



Mangalore Refinery and Petrochemicals Ltd.
(An ONGC subsidiary company)

Refining today. Redefining tomorrow.

Schedule 'A' Status.
More Empowerment

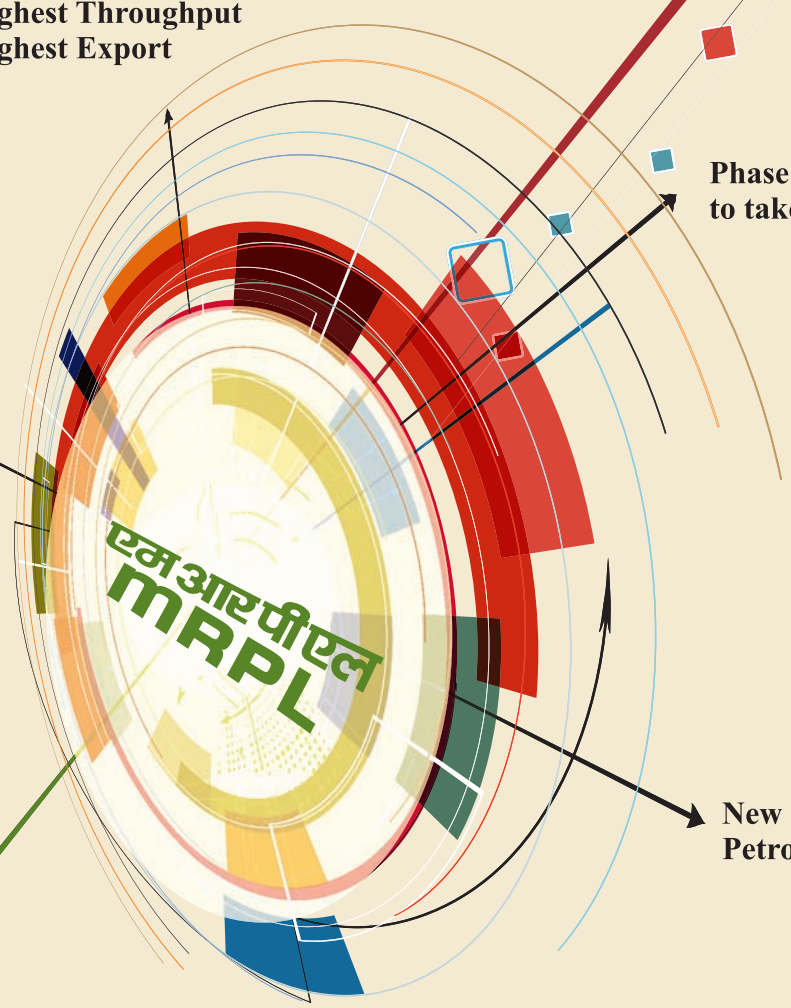
Highest Turnover
Highest Throughput
Highest Export

Phase III poised
to take off

PFCCU, Coker
On-stream

New
Petrochemicals

Sharper focus on
Energy Conservation,
Safety & Environment



MRPL

WITH ENERGY TO OUTPERFORM

Mangalore Refinery and Petrochemicals Ltd. (MRPL), a 'Schedule A, Mini Ratna Cat- 1' ONGC Group Company adds sparkle to the lush green glades of Dakshina Kannada .

A 15 MMTPA Refinery with a complexity of around 9.5, MRPL is the nucleus of Petroleum Product supplies in the South of India and is a picture of excellence in the Indian Hydrocarbon Industry. So much so that MRPL has been declared "Refinery of the Year" twice (2010, 2012 Petrofed Award).

- ◆ Cutting edge technology
- ◆ World-class Quality Control Lab
- ◆ Self - reliance in Power generation (3 CPPs)
- ◆ State of the art Auto Tank Gauging System
- ◆ First Refinery to make Euro I, II, III, and now, IV Petrol and Diesel
- ◆ Exports to 21 countries
- ◆ Varied product yield with customization
- ◆ Benchmarked Environment Management Systems
- ◆ Diversifying into new Petrochemicals
- ◆ ISO 14001, ISO 9001 & ISO 50001 Certified
- ◆ AAA Rating from CRISIL & ICRA
- ◆ Dedicated Jetties at the New Mangalore Port.
- ◆ SPM with coastal booster pumping station
- ◆ Committed team of professionals.



Board Meeting Chaired by Shri D. K. Sarraf



Mangalore Refinery and Petrochemicals Limited

(A Subsidiary of Oil & Natural Gas Corporation Limited)

CIN : L85110KA1988GOI008959

BOARD OF DIRECTORS AS ON 05/08/2014

Shri D. K. Sarraf	Chairman	(From 01/03/2014)
Shri Vishnu Agrawal	I/c Managing Director	(From 01/08/2014)
Shri Vishnu Agrawal	Director (Finance)	(From 01/04/2011)
Shri V. G. Joshi	Director (Refinery)	(From 04/04/2013)
Shri P. Kalyanasundaram	Director	(From 15/04/2013)
Shri B. K. Namdeo	Director	(From 01/07/2013)
Shri C. L. Shah	Independent Director	(From 22/10/2013)
Smt. Neela Gangadharan	Independent Director	(From 22/10/2013)
Prof. Jayant M. Modak	Independent Director	(From 22/10/2013)
Prof. Usha Kiran Rai	Independent Director	(From 22/10/2013)
Capt. John Prasad Menezes	Independent Director	(From 22/10/2013)
Shri A. K. Banerjee	Special Invitee	(From 05/08/2013)
Shri Sudhir Vasudeva	Chairman	(Upto 28/02/2014)
Shri P. P. Upadhy	Managing Director	(Upto 31/07/2014)
Shri K. Murali	Director	(Upto 30/06/2013)
Shri B. Ravindranath	Independent Director	(Upto 06/01/2014)
Dr. D. Chandrasekharam	Independent Director	(Upto 11/03/2014)
Shri K.S. Jamestin	Special Invitee	(Upto 31/07/2014)

COMPANY SECRETARY

Shri Dinesh Mishra

Shri B. Sukumar (From 14/02/2013 to 22/10/2013)

REGISTERED OFFICE

Mudapadav, Kuthethoor,
P.O. Via Katipalla,
Mangalore- 575030,
Karnataka
Tel. No.: 0824-2270400
Website.: www.mrpl.co.in

SOLICITORS & ADVOCATES

M/s. Mulla & Mulla & Craigie Blunt & Caroe, Solicitors.
M/s. Alaya Legal, Advocates

JOINT STATUTORY AUDITORS

M/s. Gopalaiyer & Subramanian,
Chartered Accountants
M/s. A. Raghavendra Rao & Associates,
Chartered Accountants

SECRETARIAL AUDITORS

M/s Ullas Kumar Melinamogaru & Associates
Company Secretaries

COST AUDITORS

M/s Musib & Associates,
Cost Accountants

BANKERS

State Bank of India, Bank of Baroda,
Punjab National Bank, United Bank of India,
Canara Bank, IDBI Bank Limited, Corporation Bank, Citibank N.A.

INVESTOR RELATION CELL

MANGALORE REFINERY AND PETROCHEMICALS LIMITED

- Mudapadav, Kuthethoor, P.O. Via Katipalla
Mangalore- 575030, Karnataka
Tel. No.: 0824-2270400 Fax No.: 0824-2273300
Website : www.mrpl.co.in
- LGF, Mercantile House
15, K.G. Marg, New Delhi – 110001
Tel : 011-23463100 Fax : 011-23463201
E-mail: investor@mrplindia.com
- REGISTRAR & TRANSFER AGENT**
M/s. LINK INTIME INDIA PVT.LTD)
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West), Mumbai- 400 078
Tel.: 022-25963838 / 25946970 Fax No.: 022-25946969
E-mail: mrplirc@linkintime.co.in
Website : www.linkintime.co.in

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DIRECTORS' REPORT

Dear Members,

On behalf of the Board of Directors of MRPL and on my behalf, it is my privilege to present the 26th Annual Report and the Audited Accounts for the financial year ended March 31, 2014.

It is a matter of pride that your Company is now Schedule 'A' Central Public Sector Enterprise (CPSE) upgraded from Schedule 'B' status. Your Company is marching ahead with a renewed vision and commitments for greater growth. We focused at fortitude in adversities, embracing opportunities and over coming setbacks to gain in strength with continued support of all shareholders.

1.0 PERFORMANCE AT A GLANCE

- Highest ever crude processed at 14.59 MMT during the year 2013-14 against 14.41 MMT during the previous year 2012-13.
- Highest ever Turnover at ₹ 75,226 Crore during year 2013-14 against ₹ 68,834 Crore for the previous year 2012-13.
- Highest ever Export Turnover at ₹ 35,392 Crore during the year 2013-14 against ₹ 33,340 Crore for the previous year 2012-13.
- Profit After Tax (PAT) at ₹ 601 Crore during the year 2013-14 against the loss of ₹ 757 Crore incurred for the previous year 2012-13

1.1 SUMMARY OF FINANCIAL PERFORMANCE

The summarized financial performance of your company for the year ended 31st March, 2014 is furnished below:

	(₹ In Crore)	
	Year ended 31 st March, 2014	Year ended 31 st March, 2013
Turnover	75226	68834
Profit before Depreciation Interest and Tax	1437	456
Interest and Finance Charges	321	329
Gross Profit after interest but before Depreciation and Tax	1116	127
Depreciation and Amortizations	706	604
Profit/(Loss) Before Tax	410	(477)
Provision for Taxation (deferred tax liability)	(191)	280
Profit/(Loss) after Tax	601	(757)
Balance of Profit/(Loss) brought forward from previous year	4238	4999
Surplus available for appropriation	4839	4242
Transfer to Capital Redemption Reserve	-	4
Balance carried to Balance Sheet	4839	4238

1.2 DIVIDEND

In view of the carry forward losses of previous financial year and funds requirement for meeting huge capital expansion plans of the Company, your Board of Directors has not recommended any dividend for the financial year 2013-14. However, we are quite confident to deliver growth and enhance shareholder value once all the units of Phase-III Refinery Project are made fully operational which will contribute significant improvement in operating profit margins of the Company.

1.3 OPERATIONAL PERFORMANCE

Your Company had processed the highest ever crude of 14.59 MMT during the financial year 2013-14 compared to 14.41 MMT during the previous financial year 2012-13. The Fuel and Loss net of commissioning usage was 7.15%, higher by 1% as the fuel consumption during stabilisation of units.

The Refinery achieved the Highest Crude processed with Energy index (MBTU/BBL/NRGF) of 60.88 during the year 2013-14 against 61.01 during the year 2012-13.

1.4 EXPORTS

Your Company has achieved highest ever export turnover of ₹35,392 Crore during the financial year 2013-14 by exporting products viz., Motor Spirit (MS), Naphtha, Mixed Xylene (MX), High Speed Diesel (HSD), Air Turbine Fuel (ATF) and Fuel Oil (FO).

Your Company continues to supply petroleum products viz. Mogas, ATF, Gas Oil and Fuel Oil to State Trading Corporation (STC), Mauritius.

In the global competitive market, Your Company has secured its place by exporting petroleum products to 21 countries viz. Bahamas, China, Egypt, Hongkong, Japan, Jordan, Kenya, Korea, Malaysia, Mauritius, Netherlands, Oman, Saudi Arabia, Singapore, Slovenia, South Africa, Taiwan, Turkey, UAE, UK and Yemen and continues to explore more opportunities for its growth.

1.5 SAFETY PERFORMANCE

Your Company have achieved 912 accident free days as on 22/07/2014 with 8.59 million man hours worked. The various units of Phase -III Refinery Upgradation and Expansion Project and storage tanks were commissioned safely during the year.

Your Company is committed towards imparting continuous training in fire and safety practices. During the year, 1085 employees and 5788 contract workmen were trained in fire and industrial safety. Regular Mock exercises were conducted considering the various emergency scenarios in plant and non plant areas.

1.6 ENVIRONMENT MANAGEMENT & PERFORMANCE

Your Company believes in "Perform beyond Compliance" - that is to perform better than minimum required by statutes. The Refinery of your Company is a certified ISO 14001: 2004 for Environment Management Systems. The major achievements on the Environment Management and performance are summarized as under:

- The Phase -III has an advanced Waste Water Treatment Plant (WWTP) which includes oil effluent Treatment unit, Sequential Batch Reactor (SBR) unit and Membrane Bio Reactor (MBR). This unit was commissioned during the year.
- Sulphur Pastillation Unit was commissioned in the Refinery to reduce dust emissions in the Sulphur Recovery Unit (SRU).
- An advanced Reverse Osmosis (RO) Plant was commissioned on 30/10/2013 for maximizing the quantity of treated water recycle back to the Refinery.
- Wet Air Oxidation (WAO) Unit is set-up in the Refinery to treat Spent Caustic to improve the WWTP performance.
- Volatile Organic Compound (VOC) Recovery system in WWTP- III was commissioned during the year. VOC Emission is being monitored at 74,000 points in the Refinery through reputed agency and corrective measures are taken to effectively minimize the same.
- A Condensate Recovery Unit was commissioned in process unit resulting reduction in fresh water consumption.
- A Closed Bioremediation Unit was commissioned in the Refinery as a part of WWTP.
- Environment Awareness programs are organized periodically in the neighbouring villages & schools in association with Karnataka State Pollution Control Board (KSPCB).
- Karnataka Forest Department, Government of Karnataka has been requested to develop greenbelt in 120 acres area of the Refinery. They have developed saplings and Plantation has been commenced in the Refinery area of your Company.

Mangalore Refinery and Petrochemicals Limited

- Advanced technology has been deployed for cleaning Crude oil Tanks in the Refinery.
- Regular Seawater quality monitoring is being carried out by M/s. College of Fisheries on fortnight basis indicating no adverse effect on the marine environment.
- Ten Ground Water monitoring stations in and around Refinery have been setup and regular monitoring of ground water quality is being carried out along with KSPCB. Average treated effluent recycled to cooling towers during the year was 70-75%.
- Ambient air quality monitoring is being done inside and outside the Refinery at 9 locations (including 2 locations at Phase-III Project site) as per revised National Ambient Air Quality Monitoring Standard.

Your Company has also undertaken the following projects which are in various stages of installation:

Your Company has also undertaken the following projects which are in various stages of commissioning.

- Vapour Recovering System for light hydrocarbon storage tanks in Phase – III Refinery Project,
- Automatic Rim seal protection Installation in storage tanks.
- Connection of LPG spheres and Mounded Bullets PSV discharge to flare header.

1.7 MARKETING

1.7.1 Marketing and Business Development

Your Company continued its direct marketing activities in the State of Karnataka and in the adjoining states. The total direct marketing turnover during the financial year 2013-14 was ₹ 2589 Crore.

With the availability of natural gas pipeline in North Karnataka and Goa, some major customers have shifted from liquid fuels to gas, leading to shrinkage of liquid fuels market. However, your Company could establish a good market reach for sale of Petcoke produced from the Delayed Coker Unit (DCU) commissioned in Phase-III project during April, 2014.

Your Company continues to develop its direct marketing network for various value added products like Petcoke, Polypropylene (PP) etc by various units commissioned in Phase-III Refinery project.

1.7.2 Retail Operations

Your Company embarked into bulk sales of HSD after the introduction of dual pricing for HSD which has improved sales considerably in the bulk consumer segment. Domestic sale of Mixed Xylene has increased considerably against previous year. Keeping in view the gradual decontrol of HSD in retail segment; Your company is evaluating the opportunity to set up few retail outlets in select markets.

1.7.3 New Products Marketing Plan

Your Company is setting up a Polypropylene (PP) plant of 440 KTPA capacity for bulk supplies to downstream processing industry. The channel partners have been identified for sale of Polypropylene (PP) in key areas in the domestic market. In addition to this your Company is also developing storage infrastructure for Polypropylene (PP) in Karnataka for managing its supply chain for marketing networks.

1.7.4 Joint Ventures

Your Company's Joint Venture (JV) with Shell B.V. Netherland known as Shell MRPL Aviation Fuel Services Limited (SMAFSL) supplies Aviation Turbine Fuel (ATF) to both domestic and international airlines at Indian airports has performed well.

The Turnover of the SMAFSL was ₹ 651 Crore during the financial year 2013-14 against ₹ 486 Crore during the previous financial year 2012-13 and

the Pre-tax profit of ₹ 18.40 Crore during the financial year 2013-14 against ₹13.14 Crore during the previous financial year 2012-13. The company has declared dividend of 10% for the financial year 2013-14 as compared to 8% in the previous financial year 2012-13.

2. AWARDS AND RECOGNITION:

- Upgraded to Schedule 'A' CPSEs from Schedule "B" with effect from 04/07/2013 by the Department of Public Enterprises, thereby making it eligible for achieving the "NAVARATNA" status.
- Won the coveted Petrofed Award "Refinery of the Year-2012" for its commendable performance in production and operational efficiencies while adhering to the norms of health, safety and environment protection.
- Won the "Refinery of the Year" from Petrofed for the year 2011-12 for leading performance in production and operational efficiencies while meeting the norms of Health, Safety and Environment protection.
- Won the "Export Excellence Award, 2013" in Best Manufacturer / Exporter (large category) – Gold from the Federation of Karnataka Chamber of Commerce and Industry (FKCCI) on 22/06/2013.
- Secured the first prize for outstanding performance in the area of Hindi Implementation for the year 2012-13 by Town Official Language Committee(TOLIC), Mangalore on 28/05/2013.
- Secured the first prize in the Jawaharlal Nehru Centenary Awards for energy performance for the year 2011-12 & 2012-13 under the Refineries category having complexity of 6.0.
- Secured the first prize in the OGCF-2012 awards for Furnace/Boiler efficiency having heat duty more than 1000MM Kcal/hr.
- Won the "State Export Excellence Award" for 2012-13 & 2011-12 Medium/ Large category – Gold & Platinum respectively by Government of Karnataka.
- Won the award for "Best Fuel efficient Boiler operation" by the Department of Factories and Boilers on the occasion of 43rd National Safety Day celebration.

3. CREDIT PROFILE

- 3.1 ICRA has reaffirmed Issuer Rating "Ir AAA" (pronounced IR Triple A) to your company. This rating indicates the highest credit quality rating assigned by ICRA and the rated entity carries the lowest credit risk.
- 3.2 ICRA has reaffirmed "[ICRA] AAA" (pronounced as ICRA Triple A) to ₹ 3,000 Crore Fund- Based limits of your company. The outlook on the rating is "Stable".
- 1.3 ICRA has reaffirmed "[ICRA] A1+" (pronounced as ICRA A one plus) to ₹ 4,000 Crore Non- Fund based limits of Your company.
- 1.4 ICRA has reaffirmed "[ICRA] A1+" (pronounced as ICRA A one plus) to ₹ 1,500 Crore Commercial Paper issued by your company. This rating indicates the very strong degree of safety regarding timely payment of financial obligations i.e., which carries the lowest credit risk.
- 1.5 CRISIL has reaffirmed "[CCR AAA]" (pronounced as CCR Triple A). This rating indicates highest degree of strength with regard to honouring debt obligations by Your company.

4. FINANCIAL ACCOUNTING:

The financial Statements have been prepared in accordance with the Generally Accepted Accounting Principles (GAAP), all accounting standards guidance note on accounting for activities of your company issued by The Institute of Chartered Accountants of India (ICAI) and Schedule VI format and other relevant provisions of the Companies Act, 1956. The MCA General Circular No. 1/19/2013-CL-V dated 04/04/2014 clarifies that the Annual Accounts/Financial Statements along with documents required to be attached thereto, Auditors' Report and Boards' Report in respect of financial years that commenced earlier than 1st April, 2014 shall be governed by the relevant provisions/Schedules/rules of the Companies Act, 1956.

