874                         | 1591734569        | 99.9990         | 47                        | 9103              | 0.0006          |
| e-Voting at AGM | 29                          | 5969              | 0.0004          | 1                         | 60                | 0.0000          |
| Combined        | 903                         | 1591740538        | 99.9994         | 48                        | 9163              | 0.0006          |

Since the combined number of votes cast in favour of the resolution is more than the number of votes cast against the resolution, the said Ordinary Resolution may be declared passed.



**CS Ullas Kumar Melinamogaru**

B.Com., F.C.M.A., F.C.S.

Practising Company Secretary

Cell : 9449811210

Tel : 0824 - 2448079(O)

Email : ullas3@rediffmail.com  
ullas53@gmail.com**Ullas Kumar Melinamogaru & Associates**

Practising Company Secretaries

No.3, V Floor, Ashirvad Building, Ganapathy High School Road, Mangaluru – 575001

**Resolution No.5: Ordinary Resolution: Appointment of Secretarial Auditors.**

|                 | In favour of the Resolution |                   |                 | Against the Resolution    |                   |                 |
|-----------------|-----------------------------|-------------------|-----------------|---------------------------|-------------------|-----------------|
|                 | No. of Responses Received   | No. of votes cast | % of votes cast | No. of Responses Received | No. of votes cast | % of votes cast |
| Remote e-Voting | 834                         | 1583769195        | 99.4986         | 89                        | 7974526           | 0.5010          |
| e-Voting at AGM | 31                          | 6229              | 0.0004          | 0                         | 0                 | 0.0000          |
| Combined        | 865                         | 1583775424        | 99.4990         | 89                        | 7974526           | 0.5010          |

Since the combined number of votes cast in favour of the resolution is more than the number of votes cast against the resolution, the said Ordinary Resolution may be declared passed.

**Resolution No.6: Ordinary Resolution: Approval of Material Related Party Transaction(s) with Shell MRPL Aviation Fuels and Services Limited for the Financial Year 2026-27.**

|                 | In favour of the Resolution |                   |                 | Against the Resolution    |                   |                 |
|-----------------|-----------------------------|-------------------|-----------------|---------------------------|-------------------|-----------------|
|                 | No. of Responses Received   | No. of votes cast | % of votes cast | No. of Responses Received | No. of votes cast | % of votes cast |
| Remote e-Voting | 876                         | 39226889          | 99.9609         | 41                        | 9134              | 0.0233          |
| e-Voting at AGM | 31                          | 6229              | 0.0159          | 0                         | 0                 | 0.0000          |
| Combined        | 907                         | 39233118          | 99.9767         | 41                        | 9134              | 0.0233          |

Since the combined number of votes cast in favour of the resolution is more than the number of votes cast against the resolution, the said Ordinary Resolution may be declared passed.

Note: In Terms of Section 188 of the Companies Act, 2023, Oil and Natural Gas Corporation and Hindustan Petroleum Corporation Limited, Promoter Companies, have abstained from voting for the above resolution.

**CS Ullas Kumar Melinamogaru**

B.Com., F.C.M.A., F.C.S.

Practising Company Secretary

Cell : 9449811210

Tel : 0824 - 2448079(O)

Email : ullas3@rediffmail.com  
ullas53@gmail.com**Ullas Kumar Melinamogaru & Associates**

Practising Company Secretaries

No.3, V Floor, Ashirvad Building, Ganapathy High School Road, Mangaluru – 575001

**Resolution No.7: Ordinary Resolution:** Appointment of Shri Devendra Kumar (DIN: 11000531) as Director of the Company.

|                 | In favour of the Resolution |                   |                 | Against the Resolution    |                   |                 |
|-----------------|-----------------------------|-------------------|-----------------|---------------------------|-------------------|-----------------|
|                 | No. of Responses Received   | No. of votes cast | % of votes cast | No. of Responses Received | No. of votes cast | % of votes cast |
| Remote e-Voting | 805                         | 1574645199        | 98.9254         | 114                       | 17098122          | 1.0742          |
| e-Voting at AGM | 31                          | 6229              | 0.0004          | 0                         | 0                 | 0.0000          |
| Combined        | 836                         | 1574651428        | 98.9258         | 114                       | 17098122          | 1.0742          |

Since the combined number of votes cast in favour of the resolution is more than the number of votes cast against the resolution, the said Ordinary Resolution may be declared passed.

**Resolution No.8: Special Resolution:** Re-appointment of Shri Rajkumar Sharma (DIN: 01681944) as an Independent Director of the Company.

|                 | In favour of the Resolution |                   |                 | Against the Resolution    |                   |                 |
|-----------------|-----------------------------|-------------------|-----------------|---------------------------|-------------------|-----------------|
|                 | No. of Responses Received   | No. of votes cast | % of votes cast | No. of Responses Received | No. of votes cast | % of votes cast |
| Remote e-Voting | 780                         | 1581806922        | 99.3756         | 138                       | 9933339           | 0.6241          |
| e-Voting at AGM | 30                          | 5799              | 0.0004          | 1                         | 430               | 0.0000          |
| Combined        | 810                         | 1581812721        | 99.3759         | 139                       | 9933769           | 0.6241          |

Since the combined number of votes cast in favour of the resolution is not less than three times the number of the votes cast against the resolution by members, the said Special Resolution may be declared passed.

