

**BEFORE THE MINISTRY OF CORPORATE AFFAIRS,  
GOVERNMENT OF INDIA, SHASTRI BHAWAN, NEW DELHI**

Company Application dated July 1, 2021

In the matter of the Companies Act, 2013

AND

In the matter of Sections 230 to 232 of the Companies Act 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

AND

In the matter of Scheme of Amalgamation between ONGC Mangalore Petrochemicals Limited and Mangalore Refinery and Petrochemicals Limited and their respective Shareholders and Creditors.

**Mangalore Refinery and Petrochemicals Limited,**  
CIN L23209KA1988GO008959, PAN AAACM5132A,

a company incorporated under the provisions of the Companies Act, 1956, having its Registered Office at Mudapadav, Kutheloor P.O., Via Katipalla, Mangalore, Karnataka 575030.

...Applicant Company  
(Transferee Company)

**NOTICE OF THE MEETING OF EQUITY SHAREHOLDERS**

Notice is hereby given that by an order dated September 27, 2021 ("MCA Order"), the Ministry of Corporate Affairs, Government of India ("MCA") has directed a meeting to be held of the equity shareholders of Mangalore Refinery and Petrochemicals Limited, the Applicant Company for the purpose of considering, and if thought fit, approving with or without modification(s), the proposed Scheme of Amalgamation between ONGC Mangalore Petrochemicals Limited ("Transferor Company") and Mangalore Refinery and Petrochemicals Limited ("Transferee Company") and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 ("Act"), and other applicable provisions of the Act, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Scheme") at the date and time as set out below.

In pursuance of the MCA Order and as directed therein and read with General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020; 20/2020 dated May 5, 2020; No. 22/2020 dated June 15, 2020; No. 33/2020 dated September 28, 2020; No. 39/2020 dated December 31, 2020; and No. 10/2021 dated June 23, 2021 issued by the MCA (collectively referred to as the "MCA Circulars") and Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as the "Circulars issued by SEBI") and in compliance with the applicable provisions of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), further notice is hereby given that the meeting of the equity shareholders of the Transferee Company will be held through video conferencing ("VC")/other audio visual means ("OAVM") as under:

Meeting	Date of meeting	Time of meeting
Equity shareholders	Friday, November 26, 2021	10:00 AM

Copies of the Notice dated October 16, 2021, the Scheme, explanatory statement under Sections 230(3) and 232(1) and (2) read with Section 102 and other applicable provisions of the Act and read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and accompanying documents (collectively referred to as the "Particulars"), have already been sent (i) through electronic mode to those equity shareholders whose email IDs are registered with Link Intime India Private Limited / Depository / Applicant Company; and (ii) through registered post or speed post or airmail or ordinary post physically, to those equity shareholders who have not registered their email IDs.

The Transferee Company has sent the aforesaid Particulars to its equity shareholders by email on October 21, 2021 and completed physical dispatch of the aforesaid Particulars to its equity shareholders on October 23, 2021.

The aforesaid Particulars, which were sent by the Transferee Company to its equity shareholders are also available on the website of the Transferee Company at: [www.mrpl.co.in](http://www.mrpl.co.in), on the website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, on the website of Link Intime India Private Limited, Transferee Company's Registrar and Transfer Agent at [www.linkintime.co.in](http://www.linkintime.co.in) and on the website of National Securities Depository Limited ("NSDL") at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Hard copies of the aforesaid Particulars can be obtained free of charge within 1 (one) working day on a requisition being so made for the same by the equity shareholders of the Transferee Company at the registered office of the Transferee Company on all working days between 10:30 A.M. to 05:30 P.M.

Since the meeting of the equity shareholders is being held through VC / OAVM pursuant to the MCA Order, MCA Circulars and Circulars issued by SEBI, physical attendance of the equity shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the equity shareholders will not be available for the meeting.

The MCA has appointed Mr. Rohit Mathur, Joint Secretary (General), Ministry of Petroleum and Natural Gas, as the Chairperson for the meeting of the equity shareholders of the Transferee Company. Mr. CS Narasimha Pai, Practising Company Secretary and partner, M/s P.N. Pai and Co. shall act as the scrutinizer for the aforesaid meeting. The above mentioned Scheme, if approved by the equity shareholders will be subject to the subsequent sanction of the MCA and such other approvals, permissions and sanctions of regulatory or other authorities, as may be necessary.

Persons entitled to attend and vote at the aforesaid meeting may vote through remote e-voting to cast their respective votes prior to the date of the meeting or vote in person through e-voting at the meeting.

Further Notice is hereby given that:

1. The Transferee Company has provided the facility of voting through remote e-voting and e-voting during the meeting so as to enable the equity shareholders to consider and approve the Scheme. The Transferee Company has engaged the services of National

Securities Depository Limited (NSDL) for facilitating the remote e-voting and e-voting during the meeting.