5. INTERNAL CONTROL SYSTEM

Your Company has a well-established internal control system, which is commensurate with its size and nature of operations. The internal control systems are designed to provide a reasonable assurance over reliability in financial reporting, ensure appropriate authorisation of transactions, safe guarding the assets of the Company and prevent misuse/losses and legal compliances.

The internal control system includes a well-defined delegation of authority and a comprehensive Management Information System coupled with monthly reviews of operational and financial performance, a well-structured budgeting process with regular monitoring of expenses, a state of art ERP systems and Internal audit.

The internal audit team is led by a professional audit manager and supported by financial and technical personnel drawn from across the organisation. The internal audit is conducted as per a plan drawn at the beginning of the year in consultation with the management and statutory auditors of the Company which is finally approved by the Audit Committee. The audit plan attempts to cover all significant risk areas, review and evaluation of the effectiveness of existing processes, controls and compliances and ensure adherence to policies and procedures. All the significant audit observations made by the internal auditors of the Company are regularly reviewed by the management. However, all significant audit observations along with the management responses/ replies and follow up actions are periodically placed for review before the Audit Committee.

6. PROJECTS

A) Ongoing projects:

i. Phase -III Refinery Upgradation and Expansion Project.

The commissioning of Secondary Process Units of Phase -III Refinery Upgradation and Expansion project are under near completion, which will increase the distillate yield and produce high value products viz Propylene, Gasoline from low value black oils.

Crude Distillation Unit (CDU), Hydrogen Generation Unit (HGU) and Diesel Hydrotreater Unit (DHDT) were commissioned in the last financial year. The Refinery achieved major milestones with the commissioning of the Delayed Coker Unit (DCU), one train of Sulphur Recovery Unit (SRU) and Coker Gasoil Hydro Treating Unit (CHTU) in the months of April and May 2014. The last process unit in Phase -III, Petro (PFCCU) unit is under advance stage of commissioning and expected to go on stream shortly.

The delay in commissioning was mainly on account of the delay in the completion of the Captive Power Plant (CPP) being executed by M/S BHEL. Most of the major equipments are commissioned and it is expected that the CPP can supply the required quantity of steam and power for running all the Phase -III units.

The total expenditure incurred by your Company on Phase -III Refinery Upgradation and Expansion project is around ₹ 11500 Crore as on 15/07/2014.

ii. Polypropylene Project (PP):

The Polypropylene (PP) unit being set up with the licensor M/s Novolen Technology, Germany in integration with the Phase -III Project at an estimated Capex of ₹ 1804 Crore by your Company has achieved an overall progress of 95.6% as on 15/07/2014.

The non-vacating of the site by PDF had resulted in shifting the location of the unit causing delay in the site work and environmental clearance. The project is expected to get mechanically completed and will go on stream shortly. The total expenditure incurred on this project was ₹ 960 Crore as on 15/07/2014.

iii. Single Point Mooring (SPM) Project:

Your Company has setup SPM project along with coastal booster pumping

station within the port limits at a location of 16 Km from the shore having the draft availability of 30 M for handling Very Large Crude Carrier (VLCC) at an estimated cost of ₹ 1044 Crore . The SPM was successfully commissioned on 29/08/2013 by unloading the first crude vessel Ratna Puja with the cargo of 87 TMT('000MT).

This facility will enable the company to receive crude in Suez max / VLCC vessels, which in turn will give freight economics and also allow access to West African and Latin American countries for sourcing crudes. This facility will also de-congest existing berth facility at New Mangalore Port Trust (NMPT) port and reduce the incidence of demurrage.

iv. Refinery Performance Improvement Programme

Your Company has taken up Refinery Performance Improvement Programme (RPIP) through M/s Shell Global Solutions International B.V. under the auspices of Centre for High Technology, Ministry of Petroleum and Natural Gas (MoP&NG), Government of India.

The RPIP is aimed at identifying opportunities for improvement by adopting best operating practices in the areas having a bearing on profit margin including optimizing operation , energy and utilities consumption , minimizing hydrocarbon loss and improving maintenance and inspection practices.

The PFI's (Proposals for Implementation) developed after the evaluations are under various stages of implementation.

B) Future Projects:

Your Company has signed an Memorandum of Understanding (MOU) with Government of Karnataka for setting up a Linear Alkyl Benzene (LAB) Plant (for producing raw materials to manufacture detergent) and to expand its Refining capacity to 18/21 MMTPA in a time horizon of 3 to 6 years subject to techno economic viability and availability of required infrastructure at Mangalore with an approximate investment of ₹ 8500 Crore.

7. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO :

The additional information required to be disclosed pursuant to section 217(1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Directors) Rules, 1988 with respect to conservation of energy, technology absorption and foreign exchange earnings & outgo are furnished in 'Annexure- I' which forms part of this Report.

8. PARTICULARS OF EMPLOYEES

Your Company being a Government Company is exempted from disclosure of particulars of employees under section 217(2A) of the Companies Act, 1956, and the Particulars of Employees (Amendment) Rules, 2011.

9. RIGHT TO INFORMATION ACT, 2005

Your Company's RTI manual is available on its website www.mrpl.co.in, which discloses all required information.

During the year, 114 applications were received, out of which 111 were disposed off before 31/03/2014 and balance 3 applications were disposed off subsequently.

10. HUMAN RESOURCES

- Your Company continued to enjoy cordial and harmonious relations with the collectives and as evidence to the same not a single man-hour was lost on account of any industrial disturbance during the year 2013-14.
- During the year, your Company has recruited 114 employees comprising of 8 women employees and 44 Schedules Caste (SC) / Schedule Tribe (ST) employees.
- Total employee strength as on 31/03/2014 was 1715 including 127 women employees, 191 SC/ST employees and 7 Physically Challenged employees. 704 employees belong to Management cadre whereas 1011 employees belong to Non-Management cadre.

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- During the year 2013-14, Your Company devoted 4809 Mandays for Training, Development and Learning which amounted to an average of 3 Mandays per employee. This includes functional, developmental and special training programs covering the entire spectrum of employees.

11. OFFICIAL LANGUAGE:

Your Company is implementing Official Language Policy in letter and spirit as per the Annual Programme prescribed by the Department of Official Language, Ministry of Home Affairs, Government of India. In order to propagate Hindi among the employees, Hindi Workshops are organised on a regular basis at Mangalore, Mumbai, Delhi & Bangalore Offices. Regular Hindi classes such as Prabodh, Praveen & Pragma in addition to Hindi Stenography are being conducted for employees. In order to increase the correspondence in Hindi, by the employees, special efforts are made to activate Unicode facilities on all the computers used in your Company. To motivate employees for Hindi usage, various incentive schemes are introduced such as Cash award & Personal Pay.

12. VIGILANCE FUNCTION:

Your Company has developed a structured mechanism of vigilance functions and its practices are focused towards creation of value for all the stakeholders. The practices involve multi-layer checks and balances to improve transparency. Vigilance Awareness and Preventive vigilance activities were continuously carried out during the year. Guidelines of Central Vigilance Commission (CVC) are being followed. Officers in sensitive posts are rotated regularly.

Whistle Blower Policy for employees is in place which ensures that a genuine whistle blower is granted due protection from any victimization. In compliance with CVC instruction, your Company has implemented a complaint handling policy in which all complaints received from various sources can get recorded and can be examined by vigilance. Further, in line with CVC instruction, your Company has achieved high compliance level with regard to e-payment and e-tender.

Leveraging of technology to enhance transparency has been a thrust area of action in which vigilance has played a catalytic role. The website of the company displays downloadable tender document, publication of information of works awarded on nomination basis, publication of post award information of contracts.

Full time Chief Vigilance Officer (CVO) is posted and he can be contacted at cvo@mrplindia.com for any complaint having vigilance angle.

13. SECURITY MEASURES

Security of Refinery of your Company is designed to comply with Oil Sector Infrastructure Protection Plan (OSIPP) and the Security Audit recommendations given by the Intelligence Bureau (IB), Ministry of Home Affairs, Government of India from time to time are duly implemented.

The Security of the Refinery of your Company is handled by Central Industrial Security Force (CISF) and survey to extend CISF coverage to newly commissioned Phase -III Project is underway. A project to install an integrated Security Surveillance System for the entire Refinery is on the anvil.

Security is on top of the agenda of your Company and to ensure preparedness, periodic mock drills on work-place security preparedness are conducted. To promote awareness on security issues amongst all stake holders, Security Awareness Weeks are organized.

14. CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES

Your Company's social welfare and community development initiatives focus on the key areas of education, health care and overall development of basic infrastructure in and around its operational areas. The CSR objective of your Company in line with DPE guidelines is promoted under the name of "SAMRAKSHAN". This captures the spirit and commitment to "protect, preserve and promote the social, cultural and environmental heritage and wealth in and around the area of our business and to usher in sustainable

development". Facilitating Midday Meal to support continuing Education, setting up of computer room, Anganwadi building, skill development training for youths, infrastructural development etc. is a part of the Samrakshan activities.

Your company has spent ₹ 3.47 Crore for various CSR activities during the year 2013-14.

15. DIRECTORS

During the year following changes took place in Board of Directors of Your Company:

- 15.1 Shri D.K. Sarraf has assumed the position of CMD, ONGC and Chairman/Director of your Company w.e.f. 01/03/2014 consequent to superannuation of Shri Sudhir Vasudeva from the services of ONGC.
- 15.2 Consequent upon attaining the age of superannuation Shri P P Upadhyya, Managing Director, retired from the services of MRPL on July 31, 2014. Shri Vishnu Agrawal, Director (Finance) has assumed the additional charge of the post of Managing Director w.e.f. 01/08/2014.
- 15.3 Shri V G Joshi was appointed Director (Refinery) w.e.f. 04/04/2013.
- 15.4 Shri P Kalyanasundaram, Joint Secretary, MoP&NG was appointed Government Director w.e.f. 15/04/2013 in place of Shri P. K. Singh. Shri P. Kalyanasundaram who retires by rotation and being eligible offers himself for re-appointment as a Director.
- 15.5 Shri B. K. Namdeo, Director Refinery (HPCL) was appointed as Director w.e.f. 01/07/2013 in place of Shri K. Murali consequent upon superannuation from the services of HPCL. Shri B. K. Namdeo who retires by rotation and being eligible offers himself for re-appointment as a Director.
- 15.6 Shri B Ravindranath ceased to be an Independent Director / Nominee Director of IDBI Bank Limited., w.e.f. 06/01/2014.
- 15.7 Dr. D. Chandrasekharam ceased to be an Independent Director w.e.f. 10/03/2014 consequent upon the expiry of his 3 years term as an Independent Director on the Board of ONGC.
- 15.8 Shri K. S. Jamestin, Special Invitee on the Board, was superannuated from the services of ONGC as Director (HR) on 31/07/2014 and ceased to be a Special Invitee on the Board. Shri A. K. Banerjee, Director (Finance), ONGC, has been nominated as Special Invitee on the Board of MRPL w.e.f. 05/08/2014.
- 15.9 The Board wishes to place on record its deep appreciation for the services rendered and contribution made by Shri Sudhir Vasudeva, Shri P P Upadhyya, Shri P. K. Singh, Shri K. Murali, Shri B Ravindranath, Dr. D. Chandrasekharam and Shri K. S. Jamestin as directors / special Invitee during their tenure on the Board of the company.

16. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 217(2AA) of the Companies Act, 1956, with respect to Directors' responsibility statement, it is hereby confirmed that:

- a. In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- b. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 2013-14 and of the profit and loss of the company for that period;
- c. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 and 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. The Directors have prepared the Annual Accounts for the financial year 2013-14 on going concern basis.

17. FIXED DEPOSIT

Your company has not accepted any fixed deposit during the year from the public.

18. CORPORATE GOVERNANCE

- 18.1 Your company has complied with all the mandatory provisions of Clause 49 of the Listing Agreement relating to the Corporate Governance requirements and mandatory guidelines on Corporate Governance for CPSEs issued by DPE, Government of India, except the composition of Board of Directors.
- 18.2 The Annual Report contains a separate section on Corporate Governance, which forms part of this Report.
- 18.3 Pursuant to Clause 55 of Listing Agreement, Annual Business Responsibility Report (ABRR) has been prepared for the financial year and the same has been uploaded on the website of the company www.mrpl.co.in
- 18.4 Pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, Your company has obtained the Certificate from the Joint Statutory Auditors of the Company, towards Compliance of Corporate Governance which is annexed to and forms part of this report.
- 18.5 As a measure of good corporate governance, Your company has engaged M/s Ullas Kumar Melinamogaru & Associates, Practicing Company Secretaries, Mangalore for conducting Annual Secretarial Compliance Audit for the year 2013-2014. M/s Ullas Kumar Melinamogaru & Associates Practicing Company Secretaries, Mangalore have issued Annual Secretarial Compliance Audit Report for the year 2013-14 which forms part of this report.

19. MANAGEMENT DISCUSSION AND ANALYSIS

In terms of Clause 49 (IV)(F) of the Listing Agreement with the Stock Exchanges, the Management Discussion and Analysis Report for the year have been attached and forms part of this report.

20. AUDITORS:

- 20.1 M/s Gopalaiyer and Subramanian, Coimbatore and M/s A Raghavendra Rao and Associates, Mangalore have been appointed as Joint Statutory Auditors of the Company for the Financial Year 2013-14 by Comptroller & Auditor General of India (C&AG).
- 20.2 The report of the C&AG at Annexure III forms part of this Report.

20.3 Pursuant to the provisions of the Companies Act, 1956, the cost accounts maintained by the company for the financial year 2013 –14 are being audited by Cost Auditors M/s. Musib and Associates with approval of Ministry of Corporate Affairs, Government of India.

21. ACKNOWLEDGEMENT

- Your Company always conducts business with a strong commitment for environment preservation, sustainable development, safe workplaces and enrichment of the quality of life of its stakeholders and the community at large.
- Your Directors are highly grateful for all the help, guidance and support received from the Ministry of Petroleum and Natural Gas (MoP&NG), Ministry of Finance (MoF), Ministry of Corporate Affairs (MCA), Department of Public Enterprises (DPE), Ministry of Environment and Forest (MoEF), Ministry of External Affairs (MEA), Ministry of Shipping (MoS), Ministry of Home Affairs (MHA) Ministry of Heavy Industries and Public Enterprises (MoHI&PE) and other ministries and Departments of Central and State Governments especially the Government of Karnataka.
- Your Directors gratefully acknowledge the continued support and guidance extended by Oil and Natural Gas Corporation (ONGC) Limited, the parent company.
- Your Directors thank all shareholders and members of the Company for their faith, trust and confidence reposed on the Management of the Company.
- Your Directors wish to place on record their sincere appreciation for the sustained efforts and dedicated contributions put in by all the employees collectively and concertedly as a Team, to ensure that the Company continues to grow and excel.

For and on behalf of the Board



(D.K. Sarraf)
Chairman

Place: New Delhi

Date: 05/08/2014

ANNEXURE- I TO THE DIRECTOR'S REPORT

CONSERVATION OF ENERGY

Your company continued its emphasis on energy conservation through operational optimization, continuous monitoring and implementation of several energy conservation schemes

- a) Major energy conservation measures taken during the year
- Hotwell pump auto start/Stop provision in CDU/VDU 3
 - Optimised mode of Operation in CDU/VDU 3.
 - Heater and Heat exchanger cleaning in CDU/VDU 1.
 - Recycle Splitter Heater duty Optimisation in HCU2.
 - Compressed Air and Nitrogen network leak arresting after carrying out Leak Survey.
- b) Additional investments and proposals, if any, being implemented/ under consideration for reduction of consumption of energy / resources
- Stripping steam reduction in CDU/VDU1.
 - APH replacement in HCU1.
 - Compressed Air and Nitrogen network leak arresting.
 - APH replacement in HCU2.
 - VSD drive to CCR1 Charge pump.

- c) The measures taken above resulted in Energy consumption reduction by approx. 5000 MT/Year, equivalent to a net saving of approx. Rs. 195 Million/year, with an investment of approximately ₹ 74 lakh.
- d) Company also has implemented Energy Management system, ISO 50001 during the year.
- e) Fuel & Loss in the Refinery for the year 2013-14 was 7.88%, whereas it was 7.0% in 2012-13. The increase of Fuel & Loss was due to commissioning of units under Phase-III projects.
- f) The Refinery achieved the Highest Crude processed with Energy index (MBTU/BBL/NRGF) of 60.88 for the year 2013-14.

MRPL's Energy performance during the last four years is as follows

Year	Crude throughput, MMTPA (Net Crude Basis)	Complexity, NRGF (CHT method)	Energy Index, MBN (MBTU/Bbl/NRGF)
2013-14	14.547	5.354	60.88
2012-13	14.403	4.895	61.01
2011-12	12.818	5.487	57.92
2010-11	12.639	5.585	58.13

Mangalore Refinery and Petrochemicals Limited

FORM - A

Total Energy consumption and Energy consumption per unit of production:

A) Power and Fuel Consumption	Current Year 2013-14	Previous Year 2012-13
1. Electricity		
a) Purchased		
Unit (Million KWH)	47.96	44.00
Total Amount (₹ Million)	303.00	262.86
Rate / Unit (₹/KWH) *	6.32	5.97
* Includes demand charges of ₹ 38.67 Million (₹ 30.59 Million for 2012-13) The unit cost per KWH excluding Demand charges is ₹ 5.51 (₹ 5.28 for 2012-13)		
b) Own Generation		
i) Through Diesel Generator (at Sarpady)		
Unit (Million KWH)	0.18	0.28
Unit per ltr. Of Diesel (KWH/ltr.)	3.23	3.22
Cost / Unit (₹ /KWH)	15.77	14.09
ii) Through Steam turbine generator		
Unit (Million KWH)	746.51	688.78
Unit per liter Of Fuel Oil (KWH/ltr)	3.02	2.91
Cost / Unit (₹ /KWH)	12.60	12.78
iii) Gas turbine Generator		
Unit(Million KWH)	49.38	-
Unit per liter LGO (KWH/ltr)	2.11	-
Cost / Unit (₹ /KWH)	23.16	-
2. Fuel Oil		
Quantity (MT) (Oil + Gas)	984501.00	887937.00
Total Amount (₹ In Million)	39038.64	35929.08
Average Rate (₹ /MT)	39653.20	40463.55
3. Others / Internal Generation		
Diesel (at Sarapady)	56.74	86.68
Quantity (KL)	2.89	3.94
Total Cost (₹ Million)	50873	45416
Rate (₹ /KL)		
4. Consumption per unit production		
Total crude processed (TPA)	14546787	14402524
Total Fuel Consumed (TPA) (includes fuel and loss)	1040206	963900
Total Electricity (Million KWH) (after deducting external supply)	843.85	732.78
Fuel Consumption, MT/ MT of Crude processed (%)	7.15	6.69
Electricity Consumption, KWH / MT of Crude processed	58.01	50.88

FORM - B

A) Research and Development (R&D)

1. Specific Areas in which R&D carried out by the company 2013-2014:

a) Crude Assay

Crude Assay was carried out using TBP apparatus for following crudes:
Abu Safeh, Dalia, Kissanje and Zafiro

b) Additives Evaluation

Additives were evaluated for improving the Diesel Lubricity.

c) Crude Blend Compatibility

Crude blends compatibility Experiments were carried out and a graphical model developed for the prediction of compatibility of crude oil mixtures.

2. Benefits derived as a result of the above R&D:

- Assay of various crude helped Operation to optimize unit-operating conditions to maximize product yield and product quality.
- Additive evaluation has helped operation units to optimize the dosage levels and explore the possibilities of using Bio-diesel as diesel performance improving additives.
- Crude oil blends compatibility prediction helped operation units and Process Engineering for optimizing the crude blends.

3. Future plan of Action:

- To develop a process for Ammonical Nitrogen reduction in Effluent water sample.
- Study on FCC catalyst.