**CS Ullas Kumar Melinamogaru**

B.Com., F.C.M.A., F.C.S.  
Practising Company Secretary

Cell : 9449811210  
Tel : 0824 - 2448079(O)  
Email : ullas3@rediffmail.com  
ullas53@gmail.com

**Ullas Kumar Melinamogaru & Associates**

Practising Company Secretaries  
No.3, V Floor, Ashirvad Building, Ganapathy High School Road, Mangaluru – 575001

**Resolution No.9: Special Resolution:** Re-appointment of Shri Manohar Singh Verma (DIN: 09393215) as an Independent Director of the Company.

|                 | In favour of the Resolution |                   |                 | Against the Resolution    |                   |                 |
|-----------------|-----------------------------|-------------------|-----------------|---------------------------|-------------------|-----------------|
|                 | No. of Responses Received   | No. of votes cast | % of votes cast | No. of Responses Received | No. of votes cast | % of votes cast |
| Remote e-Voting | 824                         | 1590431379        | 99.9174         | 96                        | 1308953           | 0.0822          |
| e-Voting at AGM | 30                          | 5799              | 0.0004          | 1                         | 430               | 0.0000          |
| Combined        | 854                         | 1590437178        | 99.9177         | 97                        | 1309383           | 0.0823          |

Since the combined number of votes cast in favour of the resolution is not less than three times the number of the votes cast against the resolution by members, the said Special Resolution may be declared passed.

**Resolution No.10: Special Resolution:** Re-appointment of Shri Pankaj Gupta (DIN: 09393633) as an Independent Director of the Company.

|                 | In favour of the Resolution |                   |                 | Against the Resolution    |                   |                 |
|-----------------|-----------------------------|-------------------|-----------------|---------------------------|-------------------|-----------------|
|                 | No. of Responses Received   | No. of votes cast | % of votes cast | No. of Responses Received | No. of votes cast | % of votes cast |
| Remote e-Voting | 785                         | 1583205950        | 99.4633         | 136                       | 8537332           | 0.5363          |
| e-Voting at AGM | 30                          | 5799              | 0.0004          | 1                         | 430               | 0.0000          |
| Combined        | 815                         | 1583211749        | 99.4636         | 137                       | 8537762           | 0.5364          |

Since the combined number of votes cast in favour of the resolution is not less than three times the number of the votes cast against the resolution by members, the said Special Resolution may be declared passed.



**CS Ullas Kumar Melinamogaru**

B.Com., F.C.M.A., F.C.S.

Practising Company Secretary

Cell : 9449811210

Tel : 0824 - 2448079(O)

Email : ullas3@rediffmail.com  
ullas53@gmail.com**Ullas Kumar Melinamogaru & Associates**

Practising Company Secretaries

No.3, V Floor, Ashirvad Building, Ganapathy High School Road, Mangaluru – 575001

**Resolution No.11: Special Resolution:** Re-appointment of Smt. Cheruvally Nivedida Subramanian (DIN: 08646502) as an Independent Director of the Company.

|                 | In favour of the Resolution |                   |                 | Against the Resolution    |                   |                 |
|-----------------|-----------------------------|-------------------|-----------------|---------------------------|-------------------|-----------------|
|                 | No. of Responses Received   | No. of votes cast | % of votes cast | No. of Responses Received | No. of votes cast | % of votes cast |
| Remote e-Voting | 799                         | 1583649276        | 99.4911         | 122                       | 8094055           | 0.5085          |
| e-Voting at AGM | 31                          | 6229              | 0.0004          | 0                         | 0                 | 0.0000          |
| Combined        | 830                         | 1583655505        | 99.4915         | 122                       | 8094055           | 0.5085          |

Since the combined number of votes cast in favour of the resolution is not less than three times the number of the votes cast against the resolution by members, the said Special Resolution may be declared passed.

**Resolution No.12: Special Resolution:** Amendment of Memorandum of Association (MOA) of the Company.

|                 | In favour of the Resolution |                   |                 | Against the Resolution    |                   |                 |
|-----------------|-----------------------------|-------------------|-----------------|---------------------------|-------------------|-----------------|
|                 | No. of Responses Received   | No. of votes cast | % of votes cast | No. of Responses Received | No. of votes cast | % of votes cast |
| Remote e-Voting | 875                         | 1591732181        | 99.9989         | 44                        | 11251             | 0.0007          |
| e-Voting at AGM | 31                          | 6229              | 0.0004          | 0                         | 0                 | 0.0000          |
| Combined        | 906                         | 1591738410        | 99.9993         | 44                        | 11251             | 0.0007          |

Since the combined number of votes cast in favour of the resolution is not less than three times the number of the votes cast against the resolution by members, the said Special Resolution may be declared passed.

***CS Ullas Kumar Melinamogaru***

B.Com., F.C.M.A., F.C.S.

Practising Company Secretary

Cell : 9449811210

Tel : 0824 - 2448079(O)

Email : ullas3@rediffmail.com  
ullas53@gmail.com

---

***Ullas Kumar Melinamogaru & Associates***

Practising Company Secretaries

No.3, V Floor, Ashirvad Building, Ganapathy High School Road, Mangaluru – 575001

---

*Note: Percentage of votes cast are rounded-off to four decimals.*

Thank you.

Yours faithfully,

***For Ullas Kumar Melinamogaru & Associates***

*Practising Company Secretaries*

Firm Registration No.S2008KR101400

***Peer Review Certificate No.: 3314/2023***

ULLAS KUMAR     Digitally signed by ULLAS  
MELINAMOGAR     KUMAR MELINAMOGARU  
U                     Date: 2025.08.22 19:26:11  
                         +05'30'

***CS Ullas Kumar Melinamogaru***

***Proprietor***

***FCS 6202, CP No. 6640***

***UDIN: F006202G001064292***

Date : 22<sup>nd</sup> August 2025

Place : Mangaluru