- The Scheme shall be acted upon if a majority of persons representing three fourth in value of equity shareholders of the Transferee Company voting through the remote e-voting and e-voting during the meeting approve the Scheme in accordance with the provisions of Section 230(6) of the Act. Further, the provisions of the SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 do not apply to the Scheme since the Scheme provides for the merger of a wholly owned subsidiary with its parent company.
- The voting rights of the equity shareholders shall be in proportion to their shareholding of the paid-up share capital of the Transferee Company as on cut-off date, i.e. October 15, 2021. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the aforesaid cut-off date only shall be entitled to avail the facility of remote e-voting as well as e-voting at the equity shareholders' meeting. A person who is not an equity shareholder as on the aforesaid cut-off date of October 15, 2021, should treat the notice herein for information purpose only.
- Voting through remote e-voting by the equity shareholders will commence on October 27, 2021 at 10.00 AM and shall end on November 25, 2021 at 5.00 PM. The e-voting module shall be disabled by NSDL for voting thereafter and equity shareholders will not be allowed to vote electronically beyond the said date and time.
- During the voting period, the equity shareholders can opt for only one mode for voting, i.e. either through remote e-voting or e-voting during the meeting. In case any equity shareholder casts the vote both via remote e-voting and e-voting during the respective meetings, then voting done through remote e-voting shall prevail. Equity shareholders who have cast their votes through remote e-voting may attend the respective meeting but shall not be entitled to cast their vote again.
- Facility to join the aforesaid meeting will be opened thirty minutes before the scheduled time of the meeting and will be kept open through the proceedings of the meeting.
- Equity shareholders who have any query/grievance in relation to the voting by remote e-voting or need assistance before or during the meeting, may contact Mr. Amit Vishal, Assistant Vice President – NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Ms. Sarita Mote, Assistant Manager- NSDL at toll free number 1800 1020 990 and 1800 22 44 30 or write to them at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- Mr. CS Narasimha Pai, Practising Company Secretary and partner, M/s P.N. Pai and Co. has been appointed as the scrutinizer to scrutinize the e-voting during the meeting and remote e-voting process in a fair and transparent manner;
- The results of the meeting, together with the scrutinizer's report will be announced on or before November 28, 2021 and will be placed on the website of the Transferee Company at [www.mrpl.co.in](http://www.mrpl.co.in) and on the website of Link Intime India Private Limited at [www.linkintime.co.in](http://www.linkintime.co.in) and shall be communicated to BSE Limited and the National Stock Exchange of India Limited where the equity shares of the Transferee Company are listed;
- The necessary instructions of remote e-voting and e-voting at the time of the meeting of the equity shareholders along with other instructions / particulars have been set out in the notice dated October 16, 2021, and the equity shareholders are requested to read the notes to the notice. The notice is also available on the Transferee Company's website [www.mrpl.co.in](http://www.mrpl.co.in), website of the Stock Exchanges, i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and on the website of Link Intime India Private Limited at [www.linkintime.co.in](http://www.linkintime.co.in).
- Equity shareholders who have not registered their email IDs are requested to note the following:
  - Equity shareholder holding shares in physical mode and who have not registered / updated their email ID with the Transferee Company are requested to register / update their email ID with Link Intime India Private Limited by sending requests at [mrplirc@linkintime.co.in](mailto:mrplirc@linkintime.co.in) and [mfhelpdesk@linkintime.co.in](mailto:mfhelpdesk@linkintime.co.in) with details of their folio number and attaching a self-attested copy of their PAN card.
  - Equity shareholders holding shares in dematerialised mode are requested to register/update their email ID with the relevant depository participant.
  - Upon registration, the equity shareholder will receive an email from NSDL which includes details of e-voting Event Number, User ID and password and thereafter such equity shareholder may follow the process set out in the notes to the notice which is also available on the Transferee Company's website [www.mrpl.co.in](http://www.mrpl.co.in) and on the website of the Stock Exchanges, i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, to join the meeting through VC/OAVM means or vote through remote e-voting or through e-voting during the meeting.
- Members who would like to express their views or ask questions during the meeting may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at [investor@mrpl.co.in](mailto:investor@mrpl.co.in) on or before November 21, 2021. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the meeting.

The aforesaid notice is also available on the Transferee Company's website [www.mrpl.co.in](http://www.mrpl.co.in) and on the website of the Stock Exchanges, [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively.

Dated this 23<sup>rd</sup> day of October 2021

For Mangalore Refinery and Petrochemicals Limited  
Sd/- Rohit Mathur  
(Chairman appointed for the Meeting)