4. Expenditure on R&D:

- ❖ Capital: ₹ 50.30 lakhs
- ❖ Revenue: ₹ 38.30 lakhs
- ❖ Total: ₹ 88.60 lakhs

B) Technology Absorption, Adaptation & Innovation.

i) Your Company has made efforts towards technology absorption, adaptation and innovation.

- Technologies for process units of Phase3 units, HGU3, DHDT, have been absorbed.
- CDU1 unit has been revamped with pre-flash column to enhance unit capacity from 3.69 to 4.8 MMTPA without changing the furnace duty. The revamped unit was commissioned in October 2011.
- HCU1& HCU2 units have been revamped, for enabling once-through mode operation to feed upcoming PFCC unit in Phase -III and were re-commissioned in October 2011 and April-2012 respectively.
- Gas Oil Hydro-desulfurisation unit capacity revamp completed which increased plant capacity by 30% during 2009 April.

ii) Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc.

Refinery throughput sustained at 14.547 MMTPA while meeting Clean Fuel specifications, which required higher complexity operations.
GOHDS/DHDT unit capacity revamp has improved the Refinery capability of producing Euro – III & Euro-IV grade Diesel.

iii) In case of imported technology (imported during last 5 years reckoned from the beginning of the financial year), following information may be furnished.

- Technology imported
GOHDS unit capacity revamp, HCU-1 & HCU2 revamp to once-through mode, HGU3 and DHDT in 2013.
- Year of import
2008-09, 2010-11, 2013-14
- Has technology been fully absorbed?
Yes.
- If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action.
Not applicable.

C) FOREIGN EXCHANGE EARNINGS AND OUTGO

(₹ In Crore)

	Financial Year 2013- 14	Financial Year 2012- 13
Foreign Exchange Earnings – (FOB value of exports)	33952	32180
Foreign Exchange Outgo	65678	56137

MANAGEMENT DISCUSSION AND ANALYSIS REPORT, 2013-14

1 Economy Overview

The state of global economy has been the most decisive factor affecting the fortunes of every developing country. Changing economic and business conditions, evolving consumer preferences, rapid technological innovation and adoption and globalization are creating an increasingly competitive market environment that is driving corporations to transform the manner in which they operate. Companies in this environment are now focusing even more on their core business objectives, such as revenue growth, profitability and asset efficiency.

The global economy began its modest recovery in financial year 2013-14 with improved demand from emerging economies in the second half of 2013. While the trend is expected to accelerate in the current year, the positive outlook is subdued by the potential consequences of 'tapering' of some of the US Federal Reserve's Quantitative Easing (QE) policies which were undertaken in the aftermath of global financial crises.

Emerging markets like India faced multiple challenges, capital outflows, intense exchange rate pressures and volatile current account movement. A combination of persistent inflation, fiscal imbalances, external sector vulnerabilities and low investments resulted in sluggish growth in domestic demand. A cocktail of geo-political risks, domestic monsoon worries and higher than expected wholesale inflation has pushed the rupee towards a lower level against the US dollar. However, the Reserve Bank of India (RBI) aims at checking excessive volatility in foreign exchange market. Fiscal and monetary initiatives taken by the Indian government and the Reserve Bank of India (RBI) helped to stabilize financial market conditions, but the domestic macro-economic environment continues to remain challenging.

Economic recovery in the US and Europe had a positive impact on oil demand, which increased by 1.3 million barrels per day (MMBPD) in 2013. Crude oil prices fluctuated extensively driven by supply concerns in Libya, South Sudan, West Africa, Syria, Egypt and Iraq. Geopolitical uncertainty has also risen, in part due to the events in Ukraine. Higher US shale oil production helped offset the impact of these disruptions with Brent crude oil prices averaging marginally lower at \$ 108.7 per barrel in 2013.

The most concerning chapter for India during last two years was the weakening of rupee against dollar, the rise in crude prices may add downside pressure on rupee. The rupee may trade on negative note on the back of rise in risk aversion in the global markets in view of geo-political tension in Iraq and Ukraine. Further, dollar demand from importers and intervention from central Bank may keep currency under pressure.

The outlook for the Indian economy has improved in the first quarter of 2013-14 with cautiously positive business sentiments, improved consumer confidence, expectations of a modest recovery in growth and decline in inflation expectations. GDP growth at 4.7 % in Q3 of 2013-14, was slightly higher than that in the previous year.

A moderate recovery is likely to set in 2014-15 broadly in line with the Reserve Bank's indicated projections in January, 2014. However, data revisions for previous quarters and the consequent changes in base effects impart uncertainty to the growth trajectory ahead. The pace of recovery, nevertheless, is likely to be modest. The recovery is likely to be supported by investment activity and improved business and consumer confidence, with a stable government at the center.

Source:

- General Assessment of the Macroeconomic Situation, Organization for Economic Co-operation & Development (OECD) Economic Outlook, Volume 2014/1.
- Macro Economic and Monetary Developments 2014-15 Report by Reserve Bank of India.

2. Industry Overview

Weak demand conditions kept global commodity price indices, for most of the primary commodities, well contained during 2013. In the baseline scenario, commodity prices are unlikely to increase significantly during 2014. The

demand pressures are expected to remain muted against the backdrop of an expected gradual recovery in the advanced and emerging market economies and improved supplies. Brent crude oil spot prices averaged around US\$ 108/ barrel (bbl) during Q4 of 2013-14. As per the US Energy Information Administration (EIA), the Brent crude oil price is projected to average at US\$ 105/bbl and US\$ 101/bbl in 2014 and 2015 respectively, thus imparting a mild softening bias.

There has been considerable increase in refining capacity in the country over the years. The refining capacity has been increased by over 15% since 2011. It is expected that the refining capacity of the country will reach to 307 MMTPA by the end of XII plan period i.e. 2017. The Refinery production (crude throughput) was 222 MMT during 2013-14 as against 219 MMT in 2012-13.

Refining margins were weak during the year 2013-14. Increasing domestic US light crude production has dramatically cut demand for imported gasoline, with US exports of surplus gasoline competing with those from Europe in the West African and Latin American markets. The picture is unlikely to improve for refiners in the coming year. The price differential between 'light -sweet' and 'heavy sour crude oil' remained at the same level as it was in the manufacture, giving no reward for processing sour crudes.

Comparison of Major Product Cracks during 2012-13 & 2013-14

PRODUCT CRACKS	FY 13-14(\$/BBL)	FY 12-13(\$/BBL)
NAPHTHA	-6.63	-8.17
MS	9.92	12.12
HSD	14.83	15.11
ATF	14.22	16.18
F.O	-11.69	-8.8

Crude Imports by India:

Over the years, crude oil import has been growing due to increased refining capacities and India imports 80 % of its total crude requirement. This trend is expected to continue as there is no much improvement in the domestic production and new discoveries of crude oil.

India imported 190 MMT of crude during the year 2013-14 compared to 185 MMT in 2012-13. Though the crude prices on an average (Brent \$ 107.5/bbl) during the financial year 2013-14 was lower as compared to the previous financial year 2012-13 price of (Brent \$ 110/bbl). The volatility in the prices of crude oil and exchange fluctuations has a huge impact on the crude and product valuations.

India's consumption & production pattern of petroleum products

('000 MT)

Product	Consumption		Production	
	2013-14	2012-13	2013-14	2012-13
LPG	16336	15603	10115	9830
MS	17128	15741	30267	30120
NAPHTHA	11454	12283	18420	18851
ATF	5505	5271	11237	10189
SKO	7165	7501	7412	8057
HSD	68369	69164	93749	91090
F.O & LSHS	6193	7656	13423	15840
PET COKE	11651	10135	11261	7813
TOTAL	143801	143354	195884	191790

Source: Petroleum Planning & Analysis Cell, MoP&NG, Govt. of India (PPAC)

The consumption of petroleum products in financial year 2013-14 is increased by 0.3% compared to financial year 2012-13 and the Production

Mangalore Refinery and Petrochemicals Limited

has increased by 2.13% in financial year 2013-14 compared to financial year 2012-13.

Exports of petroleum products by India and MRPL

(‘000 MT)

PRODUCTS	INDIA*	MRPL
MS	15447	186
NAPHTHA	8366	1362
ATF	5777	1640
DIESEL	26557	1024
FUEL OIL	6159	2216
TOTAL	62306	6428

*Source (PPAC)

Your company contributes 10.31%, Out of the total exports of petroleum products by India.

With production exceeding consumption, India continues to be an exporter of petroleum products. Indian Refiners are investing in upgrading the product quality to International standards and convert low value products to high value products.

Your company has achieved the ever highest Refinery throughput of 14.55 MMT during the financial year 2013-14 as compared to 14.40 MMT in financial year 2012-13.

Production by MRPL during the year financial year 2013-14

PRODUCT	(‘000 MT)
LPG	268
MS	1086
MIXED XYLENE	196
NAPHTHA	1349
SKO	261
HSD	5501
ATF	1787
VGO	406
F.O	2281
ASPHALT	169
LSHS	28
CRMB	11
SULPHUR	54
TOTAL	13397

3. Opportunities & Threat :

Phase-III expansion cum Up-gradation project of your Company is almost completed. Your Company is expecting to raise its crude processing capacity from 15 MMTPA to 18 MMTPA by March 2018 through a low cost expansion with an estimated Capital Expenditure (CAPEX) of INR 3,000 Cr to INR 3,600 Cr. Your Company has successfully commissioned a 3.0 MMTPA Delayed Coker unit (DCU) that started in April, 2014 and on the verge of commissioning a 2.2 MMTPA Petrochemical Fluidized Catalytic Cracker Unit (PFCCU). Further your Company will attain a value chain addition on commissioning of the downstream polypropylene unit with feedstock being polymer grade propylene from PFCC unit. These new units will be major margin drivers and expected to improve the margins per barrel of crude processed by your Company.

Oil refinery business is US Dollar (USD) dominated. The prices for both the crude oil and products are based on international quotes, exchange fluctuation in Rupee vs Dollar rate are automatically factored and provides a natural hedge against exchange rate volatility in normal course. However, sudden and high fluctuation causes impact. Any fluctuation in the international crude prices gets captured in the sale price to a large extent so long as the prices of the products follow the same pattern as that of fluctuation in crude oil prices.

Your Company imports as well exports, which provides a natural hedge against exchange fluctuation. Efforts are made to match the exposure in USD to the extent possible. Volatility in crude and product prices impacting refining margins. Your Company imports around 80% of its requirement of crude oil and is presently exporting approximately 47% of the total production, where sale proceeds are realized in USD and even in case of domestic sales where the sale prices are based on trade/ import parity prices in International market; there is a natural hedge to a large extent. Your Company exports its major products like HSD, ATF and MX under tender on average of the monthly prices, which reduces the risk of intra month price fluctuations. However sudden fluctuations in crude and product prices will have significant effect on the margins of your Company.

4. Risks & Concerns :

Your company operates in a business environment that is characterized by increasing globalization, intensifying competition and more complex technologies, which have their own sets of risks and concerns impacting the business.

Crude supply risk:

Refineries are susceptible to the risk of timely supply of crude oil for smooth production to avoid shortage of crude which may result into reduction in throughput. Because of the nature of its operations Crude supply risk may be caused due to any stressed geo-political situation with the supplier nations, non-availability of suitable vessels and reduction of crude supply by Organization of the Petroleum Exporting Countries (OPEC).

Your Company has been continuously making efforts for diversifying the sources of procurement of crude by adding additional countries as well as grades of crude. Your Company initially had only term contract with NIOC (National Iranian Oil Company of Iran) but at present we are having term contracts for procurement of crude with various suppliers like SAUDI ARAMCO (National Oil Company of Kingdom of Saudi Arabia), ADNOC (National Oil Company of Government of Abu Dhabi), and Kuwait Petroleum Corporation (KPC). Your Company has also supply agreement with ONGC Group for procurement of crude from its various oil fields like Bombay High, Ravva etc. on arm's length basis. Your Company may also be compelled to procure crude through spot tender from international markets to meet the shortfall, if any.

Price risk

This risk relates to the fluctuation of crude oil prices and refined petroleum product prices in the international market. With oil's stature as a high-demand global commodity comes the possibility that major fluctuations in price can have a significant economic impact. The two primary factors that impact the price of oil are supply & demand and market sentiment. In oil usage of trade, demand refer to consumption pattern of oil by world's major economies and supply means output of crude oil from OPEC (Organisation of Petroleum Countries). While as market sentiment is attributed to geo-political situation like tensions we have at present in the Middle East, Africa and Ukraine.

The Oil business is dependent on the margin between crude oil prices and refined petroleum product prices for profitability. Your Company has adopted a conscious business strategy for procurement of crude oil by keeping proportion of spot/ trial crude oils at optimal levels to have cost effective crude purchase in the projected market scenario.

To mitigate price risks, your Company enters into long-term contracts as well as open international markets to source crude oil at competitive prices. Management prepare its rolling plan months ahead to identify any changes in the profile of price risk and takes appropriate action on a timely basis. Other approaches to drive down costs include an increase in the use of cheaper tough crudes and use of blending to improve the product slate.

Foreign exchange risk

This risk relates to the impact of foreign exchange fluctuations because of the Company's exposure to foreign currency imports/exports as part of its normal operations.

Foreign exchange fluctuations are managed in accordance with the guidelines and limitations defined in the "Risk Management Policy" approved by the Board of Directors. Your Company has already constituted a Risk Management Committee to look into this matter. Foreign Exchange Risk Management Committee reviews periodically the exchange fluctuations price.

Your Company also floats tenders for export of products which also mitigates foreign exchange risk to the extent of export realizations.

Refinery margin risk

Operating efficiency and access to crude oil of the required quantity, quality and price has a significant impact on the Company's performance. While refined product normally tracks changes in feedstock prices, there is a lag which can impact short-term working capital requirements and profitability.

There is a pressure on Gross Refinery Margins (GRM) due to Fuel Oil and Naphtha exports. Surplus volume of Fuel Oil and Naphtha after meeting domestic demand are exported. However, with the Delayed Coker Unit (DCU) in place, Fuel Oil export would be reduced as it will be processed in DCU to produce products having higher realization value. Export of Naphtha may also be reduced on commissioning of ONGC Mangalore Petrochemicals Limited (OMPL) as Naphtha will be sold to OMPPL at an expected realization higher than the realization from exports.

Your Company has also perceived risk as regards to supply of utilities viz. steam and power from the Captive Power Plant (CPP) of the Phase-III unit being built by M/s BHEL due to continuous delay. Your Company could run part of the commissioned units of the Phase-III with the extended steam and power facilities from Phase-I and Phase-II facilities of the refinery which leads to negative effect on gross operating margins of the company. Further, Petro Fluidized Catalytic Cracking Unit (PFCCU) which is a margin driver of your Company can be commissioned only on constant availability of steam and power from BHEL's Captive Power Plant (CPP) of the Phase-III.

Your company has already taken up this matter with the Chairman of BHEL to expedite the process of commissioning of Phase-III Power plant, delay of which is causing enormous loss to the Company.

Increased production efficiency through technological advances is another ongoing mitigating factor. Business Process Optimization meetings are held internally to analyse the trends and way forward for the following months to optimize the margins.

Marine insurance cover risk

Marine Insurance cover for import of Iranian crude is presently arranged through the National Iranian Oil Company (NIOC). Your Company is in the process of having alternative arrangement for sourcing crude in case the US and European Union sanctions are fully made operational and sourcing of crude from Iran becomes difficult.

Reputational risk

This risk relates to the potential commercial and reputational damage that could result from a health, safety or environmental incident or conflicts with local communities, terrorism, or the geo-political location of refinery. The Company is at risk given the nature of its operations.

The Company has a Health, Safety and Environmental (HSE) policy and other HSE Management systems (HSEMS) in place. These are communicated to employees and training is provided on a regular basis. Necessary tools are in place to monitor emissions in plants/ refineries and medical expertise and support is available at all locations. Regular reviews are carried out to ensure compliance with HSE policy/ HSEMS and adherence to regulatory requirements. The Company engages and works closely with local communities to maintain relationships and to ensure that concerns are heard and acted upon in a timely manner.

Other unforeseen Natural risk

Your company is also concerned on various negative factors like shortage of water, depleted water reservoirs due to poor monsoon and other natural calamities which could impact the operation of the refinery.

However, your Company has formulated a well-defined policy framework including implementation procedure and monitoring mechanism for the risk management system. Risk Managers are evaluating the identified risks on regular basis and also identifying new risks with the mitigation measures and reporting to the Risk co-ordinator. The enterprise risk management overview document is placed before the Audit Committee and Board on quarterly basis.

5. Strategic Business Pursuits & Future Outlook :

Your Company have signed an MoU with Government of Karnataka for setting up a Linear Alkyl Benzene (LAB) Plant (for producing raw materials to

manufacture detergent) and to expand its Refining capacity to 18/21 MMTPA subject to techno economic viability and availability of required infrastructure at Mangalore with an approximate investment of ₹ 8,500 Cr.

As you are aware that your Company has implemented mega expansion and Upgradation project with huge capital investment. The facilities coming up will not only provide opportunities to your Company to process wide range of crudes (Opportunity Crudes) but also source them at a cheaper cost. The new units will increase the distillate yield of the refinery to around 80% and also produce value added products viz Propylene. The Propylene produced will be converted to Polypropylene in its Polypropylene unit. Your Company being the only company in south India to produce Polypropylene, it will be able to channelise this product in the South market. Pet-coke another product which is growing at the rate of 8.63 %, CAGR will find an easy way in this demand driven market. The product quality of entire MS and HSD will be upgraded to Euro standards, not only meeting the country's demand can also get a good price in the international markets.

6. Internal Control Systems:

Your Company has a well established internal control review mechanism which assures effective internal control environment to the Audit committee and Board of Directors.

Your Company is constantly improving and upgrading its system of internal control, towards ensuring management effectiveness and efficiency, reliable reporting on operations and finances and to secure high-level legal compliance and risk management. Your Company has in place adequate systems of internal control commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorised use or losses, executing transactions with proper authorisation and ensuring compliance of corporate policies.

The Internal Audit Department is supervised by the Audit Committee and it continuously monitors the effectiveness of the internal control with an objective to provide to the Board of Directors, an independent, objective and reasonable assurance on the adequacy and effectiveness of the organisation's risk management, control and governance processes. The Internal Audit Department assesses opportunities for improvement in business processes, systems and controls; provides recommendations designed to add value to the organisation and follows up on the implementation of corrective actions and improvements in business processes after review by the Audit Committee and the Senior Management.

7. Performance :

During the financial year 2013-14 your Company has achieved new heights of performance both on physical and financial parameters and surpassed its past performance by setting up a new bench mark.

Your Company has processed highest ever crude of 14.59 MMT during the year against 14.41 MMT during the previous year (up by 1.25%), and posted the highest ever turnover of ₹75,226 Crores as against ₹68,834 Crores in the previous year (up by 9.29%) and Export Turnover of ₹ 35,392 Crores against ₹ 33,340 Crores during the previous year (up by 6.15%).

8. Human Resources :

During the year 2013-14, your Company continued to enjoy cordial and harmonious relations with the collectives and as evidence to the same not a single man-hour was lost on account of any industrial disturbance.

Total employee strength as on 31/03/2014 was 1715 including 127 women employees, 191 SC/ST employees and 7 Physically Challenged employees. 704 employees belong to Management cadre whereas 1011 employees belong to Non-Management cadre.

9. Cautionary Statement :

Statements in the Management Discussion and Analysis and Directors' Report describing the Company's objectives, projections and estimates, are forward-looking statements and progressive within the meaning of applicable laws and regulations. Actual results may vary from those expressed or implied, depending upon economic conditions, Government Policies and other incidental factors. Readers are cautioned not to place undue reliance on the forward looking statements.

COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 619(4) OF THE COMPANIES ACT, 1956 ON THE ACCOUNTS OF MANGALORE REFINERY AND PETROCHEMICALS LIMITED, MANGALORE FOR THE YEAR ENDED 31 MARCH, 2014

The preparation of financial statements of **Mangalore Refinery and Petrochemicals Limited**, Mangalore for the year ended 31 March, 2014 in accordance with the financial reporting framework prescribed under the Companies Act, 1956 is the responsibility of the management of the Company. The Statutory Auditors appointed by the Comptroller and Auditor General of India under Section 619(2) of the Companies Act, 1956 are responsible for expressing opinion on these financial statements under Section 227 of the Companies Act, 1956 based on independent audit in accordance with the standard on Auditing prescribed by their professional body, the Institute of Chartered Accountants of India. This is stated to have been done by them vide their Audit Report dated 24.05.2013.,

I, on behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit under Section 619(3)(b) of the Companies Act, 1956 of the financial statements of **Mangalore Refinery and Petrochemicals Limited**, Mangalore for the year ended **31 March, 2014**. This supplementary audit has been carried out independently without access to the working papers of the Statutory Auditors and is limited primarily to inquiries of the Statutory Auditors and company personnel and a selective examination of some of the accounting records. On the basis of my audit, nothing significant has come to my knowledge which would give rise to any comment upon or supplement to Statutory Auditor's report under Section 619(4) of the Companies Act, 1956.,

For and on the behalf of the
Comptroller & Auditor General of India

(G. SUDHARMINI)

Principal Director of Commercial Audit and
Ex-Officio Member Audit Board, Chennai

Place : Chennai
Date : 10.07.2014

SUSTAINABLE DEVELOPMENT PERFORMANCE REPORT

Mangalore Refinery & Petrochemicals Limited is looking into potential hydrocarbon value chain optimization avenues for sustainable development. The pivotal emphasis is on recovering value from low value hydrocarbons such as petcoke, refinery offgas and internal fuel oil.

After successful commissioning of the Delayed Coker Unit as a part of the Phase III expansion project, MRPL produces Pet Coke, a low value solid hydrocarbon, from the short residue stream. MRPL is exploring sustainable options to utilize this pet coke for firing in utility boilers to produce steam for power generation along with capture of the associated pollutant - sulfur molecule. This will not only help in production of cheaper power, but also in reduction of SOx emission from the refinery complex. Also, this project will aim to release internal fuel oil which is currently being fired in the boilers, for upgradation into various lighter molecules like Polypropylene, diesel etc. via delayed coking route. In-house feasibility study of the project with support from potential technology suppliers is being carried out.

MRPL is also looking into option of recovering valuable ethylene from low value PFCC off gas and supplying into downstream petrochemical complexes. Also, the recovered ethylene can be used as a co-monomer along with propylene to produce hetro-polymers of polypropylene which have more market value than that of the homo-polymer. The in-house viability study along with the potential increase in profitability estimations are being carried out with inputs from downstream petrochemical complexes and ethylene recovery technology suppliers.

The Phase-3 Refinery Complex Captive power plant facilities and some of the process heaters are designed to burn Natural Gas as fuel. The infrastructure to bring natural gas to Mangalore is being assessed by various gas suppliers. Subject to economics, utilization of natural gas will not only reduce SOx emissions but also open up the avenue of converting the low value internal fuel oil into high value hydrocarbons. In similar lines, MRPL is also exploring the feasibility of installing a new gas turbine considering Natural Gas / other Refinery streams as fuel in the Phase-1 & Phase-2 Refinery Complex.

INDEPENDENT AUDITORS' REPORT

To the Members of

Mangalore Refinery And Petrochemicals Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Mangalore Refinery And Petrochemicals Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- in the case of the Statement of Profit and Loss, of the PROFIT for the year ended on that date; and
- in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of Section 227 (4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- As required by Section 227(3) of the Act, we report that:
 - We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - In our opinion, the Balance Sheet, Statement of Profit and Loss, and CashFlow Statement comply with the Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956;
 - Being a Government company, provision of Clause (g) of Sub-section (1) of Section 274 of the Companies Act, 1956, is not applicable as per notification no. GSR 829(E) dated October 21, 2003, issued by the Ministry of Corporate Affairs.

For GOPALAIYER AND SUBRAMANIAN
Chartered Accountants
Firm Registration No 000960S

CA. S KASI VISWANATHAN
Partner
Membership No.026975

Place : New Delhi
Date : 20th May 2014

For A.RAGHAVENDRA RAO & ASSOCIATES
Chartered Accountants
Firm Registration No 003324S

CA. A.RAGHAVENDRA RAO
Partner
Membership No. 007533

Annexure to Independent Auditors' Report

Referred to in Paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date.

- The Company has maintained proper records, showing full particulars, including quantitative details and situation of fixed assets.
 - All the assets have not been physically verified by the management during the year but there is a regular programme of verification, which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. As per the reports submitted by the company, no material discrepancies have been noticed on such verification.
 - In our opinion and according to the explanations given to us, the Company has not disposed off substantial part of fixed assets, during the year and the Going Concern Concept of the Company has not been affected.
- We are informed that the inventories of stores and spares are physically verified, during the year, by the management on a continuing basis as per programme of perpetual inventory. Inventories of other items have been physically verified at the year end, the frequency of which, in our opinion is reasonable, having regard to the size of the company and nature of its business.
 - In our opinion and according to the explanation given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- The company is maintaining proper records of inventory. The discrepancies noticed on verification by the Management between the physical stock and book records have been properly dealt with in the books of account and were not material.
- The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
 - The Company has not taken any loans, secured or unsecured from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. And consequently, the reporting requirements of clause (iii) (f) and (iii) (g) of paragraph 4 of the Companies (Auditor's Report) Order, 2003, are not applicable.
- In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and nature of its business, with regard to the purchases of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system of the company.

Mangalore Refinery and Petrochemicals Limited

- (v) a) In our opinion and according to the information and explanations given to us, there is no contract arrangement that needs to be entered in the register required to be maintained in pursuance of section 301 of the Companies Act, 1956.
- b) Accordingly, the reporting requirement of clause (v) (b) of paragraph 4 of the Companies (Auditor's Report) Order, 2003 is not applicable
- (vi) According to the information and explanations given to us, the Company has not accepted any deposits from the public during the year and hence the directives issued by the Reserve Bank of India and provisions of sections 58A, 58AA or any other relevant provisions of the Companies Act, 1956 and the rules framed there under are not applicable.
- (vii) In our Opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (viii) We have broadly reviewed the Cost Records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under section 209 (1) (d) of the Companies Act 1956, for maintenance of Cost Records and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained.
- (ix) a) According to the information and explanations given to us and as per the records of the company, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty and other statutory dues with the appropriate authorities during the year. There are no arrears of undisputed statutory dues of material nature outstanding for a period of more than 6 months, from the date on which they became payable. However, provisions of Employees State Insurance Act are not applicable to the Company
- b) According to the information and explanations given to us and as per our verification of records of the company, the disputed amounts of tax which are not deposited with appropriate authorities as at 31st March, 2014, are as follows:

Name of the Statute	Nature of the Dues	Total Amount (₹ Millions)	Period to which the amount relates (Financial Year)	Forum where the dispute is pending
The Karnataka Sales Tax Act, 1957/ Central Sales tax Act, 1956	Central Sales Tax- Penalty	4.53	2009-10	Karnataka Appellate Tribunal
	Central Sales Tax- Interest	18.33	2009-10	Karnataka Appellate Tribunal
	Value Added Tax - interest	0.43	2006-07	Appellate Authority - JCCT Mangalore
	Value Added Tax - interest	0.13	2009-10	Karnataka Appellate Tribunal
	Value Added Tax - interest	0.66	2010-11	Karnataka Appellate Tribunal
	Value Added Tax - Penalty	3.48	2011-12	Appellate Authority - JCCT Mangalore
	Value Added Tax - interest	4.80	2011-12	Appellate Authority - JCCT Mangalore
Income Tax Act, 1961	Income Tax / Interest / Penalty	122.48	AY 2006-07	Income Tax Appellate Tribunal - Mumbai
	Income Tax / Interest / Penalty	56.75	AY 2010-11	Commissioner of Income Tax(Appeals) - Mumbai
The Customs Act, 1962	Customs Duty/Interest/Penalty	105.42	1996-2006	Supreme Court of India
		603.02	1997-2008	CESTAT - Bangalore
		3.24	1995-2007	Commissioner (Appeals) - Mangalore
Central Excise Act, 1944	Central Excise Duty/ Service Tax/ Interest/ Penalty	56.33	2000-01 to 2013-14	Commissioner (Appeals)- Mangalore
		142.19	1996-97 to 2012-13	CESTAT - Bangalore
		0.52	2002-03 To 2012-13	Joint Secretary,MOF
		26.72	1999-2000 TO 2012-13	Commissioner - Mangalore
Total		1149.03		

- (x) The Company has no accumulated losses at at 31st March 2014. The Company has not incurred cash losses during the year and in the immediately preceding Financial Year.
- (xi) According to information and explanations given to us and as per our verification of the records of the company, the company has not defaulted in repayment of dues to the financial institutions and banks.
- (xii) The Company has not granted any loans or advances on the basis of the security by way of pledge of share, debenture and other securities.
- (xiii) Since the company is not a Chit Fund/ Nidhi/ Mutual Benefit Fund/ Society, the related reporting requirements are not applicable.
- (xiv) The Company was dealing in Mutual Fund Investments during the Year. Proper Records of Transactions and Contracts have been maintained and timely entries have been made. The said investments have been held by the company in its own name.
- (xv) According to the information and explanations given to us, the terms and conditions of the Guarantees given by the Company, for the loans taken by New Mangalore Port Trust from Banks and Financial Institutions, are not prejudicial to the Interest of the Company. Except for the above, the Company has not given any guarantee, for loans taken by others, from banks or financial institutions.
- (xvi) According to the information and explanations given to us, the company has availed term loans during the year and the same have been applied for the purpose for which the Loans were obtained except ₹15,861.05 Million availed at the end of the year invested in deposits with banks.
- (xvii) According to the information and explanations given to us and on an overall examination of the Financial Statements of the Company, we report that the funds raised on short term basis have not been utilized for long term investment.
- (xviii) During the year the Company has not made any preferential allotment of shares .
- (xix) The Company has no outstanding debentures at the end of the year.
- (xx) The Company has not raised any money by public issues during the year.
- (xxi) According to the information and explanation given to us, no fraud on or by the Company has been noticed or reported during the year.

For GOPALAIYER AND SUBRAMANIAN **For A.RAGHAVENDRA RAO & ASSOCIATES**
Chartered Accountants Chartered Accountants
Firm Registration No 000960S Firm Registration No 003324S

CA. S KASI VISWANATHAN
Partner
Membership No.026975

CA. A.RAGHAVENDRA RAO
Partner
Membership No. 007533

Place : New Delhi
Date : 20th May 2014

BALANCE SHEET AS AT 31ST MARCH 2014

		(₹ in Million)	
	Note No.	As at 31st March, 2014	As at 31st March, 2013
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	2	17,526.64	17,526.64
(b) Reserves and Surplus	3	53,162.08	47,150.26
2 Non-current liabilities			
(a) Long-term borrowings	4	88,535.67	57,807.91
(b) Deferred tax liabilities (Net)	5	4,702.69	7,343.28
(c) Other Long term liabilities	6	19.03	0.31
(d) Long-term provisions	7	466.95	451.43
3 Current liabilities			
(a) Short-term borrowings	8	-	11,990.03
(b) Trade payables	9	210,311.71	109,607.64
(c) Other current liabilities	10	19,237.63	14,130.92
(d) Short-term provisions	11	1,214.35	1,003.76
TOTAL		395,176.75	267,012.18
II. ASSETS			
Non-current assets			
1 (a) Fixed assets			
(i) Tangible assets	12	59,896.13	57,768.52
(ii) Intangible assets		18.08	37.80
(iii) Capital work-in-progress		85,515.47	75,544.81
(b) Non-current investments	13	150.02	150.02
(c) Long-term loans and advances	14	2,736.57	4,831.52
(d) Other non-current assets	15	2,694.84	974.35
2 Current assets			
(a) Inventories	16	84,489.61	67,152.61
(b) Trade receivables	17	44,811.45	39,726.97
(c) Cash and Bank balances	18	106,723.29	16,058.55
(d) Short-term loans and advances	19	7,231.36	4,616.57
(e) Other current assets	20	909.93	150.46
TOTAL		395,176.75	267,012.18
Significant Accounting Policies	1		
Other Disclosure	31		
See accompanying notes to the Financial Statements			

As per our report of even date attached

For GOPALAIYER AND SUBRAMANIAN
Chartered Accountants
Firm Registration No. : 000960S

CA S. KASI VISWANATHAN
Partner
Membership No. 026975
New Delhi : 20TH May, 2014

For A. RAGHAVENDRA RAO & ASSOCIATES
Chartered Accountants
Firm Registration No. : 003324S

CA A. RAGHAVENDRA RAO
Partner
Membership No. 007533

DINESH MISHRA
Company Secretary

For and on behalf of the Board

D K SARRAF
Chairman

P P UPADHYA
Managing Director

VISHNU AGRAWAL
Director (Finance)

Mangalore Refinery and Petrochemicals Limited

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Million)			
	Refer Note No.	for the year ended 31st March, 2014	for the year ended 31st March, 2013
I. Revenue from operations	21	752,304.11	688,377.15
Less: Excise Duty		34,156.19	31,420.45
Net Revenue from Operations		718,147.92	656,956.70
II. Other income	22	3,201.71	1,118.82
III. Total Revenue (I + II)		721,349.63	658,075.52
IV. Expenses:			
Cost of materials consumed	23	708,525.17	654,001.82
Increase (-) / decrease In stock	24	-6,740.75	-11,161.53
Employee benefits expenses	25	2,154.74	1,845.60
Finance costs	26	3,214.41	3,285.53
Depreciation and amortization expense	27	7,064.17	6,044.10
Other expenses	28	4,153.78	9,273.00
Total expenses		718,371.52	663,288.52
V. Profit/(Loss) before exceptional and extraordinary items and tax (III-IV)		2,978.11	-5,213.00
VI. Exceptional items	29	-1,118.85	-444.54
VII. Profit/(Loss) before extraordinary items and tax (V - VI)		4,096.96	-4,768.46
VIII. Extraordinary Items		-	-
IX. Profit/(Loss) before tax (VII- VIII)		4,096.96	-4,768.46
X Tax expenses:			
(1) Current / MAT tax (Refer note 31.27)		725.73	-
(2) Prior Year's Tax adjustments		-	-11.23
(3) Deferred tax (Refer note 31.09)		-2,640.59	2,811.88
XI Profit/(Loss) for the year (IX - X)		6,011.82	-7,569.11
XII Earnings per equity share:	30		
(1) Basic		3.43	-4.32
(2) Diluted		3.43	-
Significant Accounting Policies	1		
Other Disclosure	31		
See accompanying notes to the Financial Statements			

As per our report of even date attached

For and on behalf of the Board

For GOPALAIYER AND SUBRAMANIAN
Chartered Accountants
Firm Registration No. : 000960S

For A. RAGHAVENDRA RAO & ASSOCIATES
Chartered Accountants
Firm Registration No. : 003324S

D K SARRAF
Chairman

CA S. KASI VISWANATHAN
Partner
Membership No. 026975
New Delhi : 20TH May, 2014

CA A. RAGHAVENDRA RAO
Partner
Membership No. 007533

P P UPADHYA
Managing Director

DINESH MISHRA
Company Secretary

VISHNU AGRAWAL
Director (Finance)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

	for the year ended 31st March, 2014	for the year ended 31st March, 2013
(₹ in Million)		
A CASH FLOW FROM OPERATING ACTIVITIES		
Profit Before Tax	4,096.96	-4,768.46
Adjustments for :		
- Depreciation / Amortisation	7,060.15	6,044.10
- Loss/ (Profit) on sale of Fixed Assets	15.29	27.84
- Provisions/ Liability Written back	-51.60	-156.43
- Provision for Doubtful Debts/ Advances / Deposits and write offs	164.54	92.42
- Foreign Currency translation- Net	-4,519.62	373.69
- Interest Expenses	3,214.41	3,285.53
- Interest/ Dividend Incomes	-3,085.79	-905.57
Operating Profit before Working Capital changes	6,894.34	3,993.12
Adjustment for :		
- Trade and other receivables	-8,205.91	-4,376.37
- Inventories	-17,337.00	11,023.15
- Trade payable and provisions	109,559.57	-673.98
Cash generated from operations	90,911.00	9,965.92
- Direct taxes paid (net of refunds)	-1,381.00	-1,093.43
Cash flow before Prior Period items	89,530.00	8,872.49
- Prior Period items (cash items)	104.54	-53.87
Net Cash flow from Operating Activities	(a) 89,634.54	8,818.62
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed assets	-15,018.05	-23,350.87
Sale of Fixed assets	21.48	32.11
Interest/ Dividend Income received	2,318.67	1,047.24
Tax Paid on Interest Income	-308.37	-92.45
Investments (Net)	-	273.28
Net Cash flow from Investing Activities	(b) -12,986.27	-22,090.69
C CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Issue of Share Capital	-	-45.93
Proceeds from Long Term Borrowings	29,017.41	18,919.54
Proceeds from Short Term Borrowings	-11,990.03	-6,616.20
Interest and Finance charges paid	-2,996.63	-3,238.59
Dividend and Dividend tax paid	-	-2,036.92
Net Cash flow from Financing Activities	(c) 14,030.75	6,981.90
Net Increase / (Decrease) in Cash and Cash Equivalents	(a+b+c) 90,679.02	-6,290.17
Cash and Cash Equivalents as at the beginning of the year	15,879.92	22,170.09
Cash and Cash Equivalents as at the end of the year	106,558.94	15,879.92
	90,679.02	-6,290.17
1 Cash and Cash Equivalents		
Cash balances including imprest	1.53	0.73
Bank Balances with Schedule Banks**	106,557.41	15,879.19
	106,558.94	15,879.92

** Excludes balances in current account/deposit account of interest warrant / refund accounts, under lien, pledge with banks / Govt. authorities ₹ 164.35 Million (Previous Year ₹ 178.63 Million)

2 Previous Year's figures have been re-grouped/ re-classified wherever necessary to confirm to the current year's presentation.

As per our report of even date attached

For GOPALAIYER AND SUBRAMANIAN
Chartered Accountants
Firm Registration No. : 000960S

CA S. KASI VISWANATHAN
Partner
Membership No. 026975
New Delhi : 20TH May, 2014

For A. RAGHAVENDRA RAO & ASSOCIATES
Chartered Accountants
Firm Registration No. : 003324S

CA A. RAGHAVENDRA RAO
Partner
Membership No. 007533

DINESH MISHRA
Company Secretary

For and on behalf of the Board

D K SARRAF
Chairman

P P UPADHYA
Managing Director

VISHNU AGRAWAL
Director (Finance)

NOTES

NOTE 1

SIGNIFICANT ACCOUNTING POLICIES

1 Accounting Conventions and Basis of Presentation / Accounting

- 1.1 The financial statements are prepared under the historical cost convention, in accordance with the Generally Accepted Accounting Principles (GAAP), the provisions of the Companies Act, 1956 and the Accounting Standards issued under the Companies (Accounting Standards) Rules, 2006
- 1.2 All income and expenses to the extent considered receivable / payable with reasonable certainty are accounted for on accrual basis.

2 Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. The difference between the actual results and estimates are recognised in the period in which the results are known / materialised.

3 Cash Flow Statement

Cash Flow Statement has been prepared in accordance with the indirect method prescribed in Accounting Standard - 3 issued under the Companies (Accounting Standards) Rules, 2006 and as required by the Securities and Exchange Board of India.

4 Fixed Assets

- 4.1 Land is stated at historical cost less amortisation wherever applicable.
- 4.2 Other Fixed assets are stated at historical cost less accumulated depreciation/ amortisation and impairment.
- 4.3 Spares received along with the Plant or Equipment and those purchased subsequently for specific machinery and having irregular use are capitalised.
- 4.4 During the period of construction, directly identifiable expenses are capitalised at the first instance and all other allocable expenses are capitalised proportionately on the basis of the value of the assets.
- 4.5 Cost for this purpose includes purchase prices, taxes and duties (net of cenvat), incidental expenses, erection / commissioning expenses, technical knowhow fee, professional fee, interest upto the date the asset is put to use and exchange rate differences arising on long term foreign currency monetary items in so far as they relate to the acquisition of depreciable assets etc.

5 Impairment

Impairment of cash generating units / assets is ascertained and considered where the carrying cost exceeds the recoverable amount being the higher of net realisable amount and value in use.

6 Depreciation / Amortisation

- 6.1 Depreciation on Fixed Assets (including those taken on lease) is provided on Straight Line Method, at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956.
- 6.2 Cost of leasehold land is amortised over the lease period. Cost of leasehold lands where the transfer of ownership to the company on expiry of the lease period is eventually certain are not amortised.
- 6.3 Depreciation on amounts capitalised on account of foreign exchange fluctuation is provided prospectively over residual life of the assets.
- 6.4 Depreciation on spares, having irregular use and purchased subsequent to the installation of specific machinery is provided prospectively over residual life of the specific machinery and written down value of the spare is charged to statement of Profit and Loss as and when replaced.

7 Intangible Assets

Cost incurred on intangible asset, resulting in future economic benefits are capitalised as intangible assets and amortised on equated basis over the estimated useful life of such assets.

8 Investments

- 8.1 Long term investments are valued at cost. Provision is made in the accounts for any diminution, other than temporary in nature.
- 8.2 Current Investments are valued at lower of cost and fair value.

9 Inventories

Inventories are valued at lower of cost or net realisable value. Cost of inventories comprises of purchase cost and other costs incurred in bringing inventories to their present location and condition. The cost has been determined as under:

- 9.1 Raw material - on First in First out (FIFO) basis.
- 9.2 Finished Products - at Raw material ,Conversion cost and excise duty.
- 9.3 Stock-in-Process - at Raw material and Proportionate Conversion cost.
- 9.4 Stores, Spares and other trading Goods - on weighted average cost basis

10 Revenue Recognition

- 10.1 Sales are recognised on transfer of custody of goods to customers and includes all statutory levies except Value Added Tax (VAT) and is net of discounts.
- 10.2 Dividend income is recognised when the right to receive the dividend is established.
- 10.3 Interest income is recognised on a time proportion basis
- 10.4 Revenue from sale of scrap are recognised on transfer of custody of goods to customers.
- 10.5 Revenue in respect of Liquidated Damages from contractors/ suppliers is recognised when determined as not payable.
- 10.6 Excise duty recovery from customer is deducted from Turnover (gross). Excise duty differential between closing and opening stock of excisable goods is included under other expenses.

11 Claims

- 11.1 Claims/Surrenders on/to Petroleum Planning and Analysis Cell, Government of India are booked on 'in principle acceptance' thereof on the basis of available instructions/clarifications subject to final adjustments, as stipulated.
- 11.2 Insurance Claims
 - 11.2.1 In case of total loss of asset, on intimation to the insurer, either the carrying cost of the asset or insurance value (subject to deductible excess) whichever is lower is treated as claims recoverable from insurance company. In case insurance claim is less than the carrying cost of the asset, the difference is charged to statement of Profit and Loss .
 - 11.2.2 In case of partial or other losses, expenditure incurred / payments made to put such assets back into use, to meet the third party or other liabilities (Less deductible excess) if any, are accounted for as claims receivable from insurance company. Insurance Policy deductible excess are expensed in the year of corresponding expenditure is incurred'
 - 11.2.3 As and when claims are finally received from the insurance company, the difference, if any, between the claim receivable from insurance company and claims received is adjusted to statement of Profit and Loss
- 11.3 All other claims and provisions are booked on the merits of each case.

12 Foreign Currency Transactions

- 12.1 Foreign Currency Transactions are accounted for at the exchange rates prevailing on the date of the transactions.
- 12.2 The foreign currency assets / liabilities of monetary items are translated using the exchange rates prevailing on the reporting date.
- 12.3 The exchange differences on translation of foreign currency transactions on the reporting date are recognised as income or expense and adjusted to the statement of profit and loss except exchange differences arising on reporting of long term foreign currency monetary items in so far as they relate to the acquisition of depreciable capital assets are added to /or deducted from cost of the assets.
- 12.4 The mark to market losses (net) in respect of un-expired forward contracts entered into to hedge the risk of changes in foreign currency exchange rates on future export sales against the existing contract are recognised in the statement of profit and loss .

13 Employee Benefits

- 13.1 All short term employee benefits are recognised at their undiscounted amount in the accounting period in which they are incurred. Employee Benefits under defined contribution plans comprising provident fund and superannuation fund are recognised on the undiscounted obligations of the company to contribute to the plan. The same is paid to Provident Fund Trust authorities and to Life Insurance Corporation of India respectively, which are expensed during the year
- 13.2 Employee benefits under defined benefit plans comprising of Gratuity, leave encashment, long service emblem, post retirement medical benefits and other long term retirement benefits are recognised based on the present value of defined benefit obligation, which is computed on the basis of actuarial valuation using the Projected Unit Credit Method. Actuarial liability in excess of respective plan assets in respect of gratuity is recognised during the year.
- 13.3 Actuarial gains and losses are recognised in the statement of Profit and Loss as income or expenses.
- 13.4 Undiscounted amount of short-term liability on account of un-availed leave is determined and provided for at the year end.
- 13.5 Provision for Gratuity as per actuarial valuation is funded with a separate trust.

14 Leases

- 14.1 Lease rentals in respect of finance lease are segregated into cost of assets and interest component by applying the implicit rate of return.
- 14.2 Assets acquired on lease where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease rentals are charged to the statement of Profit and Loss on accrual basis.

15 Borrowing Costs

Borrowing costs that are attributable to acquisition, construction or production of qualifying assets, are capitalised as part of the cost of such assets. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for intended use. All other borrowing costs are charged to the statement of Profit and Loss.

16 Research and Development expenditure

Capital expenditure on Research and Development is capitalised under the respective fixed assets. Revenue expenditure thereon is charged to statement of Profit and Loss.

17 Taxes on Income

- 17.1 Current tax is determined on the basis of taxable income computed in accordance with the provisions of the Income Tax Act, 1961.
- 17.2 Deferred tax is recognised on timing differences between taxable and accounting income/expenditure that originates in one period and are capable of reversal in one or more subsequent period(s). Deferred Tax Asset is recognised on the basis of virtual/reasonable certainty about its realisability, as applicable.
- 17.3 The Carrying amount of Deferred tax assets are reviewed at each balance Sheet date.

18 Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities, if material, are disclosed by way of notes. Contingent Assets are neither recognised nor disclosed in the financial statements. .

NOTE 2 SHARE CAPITAL

2.1 Details of Authorised, Issued and Subscribed and Paid up share capital

2.1.1 Share Capital	As at 31st March, 2014		As at 31st March, 2013	
	Number	₹ in Million	Number	₹ in Million
Authorised				
Equity Shares of ₹ 10 each	1,900,000,000	19,000.00	1,900,000,000	19,000.00
Redeemable Preference Shares @ 0.01% Non Cumulative, ₹ 10 each (Previous Year ₹ 10 each)	100,000,000	1,000	100,000,000	1,000
Total	2,000,000,000	20,000.00	2,000,000,000	20,000.00
2.1.2 Equity Share Capital				
Issued Subscribed & Paid up				
Equity Shares of ₹ 10 each	1,752,598,777	17,525.99	1,752,598,777	17,525.99
Forfeited Shares		0.65		0.65
Total	1,752,598,777.00	17,526.64	1,752,598,777.00	17,526.64
2.1.3 Preference Share Capital				
Issued Subscribed & Paid up				
Nil (Previous Year 0.01% Non Cumulative, Redeemable Preference Shares of ₹ 5 each)	-	-	-	-
Total	-	-	-	-
2.1.4 Total Issued, Subscribed & paid Up (2.1.2+2.1.3)	1,752,598,777.00	17,526.64	1,752,598,777.00	17,526.64

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2.2 Reconciliation of shares

2.2.1 Equity Shares

Shares outstanding at the beginning of the year	1,752,598,777	17,525.99	1,752,598,777	17,525.99
Shares outstanding at the end of the year	1,752,598,777	17,525.99	1,752,598,777	17,525.99

2.2.2 Preference Shares

Shares outstanding at the beginning of the year	-	-	9,186,242	45.93
Shares redeemed during the year	-	-	9,186,242	45.93
Shares outstanding at the end of the year	-	-	-	-

2.3 Rights, preferences and restrictions attached

Particulars	Equity Shares	Preference Shares
Distribution of Dividend	As approved by Shareholders in AGM	Fixed @ 0.01% on Face Value
Repayment of Capital	Not Applicable	Redemption in two Equal Installment (1st July 2011 and 1st July 2012)

2.4 Shares held by holding or ultimate holding company or its subsidiaries or associates

1,255,354,097 Equity Shares (1,255,354,097 Equity Shares) are held by ONGC Limited, the holding company.

2.5 Details of shareholders holding more than 5% of total shares

Equity Shares

Name of Shareholder

	As at 31st March, 2014		As at 31st March, 2013	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Oil and Natural Gas Corporation Limited	1,255,354,097	71.63%	1,255,354,097	71.63%
Hindustan Petroleum Corporation Limited	297,153,518	16.96%	297,153,518	16.96%

2.6 No shares are reserved for issue under options and contracts/commitments for the sale of shares/disinvestment

2.7 Forfeited Shares

As at 31st March, 2014		As at 31st March, 2013	
No. of Shares Forfeited	Amount paid up in ₹ Million	No. of Shares Forfeited	Amount paid up in ₹ Million
-	0.65	-	0.65

NOTE 3 RESERVES AND SURPLUS

	As at 31st March, 2014 ₹ in Million	As at 31st March, 2013 ₹ in Million
3.1 Capital Redemption Reserve (Refer Note a)		
As per Last Balance Sheet	91.86	45.93
Transfer from Profit and Loss account	-	45.93
Closing Balance	91.86	91.86
3.2 Securities Premium Account		
As per Last Balance Sheet	3,490.53	3,490.53
3.3 General Reserve		
As per Last Balance Sheet	1,192.00	1,192.00
Add : Current Year Transfer	-	-
Closing Balance	1,192.00	1,192.00
3.4 Statement of Profit and Loss		
As per Last Balance Sheet	42,375.87	49,990.91
Add : Profit / (Loss) for the year	6,011.82	(7,569.11)
Less : Transfer to Capital Redemption Reserves	-	45.93
Closing Balance	48,387.69	42,375.87
Total	53,162.08	47,150.26

Note

- a Capital redemption Reserve created on Redemption of Preference share capital of ₹ 91.86 Million during 2011-12 and 2012-13.

NOTE 4 LONG TERM BORROWINGS

	As at 31st March, 2014 ₹ in Million	As at 31st March, 2013 ₹ in Million
4.1 SECURED		
Term loans : From Banks		
4.1.1 External Commercial Borrowing (ECB) (Refer Note a)	38,948.00	16,293.00
(Secured by first pari passu Charge over immovable fixed assets and first ranking pari passu charge over movable fixed assets both present and future).		
Terms of Repayment:		
During 2015-16 : ₹ 1,348.20 Million		
During 2016-17 : ₹ 2,471.70 Million		
During 2017-18 : ₹ 9,287.60 Million		
During 2018-19 : ₹ 24,492.30 Million		
During 2019-20 : ₹ 898.80 Million		
During 2020-21 : ₹ 449.40 Million		
	38,948.00	16,293.00
4.2 UNSECURED		
4.2.1 From Others : Term Loan from OIDB (Refer Note b)		
Terms of Repayment:	8,000.00	7,000.00
During 2014-15 : ₹ 2,000.00 Million		
During 2015-16 : ₹ 2,750.00 Million		
During 2016-17 : ₹ 2,750.00 Million		
During 2017-18 : ₹ 1,750.00 Million		
During 2018-19 : ₹ 750.00 Million		
4.2.2 Deferred payment liabilities (Refer Note c)	2,159.17	2,693.51
Terms of Repayment:		
During 2014-15 : ₹ 534.34 Million		
During 2015-16 : ₹ 555.83 Million		
During 2016-17 : ₹ 458.17 Million		
During 2017-18 : ₹ 526.54 Million		
During 2018-19 : ₹ 400.00 Million		
During 2019-20 : ₹ 218.63 Million		
4.2.3 Loans and advances from related parties (Refer Note d)		-
Terms of Repayment:	39,428.50	31,821.40
During 2014-15 : ₹ 6,857.20 Million		
During 2015-16 : ₹ 6,857.20 Million		
During 2016-17 : ₹ 6,857.20 Million		
During 2017-18 : ₹ 6,857.20 Million		
During 2018-19 : ₹ 6,857.20 Million		
During 2019-20 : ₹ 6,857.20 Million		
During 2020-21 : ₹ 5,142.50 Million		
	49,587.67	41,514.91
Total	88,535.67	57,807.91

Notes:

- The interest rate for ECB are based on 6 month LIBOR plus spread. Effective Interest rates are 3.26%, 3.63%, 2.82%, 2.44% and 2.79% on ₹ 5,992.00 Million, ₹ 8,988.00 Million, ₹ 17,976.00 Million, ₹ 2,996.00 Million and ₹ 2,996.00 Million respectively.
- The interest rate for OIDB term loan are 8.89 %, 9.04%, 8.73%, 8.98%, 8.94%, 9.27%, 9.06%, 9.15% and 9.27% on ₹ 2,737.50 Million, ₹ 262.50 Million, ₹ 1,250 Million, ₹ 2,750 Million, ₹ 87.90 Million, ₹ 1,537.50 Million, ₹ 399.60 Million, ₹ 282.50 Million and ₹ 692.50 Million respectively.
- Deferred Payment liability representing Sales Tax deferment is with Nil Interest rate .
- The interest rate on Term loan from related Parties i.e ONGC is 10.70 % (SBAR minus 3.85%) on ₹ 46,285.70 Million .
- ₹ 9,391.54 Millions (Previous year ₹ 5,778.60 Millions) is repayable within 1 year and the same has been shown as "Current Maturities of Long Term Debts" under Note 10.

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NOTE 5 DEFERRED TAX LIABILITIES (NET)

The Company has Deferred Tax Liabilities as at 31st March 2014 of ₹ 4,702.69 Million (Previous Year ₹ 7,343.28 Million). The Breakup of Deferred Tax Liabilities is as under:

	As at 31st March, 2014 ₹ in Million	As at 31st March, 2013 ₹ in Million
5.1 Deferred Tax Liabilities		
WDV Difference on Assets	7,759.67	7,343.28
Total 5.1	7,759.67	7,343.28
5.2 Deferred Tax Assets (Refer Note 31.09)		
43B Disallowances	11.38	-
Carry Forward Depreciation	2,711.79	-
Others	333.81	-
Total 5.2	3,056.98	-
Net Deferred Tax Liabilities (5.1-5.2)	4,702.69	7,343.28
NOTE 6 OTHER LONG TERM LIABILITIES		
Other Liabilities		
	19.03	0.31
Total	19.03	0.31
NOTE 7 LONG TERM PROVISIONS		
Employee Benefits		
Leave Encashment (unfunded) (Refer Note 31.12.01)	374.03	359.01
Post retirement Medical and Other Benefits (Unfunded) (Refer Note 31.12.01)	92.92	92.42
Total	466.95	451.43
NOTE 8 SHORT TERM BORROWINGS		
8.1 Secured		
Short term Loan From Banks : Working Capital		
(Secured by way of hypothecation of Company's stocks of raw materials, finished goods, stock-in-process, stores, spares, components, book debts, outstanding moneys receivable, claim, bills, contracts, engagements, securities, both present and future and further secured by second ranking pari passu charge against Company's immovable and movable Fixed Assets both present and future.	-	41.83
	-	41.83
8.2 Unsecured		
External borrowing		
Short term Loan From Banks : Buyers Credit	-	11,948.20
	-	11,948.20
Total	-	11,990.03
NOTE 9 TRADE PAYABLES		
Trade Payables		
Outstanding dues to Micro & Small Enterprises	0.70	-
Outstanding dues to other than Micro & Small Enterprises (Refer Note a)	210,311.01	109,607.64
Total	210,311.71	109,607.64
Note		
a Includes ₹ 7,353.15 Millions (Previous year ₹ 11,246.24 Millions) backed by Parent company Guarantee - ONGC.		
NOTE 10 OTHER CURRENT LIABILITIES		
Current maturities of long-term debt (UnSecured) (Refer note 4.2.1, 4.2.2 & 4.2.3)	9,391.54	5,778.60
Unpaid dividends (Refer Note a)	140.92	156.37
Interest on Matured Debentures (Refer Note b)	0.19	0.19
Deposits from Suppliers/Contractors/Others	112.28	103.48
Liability for Gratuity (Refer note c)	18.22	95.14
Payable against Capital goods (Refer Note 31.24)	4,698.74	3,643.75
Liability for Statutory Payments	839.66	602.99
Liability for Employees	226.58	74.08
Interest Accrued but not due	334.72	116.94
Payable to Oil Companies on refund from Commercial taxes	2,884.48	2,884.48
Others payables	590.30	674.90
Total	19,237.63	14,130.92

Notes

- a No amount is due for payment to Investor Education Protection Fund.
- b Provision for Interest towards disputed Claims
- c Net of amount receivable/ payable from/to Gratuity trust

NOTE 11 SHORT TERM PROVISIONS

11.1 Employee Benefits

For Leave (Unfunded) (Refer Note 31.12.01)

For Post retirement Medical and Other Benefits (Unfunded) (Refer Note 31.12.01)

11.2 Others

Others (Refer Note a)

Total

	As at 31st March, 2014 ₹ in Million	As at 31st March, 2013 ₹ in Million
11.1 Employee Benefits		
For Leave (Unfunded) (Refer Note 31.12.01)	46.30	33.31
For Post retirement Medical and Other Benefits (Unfunded) (Refer Note 31.12.01)	7.91	3.67
11.2 Others		
Others (Refer Note a)	1,160.14	966.78
Total	1,214.35	1,003.76

Note

- a The company had recognised liability based on substantial degree of estimation for excise duty payable on clearance of goods lying in stock as on 31st March 2014 and for 31st March 2013 for ₹ 1,155.18 Million and ₹ 961.75 Million respectively.

NOTE 12 FIXED ASSETS

Fixed Assets	Refer Note	Useful Life in Years	Gross Block				Depreciation/ Amortisation				Net Block	
			As at 1st April, 2013	Additions/ adjustments during the year	Deductions/ Adjustments during the year	As at 31st March, 2014	As at 1st April, 2013	Charge for the year	Deductions/ Adjustments during the year	As at 31st March, 2014	As at 31st March, 2014	As at 31st March, 2013
			₹ in Million	₹ in Million	₹ in Million	₹ in Million	₹ in Million	₹ in Million	₹ in Million	₹ in Million	₹ in Million	₹ in Million
12.1 Tangible Assets												
Land : Freehold			17.65	-	-	17.65	-	-	-	17.65	17.65	
Land under lease	a, b		261.48	-	3.78	257.70	0.61	0.08	-	0.69	257.01	260.87
Buildings			3,713.69	51.90	0.66	3,764.93	802.49	78.09	0.08	880.50	2,884.43	2,911.20
Plant and Equipment	c, d		108,954.18	9,131.09	23.64	118,061.63	54,512.59	6,947.17	19.84	61,439.92	56,621.71	54,441.59
Furniture and Fixtures			145.71	22.89	1.65	166.95	75.84	9.74	1.15	84.43	82.52	69.87
Vehicles			107.34	-	51.02	56.32	40.00	7.48	23.97	23.51	32.81	67.34
Total Tangible Assets			113,200.05	9,205.88	80.75	122,325.18	55,431.53	7,042.56	45.04	62,429.05	59,896.13	57,768.52
12.2 Intangible Assets												
Goodwill	e	10	20.13	-	-	20.13	12.07	2.01	-	14.08	6.05	8.06
Computer software		10	4.47	-	-	4.47	2.34	0.45	-	2.79	1.68	2.13
Computer software		3	95.28	-	-	95.28	68.74	16.64	-	85.38	9.90	26.54
Computer software		7	0.81	-	-	0.81	0.45	0.12	-	0.57	0.24	0.36
Computer software		4	7.39	-	-	7.39	6.68	0.50	-	7.18	0.21	0.71
Licenses and franchise		3	56.50	-	-	56.50	56.50	-	-	56.50	-	-
Total Intangible Assets			184.58	-	-	184.58	146.78	19.72	-	166.50	18.08	37.80
Total			113,384.63	9,205.88	80.75	122,509.76	55,578.31	7,062.28	45.04	62,595.55	59,914.21	57,806.32
Previous Year			90,129.81	23,391.67	136.85	113,384.63	49,613.47	6,042.48	77.64	55,578.31	57,806.32	40,516.34
12.3 Capital Work In Progress	g										85,515.47	75,544.81

Notes

- a Includes ₹ 249.66 Million (Previous Year ₹ 253.74 Million) which has not been amortised in view of the fact that eventually the ownership will get transferred to the Company on expiry of the lease period, of which ₹ 7.75 Million (Previous Year ₹ 11.52 Million) is in the process being surrendered to Competent Authority. Net Block ₹ 7.75 Million (Previous Year ₹ 11.52 Million).
- b Includes land value ₹ 36.56 Million (Previous Year ₹ 40.34 Million), which is in possession of the company towards which formal lease deeds are yet to be executed. Net Block ₹ 36.56 Million (Previous Year ₹ 40.34 Million)
- c Includes ₹ 782.98 Million (Previous Year ₹ 782.98 Million) being Company's share of an asset jointly owned with another Company. Net Block ₹ 38.04 Million (Previous Year ₹ 79.39 Million).
- d Includes Office Equipments
- e Represents consideration for purchase of business (Nitrogen Plant) in excess of book value of net assets acquired.

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f The Company capitalises the borrowing cost and Exchange differences in the capital work in Progress (CWIP) and the amount capitalised during the year ended 31st March 2014 are ₹ 3,778.55 Million (Previous year ₹ 3,589.01 Million) and ₹ 1,710.35 Million (Previous year ₹ (56.88) Million) respectively. Borrowing cost and Exchange differences capitalised are disclosed in the " Additions/ adjustments during the year" column of different class of Assets. Asset-wise details of the same are included in the cost of Major heads of fixed Assets as given below:

Year	2013-14		2012-13	
	Exchange Difference	Borrowing Cost	Exchange Difference	Borrowing Cost
Buildings	9.43	1.65	-0.04	14.41
Plant and Equipment	400.45	250.59	-7.41	566.83
Pending Allocation	1,300.47	3,526.31	-49.43	3,007.77
Total	1,710.35	3,778.55	-56.88	3,589.01

(₹ in Million)

g Capital Work In Progress (Including Project expenses to be Capitalised appropriately)

	As at		As at	
	31st March 2014	31st March 2014	31st March 2013	31st March 2013
Capital Work-in-Progress		83,351.57		93,045.76
Project expenditure to be Capitalised appropriately				
Salaries, Wages & Gratuity	706.32		617.15	
Contribution to P.F & Superannuation Fund	89.20		77.07	
Staff Welfare Expenses	0.41		0.41	
Rates & Taxes	4.05		2.95	
Insurance	558.29		479.59	
Interest & Finance cost	6,985.79		3,681.29	
Exchange Loss (+)/ (Gain) (-)	1,277.19		-23.28	
Miscellaneous Expenses	1,638.61		946.63	
Depreciation	12.23	11,272.09	9.79	5,791.60
Total (a+b)		94,623.66		98,837.36
Less : Amount Capitalised to Fixed assets during the year		9,108.19		23,292.55
Net Capital Work-in-Progress		85,515.47		75,544.81

(₹ in Million)

h Depreciation/amortisation of Tangible and Intangible Assets for the year is allocated as given below:

Sl. No	Particulars	(₹ in Million)	
i	Charged to Statement of Profit & Loss	7,064.17	6,044.10
	Less: Charged to Statement of Profit & Loss as Fixed Assets held for Sale	0.31	3.38
ii	Transferred to expenditure during construction period (net)	2.44	1.76
iii	Adjustments related to Prior Period (Net)	-4.02	-
	Total	7,062.28	6,042.48

i Assets not in use and held for sale are shown under Other current Assets.

NOTE 13 NON CURRENT INVESTMENTS

	As at 31st March, 2014 ₹ in Million	As at 31st March, 2013 ₹ in Million
Trade Investments (Long term Investments)		
Investment in Equity instruments : Unquoted at Cost		
Shell MRPL Aviation Fuels and Services Limited.(1,50,00,000 Equity Shares of ₹ 10 each fully paid (Previous year ₹ 10 each)) (Refer Note a)	150.00	150.00
ONGC Mangalore Petrochemicals Ltd.(1,500 Equity Shares of ₹ 10 each fully paid (Previous year ₹ 10 each)) (Refer Note b)	0.02	0.02
Total	150.02	150.02

Notes

- a Shell MRPL Aviation Fuels and Services Limited.
- b ONGC Mangalore Petrochemicals Ltd.
- c Aggregate Value of Unquoted Investments

Joint Venture
Associate
150.02 Million

NOTE 14 LONG TERM LOANS AND ADVANCES

(Unsecured and Considered good unless and otherwise stated)

	As at 31st March, 2014		As at 31st March, 2013	
	₹ in Million	₹ in Million	₹ in Million	₹ in Million
14.1 To related Party				
Advance towards Equity share				
ONGC Mangalore Petrochemicals Ltd.	599.99		599.99	
Mangalam Retail Services Limited	0.50	600.49	0.50	600.49
Capital Advance				
Mangalore SEZ Limited		131.50		131.50
14.2 Others				
Capital Advance	1,039.32		2,431.42	
Unsecured, considered doubtful	3.40		3.40	
Less: Provision for doubtful loans and advances	3.40	1,039.32	3.40	2,431.42
Employee Advance (Refer note a)		236.09		195.60
Deposits with Custom, Port etc		0.01		0.01
Income Tax Paid (Net of Provision)		254.87		1,016.77
Deposit with Others		474.29		455.73
Total		2,736.57		4,831.52

Note

- a Includes loans having repayment schedule of more than 7 years
Employee Advance stated above includes :

	As at 31st March, 2014 ₹ in Million	As at 31st March, 2013 ₹ in Million
Directors	-	1.09
Other Officers of the company	0.30	0.59
	0.30	1.68
Accrued Interest On Employees Loan scheme	33.26	25.61
Income Tax Paid Under Disputes	2,661.58	948.74
Total	2,694.84	974.35

NOTE 15 OTHER NON CURRENT ASSETS

Accrued Interest On Employees Loan scheme
Income Tax Paid Under Disputes

Note 16 INVENTORIES

	As at 31st March, 2014		As at 31st March, 2013	
	₹ in Million	₹ in Million	₹ in Million	₹ in Million
Raw Materials	27,133.05		7,257.03	
Raw Materials in transit	15,486.42	42,619.47	25,521.18	32,778.21
Stock -in- Process		4,661.66		2,351.30
Finished goods	35,129.97		30,699.58	
Less : Provision for Stock Loss	5.91	35,124.06	5.91	30,693.67
Stores and spares	2,005.19		1,246.15	
Stores and spares in transit	164.71		168.76	
Less : Provision for Slow/Non Moving Inventories	85.48	2,084.42	85.48	1,329.43
Total		84,489.61		67,152.61

NOTE 17 TRADE RECEIVABLES

Trade Receivables (Unsecured)

	As at 31st March, 2014 ₹ in Million	As at 31st March, 2013 ₹ in Million
Due for a period less than six months		
Considered good (Refer note a)	44,811.45	39,697.11
Considered doubtful	120.23	48.70
Less: Provision for doubtful debts	120.23	48.70
	44,811.45	39,697.11
Due for a period exceeding six months		
Considered good	-	29.86
Considered doubtful	758.72	665.73
Less: Provision for doubtful debts	758.72	665.73
	-	29.86
Total	44,811.45	39,726.97

Note

- a Above includes ₹ 733.78 Million (Previous year ₹ 963.31 Million) backed by Bank Guarantee.

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NOTE 18 CASH AND BANK BALANCES

	As at 31st March, 2014		As at 31st March, 2013	
	₹ in Million	₹ in Million	₹ in Million	₹ in Million
18.1 Cash & Cash Equivalents				
Balances With Banks				
Current Accounts	10.96		195.89	
Deposit Accounts : Upto 3 Months Maturity	99,572.25	99,583.21	14,683.30	14,879.19
Cash on Hand (including Imprest) & Gold Coin (Refer Note a)		1.53		0.73
18.2 Other Bank balances				
Deposit Accounts : 3 to 12 months maturity	6,974.20		1,000.00	
Unpaid Interest on debentures Account	0.19		0.19	
Unpaid Dividend Account	140.91		156.38	
Employee Benevolent Fund	6.43		5.62	
Deposit with Statutory Authorities as security deposit	16.82	7,138.55	16.44	1,178.63
Total		106,723.29		16,058.55

Note

a Includes Gold Coins valued ₹ 0.59 Million (Previous year ₹ 0.34 Million)

NOTE 19 SHORT TERM LOANS AND ADVANCES

(Unsecured and Considered good unless and otherwise stated)

	As at 31st March, 2014		As at 31st March, 2013	
	₹ in Million	₹ in Million	₹ in Million	₹ in Million
19.1 To related party				
ONGC Mangalore Petrochemicals Ltd.	14.53		12.45	
Mangalore SEZ Limited	1.17		2.06	
Petronet MHB Limited	6.59	22.29	5.83	20.34
19.2 To others				
Balance with Custom, Port, Trust etc.		3,220.37		3,032.34
Security Deposits with Customer				
Considered doubtful	7.52		7.52	
Less: Provision for doubtful Deposits	7.52	-	7.52	-
Advance to Employees	34.86		25.98	
Less: Provision for doubtful Advances	0.81	34.05	0.81	25.17
Other Deposits (Refer Note a)		3,954.65		1,538.72
Total		7,231.36		4,616.57

Note

a Includes an amount of ₹ 2,367.70 Million (Previous Year Nil) as Inter Corporate Deposit to Public Sector Undertakings

	As at 31st March, 2014 ₹ in Million	As at 31st March, 2013 ₹ in Million
Advance to Employees stated above includes :		
Directors	1.13	-
Other officers of the Company	0.04	0.13
Total	1.17	0.13

NOTE 20 OTHER CURRENT ASSETS

Other current assets		
Interest Accrued but not due on Bank Deposits	831.92	72.45
Claim Receivable from Insurance Company	0.05	0.05
Fixed Assets held for sale (Refer Note a ,b)	77.96	77.96
Total	909.93	150.46

Notes

a Includes Plant and Machinery and Other depreciable Assets which have been fully depreciated and freehold land at cost.

b Fixed Assets held for sale are valued at lower of cost or estimated realisable value.

NOTE 21 REVENUE FROM OPERATIONS

	For the Year ended 31st March, 2014 ₹ in Million	For the Year ended 31st March, 2013 ₹ in Million
21.1 Sale of products	752,261.15	688,335.61
21.2 Other operating revenues		
Sale Of Scrap	34.15	27.38
Liquidated Damages	8.81	14.16
Total	42.96	41.54
Total	752,304.11	688,377.15

NOTE 22 OTHER INCOME

22.1 Interest Income		
On Bank Deposit (Tax Deducted at Source ₹ 275.95 Million (Previous Year ₹ 88.38 Million)	1,789.36	533.21
On Inter Corporate Deposit (Tax Deducted at Source ₹ 32.42 Million (Previous Year ₹ 4.07 Million)	331.70	40.68
From Direct Marketing Customer	70.55	77.66
On Contractor Mobilisation Advance	44.54	98.42
On Employees Loan Scheme	13.41	10.49
On Oil Bonds	-	8.34
On Others	2.53	0.90
Total	2,252.09	769.70
22.2 Dividend Income		
Dividend received on UTI Investments (Short Term Investments)	821.70	120.87
Dividend received on Shell Investment (Long Term Investment)	12.00	15.00
22.3 Miscellaneous Income		
Liability no longer required written back	36.84	140.39
Excess Provisions written back	14.76	16.04
Income From Retail Outlet	0.96	0.35
Tender form Sale	0.39	0.52
Hire Charges	3.67	4.61
Recoveries from Employee	5.52	4.85
Miscellaneous Receipts	53.78	46.49
Total	115.92	213.25
Total	3,201.71	1,118.82

NOTE 23 COST OF MATERIALS CONSUMED

Raw Material: Crude Oil		
Imported	640,281.06	574,921.62
Indegenous	68,214.41	79,026.98
CRMB Modifier Cost		
Indegenous	29.27	52.79
Trading Goods		
Indegenous	0.43	0.43
Total	708,525.17	654,001.82

NOTE 24 INCREASE (-) / DECREASE IN STOCK

24.1 Closing Stock of:		
Finished Goods	35,129.97	30,699.58
Stock -in- Process	4,661.66	2,351.30
Total Closing Stock	39,791.63	33,050.88
24.2 Opening Stock of:		
Finished Goods	30,699.58	19,927.90
Stock -in- Process	2,351.30	1,961.45
Total Opening Stock	33,050.88	21,889.35
Increase (-) / Decrease in Stock	-6,740.75	-11,161.53

Mangalore Refinery and Petrochemicals Limited

NOTE 25 EMPLOYEE BENEFITS EXPENSES

	For the Year ended 31st March, 2014 ₹ in Million	For the Year ended 31st March, 2013 ₹ in Million
Salaries and Wages	1,748.16	1,327.33
Contribution to Provident and Other Funds	196.99	165.95
Staff Welfare Expenses	84.68	75.83
Provision for Leave	94.98	155.72
Provision for Gratuity	19.68	95.06
Provision for Post - Retirement, Medical and other long term benefits	10.25	25.71
Total	2,154.74	1,845.60

NOTE 26 FINANCE COSTS

	For the Year ended 31st March, 2014 ₹ in Million	For the Year ended 31st March, 2013 ₹ in Million
Interest expenses	2,345.88	2,179.07
Other borrowing costs	64.48	315.45
Net(Gain)/ Loss on Foreign Currency transactions and translation		
Exchange (gain)/ loss (net)	804.05	791.01
Total	3,214.41	3,285.53

NOTE 27 DEPRECIATION AND AMORTISATION EXPENSE

	For the Year ended 31st March, 2014 ₹ in Million	For the Year ended 31st March, 2013 ₹ in Million
On Tangible Assets	7,044.83	6,008.89
On Intangible Assets	19.34	35.21
Total	7,064.17	6,044.10

NOTE 28 OTHER EXPENSES

	For the Year ended 31st March, 2014 ₹ in Million		For the Year ended 31st March, 2013 ₹ in Million	
28.1 Other Expenses				
Power & Fuel	39,363.43		36,195.98	
Less : Own Consumption	39,038.64	324.79	35,929.32	266.66
Repairs and Maintenance				
Plant and Machinery	975.92		674.52	
Building	11.27		37.55	
Others	212.94	1,200.13	217.92	929.99
Stores, Spares and Chemical Consumed	700.03		990.89	
Less : Shown Under Other Heads	512.40		305.63	
Less : Advance Licence Benefit availed	202.51	-14.88	-	685.26
Packing Material Consumed		56.54		76.71
Rent		65.99		54.09
Insurance		179.06		136.00
Rates and Taxes		776.12		520.82
Excise Duty on Stock (Net)		199.63		217.99
Exchange Rate Fluctuation Loss		19.03		5,364.91
Director's Sitting Fees		0.98		0.90
Loss on Sale of Fixed Assets		16.12		28.79
Payment to Auditors				
Audit Fees	1.70		1.90	
For Taxation Matters	0.55		0.53	
For Certification Fees	1.20		0.92	
Reimbursement of Expenses	1.05	4.50	1.17	4.52
Miscellaneous Expenses		1,060.71		947.81
Total		3,888.72		9,234.45

	For the Year ended 31st March, 2014 ₹ in Million	For the Year ended 31st March, 2013 ₹ in Million
28.2 Provisions		
For Doubtful Debts	164.52	84.48
For Doubtful Advances/ Deposits	-	7.52
Total	164.52	92.00
28.3 Write Offs		
For Doubtful Advances	0.02	0.42
Total	0.02	0.42
28.4 Prior Period Items (Net)		
Depreciation(Net)	-4.02	-
Cost of Materials Consumed	73.86	-
Repairs and Maintenance	-4.81	-
Employee Benefits Expenses	0.62	2.39
Miscellaneous Expenses	10.16	-72.03
Sales	-	-25.49
Others	24.71	41.26
Total	100.52	-53.87
Grand Total (28.1+28.2+28.3+28.4)	4,153.78	9,273.00
NOTE 29 EXCEPTIONAL ITEMS (Refer Note 31.08)		
Cost of materials consumed	-1,118.85	-325.04
Miscellaneous Expenses	-	-119.50
Total	-1,118.85	-444.54

NOTE 30 EARNINGS PER EQUITY SHARE

	For the Year ended 31st March, 2014	For the Year ended 31st March, 2013
Numerator : Net Profit (₹ in Million)		
Basic	6,011.82	-7,569.11
Diluted	6,011.82	-7,569.11
Denominator : Average number of Equity Shares outstanding during the year		
Basic	1,752,598,777	1,752,598,777
Diluted	1,752,598,777	1,770,157,289
Nominal value Per Share		
Earning Per Share (in ₹)		
Basic (₹)	3.43	-4.32
Diluted (₹)	3.43	-
Reconciliation of Basic and Diluted Earning Per Share		
Net Profit (₹ in Million)	6,011.82	-7,569.11
Add : Interest on diluted portion of loans (Net of Tax) (₹ in Million)	-	-
Total	6,011.82	-7,569.11
Average No of Equity Shares	1,752,598,777	1,752,598,777
Number of Share in respect of loans having conversion clause	-	17,558,512
Average No of Equity Shares for Diluted Earnings per share	1,752,598,777	1,770,157,289

Note: Diluted EPS for the year ended 31st March 2013 is not given because Potential Equity Shares are anti Dilutive

Note :31 Other Disclosures

31.01 Intangible Assets - Research & Development (AS-26)

The Company during the year ended 31st March, 2014 has carried out activities relating to product development in the area of Bitumen Emulsion formulations, Establishing analytical methods using Ion-Chromatography & Atomic Absorption Spectrometer with Hydride Generator, Detailed Crude assay analysis using True Boiling Point Apparatus , Crude Compatibility Study, Physical and Chemical evaluation of Catalyst as a part of its R & D activities and has incurred expenditure as mentioned below. These expenditure are booked in respective natural heads of expenditure.

(₹ in Million)

Particulars	Revenue Expenditure	Capital Expenditure	Total
R & D Expenditure	3.83	5.03	8.86
	(4.66)	(Nil)	(4.66)

Note: Figures in brackets represent previous year.

31.02 Effects of changes in Foreign Exchange Rates (AS 11)

Pursuant to Notification no GSR (914)E dated 29th December 2011 issued by MCA , the Company has opted, from the financial year ending 31st March 2012, to adjust exchange difference arising on reporting of long term foreign currency monetary items, in so far as , they relate to the acquisition of depreciable assets, against the cost of such assets and depreciate the said adjustment, over the balance life of the assets.

Pursuant to Notification No. 17/133/2008-CL-V dated 9th August 2012 issued by MCA, the Company capitalised the exchange differences including for the period subsequent to the capitalisation of assets. Had this not been followed, the exchange differences amounting to ₹ 397.36 Million (Previous Year ₹ (3.13) million) relating to capitalized assets would have been debited to Profit and Loss Account and Fixed Assets would have been lower to that extent for the year ended 31st March, 2014 .

31.03 Employee Benefits (AS-15)

31.03.01 Brief Description: A general description on the type of Defined Benefit Plans are as follows:

a Earned Leave Benefit (EL):

Accrual – 32 days per year

Accumulation up to 300 days allowed

EL accumulated in excess of 15 days is allowed for encashment while in service provided the EL encashed is not less than 5 days.

b Sick Leave (SL) now converted to Half Pay Leave (HPL)

Accrual – 10 days per year (now converted to 20 days per year)

Encashment while in service is not allowed

Encashment on retirement is permitted ; restricted upto 300 days along with Earned leave.

c Gratuity:

15 days salary for every completed year of service. Vesting period is 5 years and the payment is restricted to ₹ 1 million.

d Long Service Emblem:

On completion of each milestone of service from the date of joining and also at the time of retirement, employees will be gifted with Gold Coin, weight depends on the milestone of service completed.

e Post Retirement Medical Benefits:

After retirement, on payment of one time lump sum contribution, the superannuated employee and his/her dependent spouse and dependent parents will be covered for medical benefit as per the rules of the Company.

f Retirement Benefits:

At the time of superannuation, employees are entitled for reimbursement of expenses towards travel, transportation of personal effects from their place of retirement to the new location upto certain limits depending on the designation of the employee at the time of retirement and one month's salary as settling allowance.

31.03.02 The following contributions to Defined Contributions Plans are treated as expenses during the year:

(₹ in Million)

Defined Contribution Plan	Expenses recognised during 2013-14	Contribution to Key Management Personnel
Employer's contribution to Provident Fund	123.20 (105.05) [92.99]	0.63 (0.38) [0.47]
Employer's contribution to Superannuation Fund	71.40 (58.73) [55.07]	0.79 (0.48) [0.59]

31.03.03 The amount recognised in the Balance Sheet for post employment benefit plans are as under:

(₹ in Million)

SI No.	Particulars	Gratuity (Funded)	Post Retirement Medical Benefit (Unfunded)	Other Retirement Benefits (Unfunded)
1	Present value of Funded Obligation	448.64	-	-
		(402.28)		
		[294.21]		
2	Fair Value of Plan Asset	428.96	-	-
		(307.22)		
		[261.55]		
3	Present Value of Unfunded Obligation	-	44.85	8.52
			(43.61)	(8.55)
			[35.60]	[6.61]
4	Unrecognised Past Service Cost	-	-	-
5	Net Liability	19.68	44.85	8.52
		(95.06)	(43.61)	(8.55)
		[32.66]	[35.60]	[6.61]

31.03.04 The amounts included in the fair value of plan assets of gratuity fund are as follows:

Defined Contribution Plan	2013-14	2012-13	2011-12
Reporting Enterprise's own financial instruments	Nil	Nil	Nil
Any Property occupied by, or other assets used by the reporting enterprise	Nil	Nil	Nil

31.03.05 Reconciliation showing the movements during the period in the net liability recognised in the balance sheet:

(₹ in Million)

SI No.	Particulars	Gratuity (Funded)	Post Retirement Medical Benefits	Other Retirement Benefits
1	Opening defined benefit obligation	402.28 (294.21) [254.34]	43.61 (35.60) [16.74]	8.55 (6.61) [6.04]
2	Service Cost	25.21 (22.82) [20.81]	2.92 (2.10) [18.36]	0.80 (0.74) [0.19]
3	Interest Cost	33.19 (25.74) [20.98]	3.60 (3.11) [1.38]	0.71 (0.58) [0.50]
4	Actuarial Losses / (Gains)	-2.66 (70.61) [8.89]	-3.17 (5.75) [-0.65]	-1.04 (1.37) [0.14]
5	Liability transfer in	Nil (Nil) [0.36]	- - -	- - -
6	Benefits paid	-9.37 (-11.10) [-11.18]	-2.11 (-2.95) [-0.23]	-0.50 (-0.75) [-0.26]
7	Closing defined benefit obligation	448.65 (402.28) [294.21]	44.85 (43.61) [35.60]	8.52 (8.55) [6.61]

31.03.06 The total expenses recognised in the statement of profit and loss are as follows:

(₹ in Million)

SI No.	Particulars	Gratuity (Funded)	Post Retirement Medical Benefits	Other Retirement Benefits
1	Current Service Cost	25.21	2.92	0.80
		(22.82)	(2.10)	(0.74)
		[20.81]	[1.13]	[0.20]
2	Interest on obligation	33.19	3.60	0.71
		(25.74)	(3.11)	(0.58)
		[20.98]	[1.38]	[0.50]
3	Expected return on plan assets	-26.73	-	-
		(-23.54)	-	-
		[-16.48]	-	-
4	Net actuarial losses / (gains) recognised in the year	-10.60	-3.17	-1.04
		(69.47)	(5.75)	(1.37)
		[4.82]	[-0.64]	[0.14]
5	Past Service Cost	-	-	-
		(-)	(-)	(-)
		[-]	[17.22]	[-]
6	Losses / (Gains) on curtailments and settlements	-	-	-
		-	-	-
		-	-	-
7	Total included in 'employee benefit expenses'.	21.07	3.35	0.47
		(94.49)	(10.96)	(2.69)
		[30.13]	[19.09]	[0.84]
8	Actual return on plan assets	34.67	-	-
		(24.69)	-	-
		[20.55]	-	-

31.03.07 Statement of Reconciliation of balance of Fair value of Plan Assets in respect of Gratuity :-

(₹ in Million)

SI No.	Particulars	31st March, 2014	31st March, 2013	31st March, 2012
1	Fair Value of Plan Assets at the beginning of the period	307.22	261.55	183.09
2	Expected return on plan assets	26.73	23.54	16.48
3	Contributions	96.44	32.08	68.74
4	Transfer from other Company	Nil	Nil	0.36
5	(Transfer to other Company)	Nil	Nil	Nil
6	(Benefit Paid)	(9.37)	(11.10)	(11.18)
7	Actuarial gains/ (losses) on Plan Assets	7.94	1.15	4.07
8	Fair Value of Plan Assets at the end of the period	428.96	307.22	261.55

31.03.08 Other disclosures

(₹ in Million)

Gratuity	31st March, 2014	31st March, 2013	31st March, 2012	31st March, 2011	31st March, 2010
Present value of Funded obligation as at the end of the period	448.64	402.28	294.21	254.34	175.15
Fair value of plan assets as at the end of the period	428.96	307.22	261.55	183.09	144.36
Surplus/(Deficit)	19.68	95.06	32.66	71.25	30.79
Experience Adjustment on plan liabilities loss/(gains)	22.23	10.12	24.33	65.37	22.95
Experience Adjustment on plan assets (loss) /gains	7.94	1.15	4.07	0.14	(0.67)
Post retirement Medical Benefits					
Present value of Unfunded obligation as at the end of the period	44.85	43.61	35.60	16.74	16.74
Experience Adjustment on plan liabilities (loss)/gain	0.11	1.65	1.29	(0.28)	8.64
Other Retirement Benefits					
Present value of Unfunded obligation as at the end of the period	8.52	8.55	6.61	6.04	6.28
Experience Adjustment on plan liabilities (loss)/gain	(0.45)	1.10	0.28	0.56	0.79

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31.03.09 Principal actuarial assumptions at the balance sheet date (expressed as weighted averages):

Sl. No.	Particulars	Gratuity (Funded)	Post Retirement Medical Benefits	Other Retirement Benefits
1	Discount Rate	8.75% (8.25%) [8.75%]	8.75% (8.25%) [8.75%]	8.75% (8.25%) [8.75%]
2	Expected return on plan assets previous	8.70% (9.00%) [9.00%]	- - -	- - -
3	Expected return on plan assets previous	8.70% (8.70%) [8.70%]	- - -	- - -
4	Annual increase in premium of med claim policy	- - -	NA (NA) [NA]	- - -
5	Annual increase in Salary	6.00% (6.00%) [5.00%]	- - -	6.00% (6.00%) [5.00%]

31.03.10 Gratuity (Funded) Defined Benefit Obligation - Category of Plan

Assets		(₹ in Million)		
Sl. No.	Particulars	2013-14	2012-13	2011-12
1	Government of India Bonds	153.48	154.28	129.96
		35.78%	50.21%	49.69%
2	Corporate Bonds	122.52	139.01	120.83
		28.56%	45.25%	46.20%
3	Others *	152.96	13.94	10.76
		35.66%	4.54%	4.11%
4	Total	428.96	307.23	261.55
		100.00%	100.00%	100.00%

* Includes investments in Insurance Companies ₹ 138.12 Million (Previous year Nil)

31.03.11 Sensitivity of Post Retirement Medical Expenses

(₹ in Million)				
Sl. No.	Particulars	2013-14	2012-13	2011-12
1	Change in Liability for 1% increase in discount rate	-5.62	-5.75	-1.71
2	Change in Liability for 1% decrease in discount rate	6.94	7.15	1.94
3	Change in Service Cost for 1% increase in discount rate	-	-	-0.06
4	Change in Service Cost for 1% decrease in discount rate	-	-	0.12

Note: Figures in parenthesis () represent figure of 2012-13 and [] represent figures of 2011-12

31.04 Borrowing Costs (AS-16)

Amount of borrowing costs capitalised during the year ended 31st March 2014 is ₹ 3,778.55 million (Previous year ₹ 3,589.01 million)

31.05 Segment Reporting (AS 17)

Segment wise Revenue, Results and Capital Employed

(₹ in Million)				
Sl. No.	Particulars	Year ended	Year ended	
		31st March, 2014	31st March, 2013	
		Audited	Audited	
1	Segment Revenue			
	A. Domestic Sale	364,185.36	323,511.06	
	B. Export Sale	353,919.60	333,404.10	
	Net Sales / Income from Operations	718,104.96	656,915.16	
2	Segment Result Profit / (Loss) before tax and interest from each segment			
	A. Domestic	2,664.80	2,465.70	
	B. Export	2,714.20	1,342.00	
	Total	5,379.00	3,807.70	
	Less:			
	i. Interest Payment	3,214.41	3,285.53	
	ii. Other unallocable expenditure net of unallocable income	-1,932.37	5,290.63	
	Profit / (loss) before Tax and Extraordinary Items	4,096.96	-4,768.46	
	Extraordinary Items	-	-	
	Profit / (loss) before Tax	4,096.96	-4,768.46	
3	Capital Employed (Segments Assets- Segment Liabilities)			
	A. Domestic Sale	24,395.35	25,414.37	
	B. Export Sale	20,416.10	14,312.60	
	Total	44,811.45	39,726.97	
	Unallocated	25,877.27	24,949.93	
	Total Capital Employed	70,688.72	64,676.90	
	Capital Expenditure	19,093.25	27,904.86	
	Depreciation & Amortisation	7,062.59	6,045.86	
	Other Non cash Expenses	-4,391.39	337.52	

31.06 Related Party Disclosure (AS-18)

31.06.01 The Company is a state controlled enterprise and the transactions with other state controlled enterprises are not required to be disclosed as per AS-18.

31.06.02 Key Management Personnel:

- Shri P.P.Upadhyaya, Managing Director Remuneration from April 2013 to March 2014 - ₹ 36,22,630/-
- Shri Vishnu Agrawal, Director (Finance) Remuneration from April 2013 to March 2014- ₹ 33,72,310/-

(iii) Shri V.G.Joshi, Director (Refinery) w.e.f 04.04.2013 Remuneration from April 2013 to March 2014- ₹ 30,00,528/-

31.06.03 Related Party details: (₹ in Million)

Particulars	ONGC Mangalore Petrochemicals Limited	Shell MRPL Aviation Fuels & Services Limited	Mangalam Retail Services Limited	Mangalore SEZ Limited	Petronet MHB Limited
Relationship	Associate	Joint Venture	Joint Venture	Associate	Associate
Sale of Products	2,564.58 (Nil)	5,877.10 (4,022.24)	Nil (Nil)	Nil (Nil)	Nil (Nil)
Transportation charges payable	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	62.57 (-39.72)
Reimbursement of expenditure by MRPL	0.91 (1.01)	Nil (Nil)	Nil (Nil)	13.59 (1.33)	Nil (Nil)
Salary and other establishment related expenses incurred by MRPL reimbursable by JV/ Associate.	1.26 (6.74)	0.33 (0.29)	Nil (Nil)	Nil (3.53)	29.18 (24.54)
Dividend received	Nil (Nil)	12.00 (15.00)	Nil (Nil)	Nil (Nil)	Nil (Nil)
Advance against Equity investment in JV / Associates	599.99 (599.99)	Nil (Nil)	0.50 (0.50)	Nil (Nil)	Nil (Nil)
Net Amount receivable/ adjustable as on 31st March 2014.	683.47 (12.45)	622.96 (406.91)	Nil (Nil)	119.37 (133.55)	6.59 (Nil)
Net Amount payable/ adjustable as on 31st March 2014.	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (1.83)

Note : Figures in brackets represent previous year figure

31.07 Leases (AS-19)

31.07.01 The Company has taken various premises under cancellable operating lease.

31.07.02 These lease agreements are normally renewed on expiry of the term.

31.07.03 Lease rental expenses for the year ended 31st March, 2014 in respect of operating leases are ₹ 37.70 Million (previous year ₹ 35.06 Million)

31.08 Exceptional Items

The Company has recognised ₹ 1,118.85 million as income under exceptional items, arising out of changed pricing terms for crude oil supply, pursuant to signing of Crude Oil Sale Agreement (COSA) with ONGC on 31st July 2013 effective from 1st April 2010.

31.09 Deferred Tax

The Company during the year has recognised deferred tax assets of ₹ 2,640.59 Million net of deferred tax liability (previous year Nil).

31.10 Financial Reporting of Interests in Joint Ventures (AS-27)

(₹ in Million)

Particulars	Shell MRPL Aviation Fuel Services Limited		Mangalam Retail Services Limited	
	2013-14 (Audited)	2012-13 (Audited)	2013-14 (unaudited)	2012-13 (Audited)
Proportion of the ownership interest	50%		45%	
Country of incorporation	India		India	
Aggregate amount of interest in Joint Venture (MRPL's share)				
Assets	1,781.37	1,473.89	0.59	0.61
Liabilities	1,436.64	1,188.61	0.24	0.29
Income	3,312.19	2,478.54	0.05	0.21
Expenditure including Tax Expenses	3,250.70	2,432.04	0.01	0.05
Contingent Liabilities	5.03	Nil	NA	Nil
Capital Commitments	Nil	Nil	NA	Nil

31.11 Provisions, Contingent Liabilities and Contingent Assets (AS -29) Movement in Provisions (₹ in Million)

Year	2013-14		2012-13	
	Debtors	Others	Debtors	Others
Opening Balance	714.43	103.12	629.95	96.55
Add : Provision made during the year	164.52	-	84.48	7.52
Less: Provision written back/reclassified/ reduction during year	-	-	-	0.95
Closing Balance	878.95	103.12	714.43	103.12

31.12 Provisions, Contingent Liabilities and Contingent Assets (AS -29)

31.12.01 Employee Benefits (₹ in Million)

Year	2013-14		2012-13	
	Leave	Other benefits	Leave	Other benefits
Opening Balance	392.32	96.09	290.19	76.11
Add : Provision made during the year	81.60	10.24	155.72	25.71
Less: Provision written back/reclassified/ reduction during year	53.59	5.50	53.59	5.73
Closing Balance	420.33	100.83	392.32	96.09

31.12.02 Contingent Liabilities not provided for in respect of :

- a Corporate Guarantee given by the Company towards loan of ₹ 3,372.30 Million (Previous Year ₹ 3,372.30 Million) sanctioned by certain bankers / financial institutions to New Mangalore Port Trust (NMPT) for construction of Jetties. Amount outstanding as at the close of the year ended 31st March, 2014, after adjusting the repayment made by NMPT is ₹ Nil (Previous Year ₹ Nil).

Mangalore Refinery and Petrochemicals Limited

b Claims against the Company not acknowledged as debt :

(₹ in Million)

Sr. No.	Particulars	As on 31st March, 2014	As on 31st March, 2013
1	Claims of Contractors / vendors in Arbitration / Court		
a)	Some of the contractors for supply and installation of equipment have lodged claims on the Company seeking revision of time of completion without liquidated damages, extended stay compensation and extra claims etc., which are contested by the Company as not admissible in terms of the provisions of the respective contracts. In case of unfavourable awards the amount payable would be capitalised ₹ 334.33 million / Revenue account ₹ 37.63 million [Previous year ₹ 327.39 million and ₹ 37.63 million respectively]	371.96	365.02
b)	One of the overseas customers has lodged damage claim for supply of off-spec cargo during 2008-09. The Company has disputed the claim and the issue is before the arbitrator.	365.72	Nil
2	Claims / counter claims of Customers		
	One of the customer has lodged a claim for damages for pre-closure of the contract. The Company has disputed the claim based on Force Majeure condition. In case of non acceptance of the stand taken by the Company the amount will be debited to the Profit & Loss account.	85.20	85.20
3	Others		
(a)	The New Mangalore Port Trust (NMPT) has claimed from the Company notified wharfage charges for handling cargo at oil berths for the period beyond MOU (berth No 10 from 16.10.2009 to 31st March, 2014 & for berth no 11 from 01.04.2011 to 31st March, 2014). The company has claimed that Memorandum of understanding, provides for arriving at a mutually agreeable rate subject to Government approval /TAMP (Tariff Authority for Major Ports) . The issue is now before Ministry of Shipping. The differential wharfage amount if any arising out of such decision will be debited / credited to the Profit & Loss Account in the year of such settlement.	1,897.82	1,563.62
(b)	This represents the potential liability which the company has undertaken for reimbursement to lessors, in case of any liability in their respective tax assessments. In case of any claim by lessors the same will be debited to Profit & Loss Account.	133.67	133.67
(c)	The claim of Mangalore SEZ Ltd. over and above the advance paid for land and rehabilitation & resettlement work.	37.43	37.43
(d)	Charges for delay in creation of security for ECB borrowings	Nil	2.26
	Total	2,891.80	2,187.20

In respect of all these claims, which are being contested by the Company as not admissible, it is not practicable to make a realistic estimate of the outflow of resource, if any, for settlement of such claim, pending resolution / award from Arbitrators / Court.

31.12.03 Disputed tax / Duty demands pending in appeal as on 31st March, 2014

- a) Income Tax: ₹ 2,840.81 Million (Previous Year ₹ 1,881.24 Million). Against this ₹ 2,661.58 Million (Previous year ₹ 948.74 Million) is adjusted / paid under protest and is included under loans & advances Note 14.
- b) Commercial Tax: ₹ 32.36 Million (Previous Year ₹ 24.09 Million)
- c) Excise Duty: ₹ 296.08 Million (Previous Year ₹ 324.08 Million) against this ₹ 70.33 Million (Previous Year ₹ 74.95 Million) was paid under protest and is included under loans & advances Note -19)
- d) Customs Duty: ₹ 711.68 Million (previous year ₹ 762.86 Million).

31.12.04 Capital and other commitments

- a) The estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) as on 31st March, 2014 ₹ 12,895.10 Million (Previous Year ₹ 19,896.30 Million).
- b) Other commitments as on 31st March, 2014
Pending commitment on account of Refinery performance improvement programme by M/s.Shell Global International Solution (M/s.Shell GIS) USD 2.44 Million.(Previous year USD 3.25 Million)

31.13 Insurance Coverage

The Company has covered its Fixed Assets under a mega risk insurance policy which is subject to sanctions limitation and exclusion by UK, EU and UN.

31.14 Trade Payables (NIOC)

The trade payables referred in Note no 9 includes ₹ 79141.99 million being overdue amount payable to National Iranian Oil Company (NIOC) pending settlement due to non finalisation of remittance channel arising out of UN/US/EU backed sanctions .

31.15 Land Usage of HPCL Land

MRPL is in possession of certain land provisionally measuring 39.76 acres ceded by HPCL for use by MRPL Phase III expansion and upgradation work .The consideration for such land is mutually agreed to be by way of swapping land in possession of MRPL. The final documentation in this regard is pending to be executed.

31.16 Valuation of Finished Products:

The overall gross margin percentage for all joint products is subtracted from the final net realisable value of each product to arrive at the total cost of each product which is taken as the basis for valuation of closing stock of finished products(Refer Policy No. 9.2 in Note 1 - "Statement of significant accounting policies").

31.17 Foreign Exchange exposures

31.17.01 Exposures not hedged by Derivative instruments or otherwise (net):

(₹ in Million)

Particulars	As on 31st March, 2014		As on 31st March, 2013	
	Foreign Currency	Equivalent Rupees	Foreign Currency	Equivalent Rupees
Imports USD	3,325.34	199,254.37	1,764.62	95,836.51
Creditors Euro	Nil	Nil	Nil	Nil
Creditors JPY	Nil	Nil	Nil	Nil
Creditors USD	Nil	Nil	0.01	0.54
Exports USD	341.33	20,452.49	312.30	16,957.89
Loans USD	650.00	38,948.00	520.00	28,241.20

31.17.02 Value of Imports on CIF basis: (₹ in Million)

Particulars	2013-2014	2012-2013
Capital Goods	56.57	119.26
Raw materials	653,951.57	558,690.88
Stores, Spares & Chemicals	856.45	534.18

31.17.03 Expenditure in Foreign Currency: (₹ in Million)

Particulars	2013-2014	2012-2013
Interest	1,118.33	1,665.90
Others	792.37	363.80

31.17.04 Earnings in Foreign Currency (₹ in Million)

Particulars	2013-2014	2012-2013
Exports (FOB Value)	339,523.81	321,798.45

31.18 Consumption of Raw Materials, Trading Goods, Stores, Spares and Chemicals (₹ in Million)

Particulars	2013-14		2012-2013	
	Value in ₹ Million	(%)	Value in ₹ Million	(%)
Raw Material: Crude Oil				
Imported	640,281.06	90.37%	574,921.62	87.91%
Indigenous	68,214.41	9.63%	79,026.98	12.08%
CRMB Modifier Cost				
Imported				
Indigenous	29.27	0.004%	52.79	0.01%
Total	708,524.74	100.00%	654,001.39	100.00%
Trading goods	0.43		0.43	
Stores, Spares and Chemicals (Gross)				
Imported	140.74	20.10%	544.28	54.93%
Indigenous	559.29	79.90%	446.61	45.07%
Total	700.03	100.00%	990.89	100.00%

31.19 The details about Non-resident shareholders are as follows:

Particulars as on	31st March, 2014	31st March, 2013
Number of Non-resident shareholders	18,932	19,536
No. of shares held by Non-resident shareholders	17,226,227	16,946,878
Dividend remitted to Non-resident shareholders during the year	Nil	₹ 21.54 Million

31.20 Loans and Advances :

Loans and advances (Note 14) includes refund claims of Custom Duty on project imports ₹ 378.71 Million (Previous year ₹ 378.71 Million) and Commercial Taxes ₹ 97.29 Million (previous year ₹ 158.30 Million). A refund due towards Commercial Taxes ₹ 2,884.43 Million (Refer Note no 19) for which there is a matching liability to pay to customers on receipt of the refund which is included under other current liabilities - liability for statutory payments(Note 10).

31.21 Commercial Tax incentives:

The Company, as per the Government of Karnataka notification, is entitled to Sales Tax deferment /exemption as follows:

Refinery Project	Amount (₹ in Million)	Availment period
Phase II	2,500.00 per annum *	14 years from the date of issue of notification viz., 21st June 2000

* Can also be availed as exemption of CST. The CST exemption is being availed from 01.04.2004 onwards. The deferment amount outstanding for Phase II unit till 31st March,2014 is ₹ 474.88 million.

31.22 The Company is yet to receive response for its confirmation letters from some of the trade receivables, Loans and Advances and trade payables. Reconciliation and adjustment will be effected on receipt of confirmations, which in the opinion of the management will not be significant.

31.23 Dues to Micro, Small & Medium enterprises:

The classification of the suppliers under Micro, Small and Medium Enterprises Development Act, 2006 is made on the basis of information made available to the company. The Company has neither paid any interest in terms of Section 16 of the above said Act nor any interest is remaining unpaid. No payments were made beyond the 'appointed date' to such enterprises during the year ended 31st March,2014. Amount outstanding to these enterprises payable within the 'appointed date' for the year ended 31st March, 2014 is ₹ 0.70 Million (Previous year Nil)

31.24 Price Reduction Clause

Note No.10 - Other current liabilities includes ₹ 1,071.60 million (Previous Year ₹ 838.81 Million) which is payable against capital goods as on 31st March 2014, being amount withheld from vendors pursuant to, price reduction clause for delay in delivery and pending finalisation of proceedings, cost of fixed assets, depreciation. The WDV of the asset may undergo revision in the year in which the proceedings to appropriate the withheld amounts are ultimately finalised and appropriated.

31.25 Following expenses are included under other expenses

Insurance charges amounting to ₹ 13.41 Million (Previous year ₹ 29.88 Million) relating to crude purchase and staff welfare has been charged under respective heads for the year ended 31st March 2014.

31.26 Disclosure as required by Clause 32 of the Listing agreement

There are no loans and advances in the nature of loan to associates and joint ventures.

31.27 Current / MAT tax

During the year Company has provided current tax as per section 115JB (MAT) of the Income Tax Act, 1961 (Previous year Nil).

31.28 Previous year's figures have been re-grouped/ re classified wherever necessary to confirm to the current year's classification.

As per our report of even date attached

For GOPALAIYER AND SUBRAMANIAN
Chartered Accountants
Firm Registration No. : 000960S

For A. RAGHAVENDRA RAO & ASSOCIATES
Chartered Accountants
Firm Registration No. : 003324S

CA S. KASI VISWANATHAN
Partner
Membership No. 026975
New Delhi : 20TH May, 2014

CA A. RAGHAVENDRA RAO
Partner
Membership No. 007533

DINESH MISHRA
Company Secretary

VISHNU AGRAWAL
Director (Finance)

For and on behalf of the Board

D K SARRAF
Chairman

P P UPADHYA
Managing Director

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2013-2014

Corporate Governance is based on principles of conducting business with all integrity and fairness, being transparent with regard to all transactions making all disclosures, complying with laws of land, accountability and responsibility towards the shareholders and commitment to conduct the business in an ethical manner. We at MRPL are committed to good governance practices that create long-term sustainable value for its stakeholders. Our Corporate Governance framework is based on the following principles:

- Ensuring maximum disclosure of information to the Board/Committees of the Board for meaningful and focused discussions in meetings;
- Committed to a transparent system and values;
- Operating in a sound system of internal control with a thrust on integrity and accountability;
- Ensuring timely and adequate disclosure of all material information to all Stakeholders;
- Ensuring compliance of applicable laws, guidelines, rules and regulations;
- Committed for equitable and fair treatment to all its stakeholders and society at large.

1) BOARD OF DIRECTORS:

A) COMPOSITION OF DIRECTORS AS ON 31/03/2014

Executive Directors : 3
 Non Executive Directors : 8
 (Including Five Independent Directors)

(i) BOARD OF DIRECTORS AS ON 31.03.2014

Director	Executive / Non-Executive	Category	No. of Board meeting attended (Held = 8)	Attended last AGM	No. of other Directorship		No. of outside Committees	
					Public	Private	Member	Chairman
Shri D. K. Sarraf	Chairman Non-Executive	Promoter Company's Director (ONGC Ltd)	1	NA	8	-	-	-
Shri P.P. Upadhyaya	Executive	Managing Director	8	YES	3	-	1	-
Shri Vishnu Agrawal	Executive	Director (Finance)	8	YES	2	-	2	-
Shri V. G. Joshi	Executive	Director (Refinery)	8	YES	-	-	-	-
Shri P. Kalyanasunderam	Non-Executive	Government Director (Joint Secretary, Ministry of Petroleum & Natural Gas)	7	YES	1	-	2	-
Shri B. K. Namdeo	Non-Executive	Promoter Company's Director (HPCL)	5	NO	5	-	-	-
Shri C. L. Shah	Non-Executive	Independent Director	4	NA	-	-	-	-
Smt. Neela Gangadharan	Non-Executive	Independent Director	2	NA	1	-	1	1
Prof. Jayant M. Modak	Non-Executive	Independent Director	3	NA	1	-	-	-
Prof. Usha Kiran Rai	Non-Executive	Independent Director	3	NA	1	-	-	-
Capt. John Prasad Menezes	Non-Executive	Independent Director	4	NA	-	-	-	-

BRIEF RESUME OF BOARD OF DIRECTORS (QUALIFICATION/ EXPERTISE IN TERMS OF CLAUSE 49 (G) OF THE LISTING AGREEMENT)

Director	Brief Resume (Qualification/ Expertise)	Name of the other Companies / Firms where Directorship held
Shri D. K. Sarraf - Chairman	Shri D. K Sarraf, is the Chairman & Managing Director of Oil and Natural Gas Corporation Ltd (ONGC) and the Chairman of ONGC Group companies. He has experience of over three decades in the oil and gas industry. He started his career in India's second largest upstream Oil Company- Oil India Limited and worked there till 1991. He joined ONGC in 1991 and handled various key assignments at corporate offices. Graduate and Post Graduate in Commerce from the prestigious Shri Ram College of Commerce, Delhi University. He is an associate member of the Institute of Cost Accountants of India and the Institute of Company Secretaries of India.	<ol style="list-style-type: none"> 1. Oil and Natural Gas Corporation Limited. 2. ONGC Videsh Limited. 3. ONGC Petro- additions Limited. 4. Mangalore SEZ Limited. 5. ONGC Tripura Power Company Limited. 6. Petronet LNG Limited. 7. ONGC Mangalore Petrochemicals Limited. 8. ONGC Mittal Energy Limited.
Shri P.P.Upadhyaya -Managing Director	Shri P.P.Upadhyaya is a Chemical Engineer and holds Masters in Engineering in Chemical Plant Design and carries with him over 3 decades of professional experience in Refinery Operation and Management. He joined Mangalore Refinery and Petrochemicals Limited in 1993 and played vital role in steering MRPL to unprecedented heights in the refinery performance.	<ol style="list-style-type: none"> 1. Petronet MHB Limited. 2. Shell MRPL Aviation Fuel and Services Limited. 3. ONGC Mangalore Petrochemicals Limited.

<p>Shri Vishnu Agrawal – Director (Finance)</p>	<p>Shri Vishnu Agrawal is a Fellow Member of the Institute of Chartered Accountants of India and has over 33 years of functional experience in Finance and Accounts, Commercial, International Trade, Treasury, Corporate Finance, Marketing, Management Information Systems – Primarily in Oil Sector (both in downstream and upstream sector). He is instrumental in achieving many mile-stones in IOCL and ONGC. He joined MRPL in April, 2011. He has got credit to his account in contributing development of various systems and procedures and various system software for upgraded computerization.</p>	<ol style="list-style-type: none"> 1. Shell MRPL Aviation Fuels and Services Limited. 2. Mangalore SEZ Limited.
<p>Shri V. G. Joshi - Director (Refinery)</p>	<p>Shri V. G. Joshi is a Post Graduate from IIT, Mumbai in Metallurgical Engineering. He has 36 years of experience in petroleum refining industry. He is instrumental in implementing Phase-III Refinery up-gradation and expansion project. He has excellent Project Management skills which has helped MRPL to Commission the Phase III units as per schedule.</p>	<p>Nil</p>
<p>Shri B. K. Namdeo – (Director Nominated by HPCL)</p>	<p>Shri B. K. Namdeo is Mechanical Engineer with a Masters' degree in Industrial Management from I.I.T Bombay. He has over 33 years of experience in various Refinery functions Viz. Maintenance, Operations & Project Departments and an expert in Planning & Monitoring Projects. He was instrumental in achieving key milestones such as CCEA approval in record time in the mega project of Rajasthan Refinery Limited (RRL).</p>	<ol style="list-style-type: none"> 1. Hindustan Petroleum Corporation Limited. 2. HPCL - Mittal Energy Limited. 3. HPCL Rajasthan Refinery Limited. 4. CREDA - HPCL Bio Fuels Limited. 5. Prize Petroleum Company Limited.
<p>Shri P. Kalyanasundaram -Government Director (Nominated by MoP&NG)</p>	<p>Shri P. Kalyanasundaram holds Law Graduate and Masters in Geology, Economics and Business Administration, an M.B.A., M. Phil. in Commerce, M.A. in Economics, M. Phil. in Social Science, Master's Diploma in Public Administration and Ph. D in International Business. He is currently the Joint Secretary (MoP&NG) and has worked in various capacities in different Ministries of Government of India.</p>	<ol style="list-style-type: none"> 1. Balmer Laurie Investment Limited.
<p>Shri C. L. Shah - Independent Director</p>	<p>Mr. C. L. Shah is a practicing Chartered Accountant and Fellow member of all the three professional bodies namely, the Institute of Chartered Accountants of India, the Institute of Cost Accountants of India and the Institute of Company Secretaries of India. Having over 29 years of post-qualification experience in accounting, auditing, taxation, corporate laws and financial management, he has got wide exposure to specialised areas of profession relating to takeover, mergers and acquisitions, restructuring and rehabilitation of companies, joint ventures and foreign collaborations. He is also rendering financial advisory services to leading corporate houses, government institutions, startup business entrepreneurs and other high net worth individuals.</p>	<p>Nil</p>
<p>Smt. Neela Gangadharan - Independent Director</p>	<p>Smt. Neela Gangadharan holds her Master's degree in Economics. She is an I.A.S (Retd) officer and has held several senior positions in the Union and State Governments including Secretary in the Ministry of Women and Child Development and in the Department of Justice, Chief Secretary, Home Secretary, Excise Commissioner, Agricultural Production Commissioner and District Collector in Government of Kerala. She has functioned as Government Director in Public sector companies both in the State and the Central Governments. In June 2013 she was appointed as Chairperson of Kerala State Commission for Protection of Child rights. She has functioned as Government Director in Public sector companies both in the State and the Central Governments. She has also worked as a senior diplomat in the Indian Embassy in Rome and as an International Civil Servant (at the level of Director) in the Food and Agricultural Organization (FAO) of the United Nations (UN) in Rome. She was also elected member of the Finance Committee and Procurement Committee of FAO representing India. She is currently the Director of Universal Commodity Exchange Limited.</p>	<ol style="list-style-type: none"> 1. Universal Commodity Exchange Limited.
<p>Prof. Jayant M. Modak - Independent Director</p>	<p>Prof. Jayant M. Modak has obtained his Master's degree and Ph.D. in Chemical Engineering from the Purdue University, USA. He is a Professor of Chemical Engineering at the Indian Institute of Science (IISc), Bangalore with over 25 years of research experience in the area of Optimization and Control, Modelling of Chemical Reactors and Biological Engineering. He is a Fellow of the National Academy of Sciences, India and the Indian National Academy of Engineering. He is currently the Managing Director of Indian Scientific Innovation Company Limited.</p>	<ol style="list-style-type: none"> 1. Indian Scientific Innovation Company Limited.
<p>Prof. Usha Kiran Rai-Independent Director</p>	<p>Prof. Usha Kiran Rai is a Professor of the Marketing in Faculty of Management Studies, Banaras Hindu University (BHU), Varanasi. She obtained her Master's degree in Management and Ph.D. in Marketing from Banaras Hindu University, Varanasi. She was awarded Devang Mehta Business School Award 2013, for Best Professor in Marketing Management. She is also the Independent Director of India Tourism Development Corporation Limited.</p>	<ol style="list-style-type: none"> 1. India Tourism Development Corporation Limited.

Mangalore Refinery and Petrochemicals Limited

Capt. John Prasad Menezes- Independent Director	<p>Capt. John Prasad Menezes is a Graduate in Humanities and Law and a Post Graduate in Maritime Law from U.K and is a qualified Ship Master and Ship broker with experience of 15 years including command.</p> <p>He served as a President of Kanara Chamber of Commerce and Industry (KCCI, Mangalore), Trustee of New Mangalore Port Trust (NMPT) and Deputy Master of Honourable Company of Master Mariners of India (CMMI), Mumbai.</p> <p>He is conferred with Fellowship in the Nautical Institute, London, Institute of Chartered Ship Brokers, London and Indian Council of Arbitration, New Delhi besides others.</p> <p>Currently he is a Nautical Surveyor, Marine Consultant and Arbitrator with 24 years of shore experience in the Shipping Industry and Deputy Chairman of the Nautical Institute (NI) IMO Committee, besides serving as Executive Council Member of NI.</p>	Nil
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Note : The Board of Mangalore Refinery and Petrochemicals Limited comprises of Five Independent Directors against 6 Non-independent Directors as on 31/03/2014, consequent upon completion of tenure of one of the Independent Director on 10/03/2014. The appointment of one Independent Director on the Board is under active consideration by Ministry of Petroleum & Natural Gas (MoP&NG), Government of India (Gol).

(ii) PAST DIRECTORS

Director	Executive/ Non-Executive	Category	No. of other Directorship		No. of outside Committees	
			Public	Private	Member	Chairman
Shri Sudhir Vasudeva	Non-Executive	Promoter Company's Director	8	-	-	-
Shri. K. Murali	Non-Executive	Promoter Company's Director	5	-	2	-
Shri B. Ravindranath	Non-Executive	Independent Director	4	-	1	-
Dr. D Chandrasekharam	Non-Executive	Independent Director	3	1	2	-
Shri P. K Singh	Non-Executive	Government Director (Joint Secretary, Ministry of Petroleum & Natural Gas)	1	-	-	-

(iii) CHANGES IN THE BOARD OF DIRECTORS DURING 2013-2014

Director	Date of Appointment	Date of Cessation	Remarks
Shri V. G. Joshi	04/04/2013	NA	Appointed as Director (Refinery) by Ministry of Petroleum & Natural Gas (MoP&NG), Govt of India.
Shri P. K. Singh	17/08/2012	11/04/2013	Ceased to be a Director
Shri P. Kalyanasundaram	15/04/2013	NA	Appointed as Government Director by Ministry of Petroleum & Natural Gas.
Shri K. Murali	19/01/2010	01/07/2013	Ceased to be a Director
Shri B. K. Namdeo	01/07/2013	NA	Appointed as Promoter Company's Director
Shri C. L. Shah	22/10/2013	NA	Appointed as Non-official Part Time / Independent Director.
Smt. Neela Gangadharan	22/10/2013	NA	Appointed as Non-official Part Time / Independent Director.
Prof. Jayant M. Modak	22/10/2013	NA	Appointed as Non-official Part Time / Independent Director.
Prof. Usha Kiran Rai	22/10/2013	NA	Appointed as Non-official Part Time / Independent Director.
Capt. John Prasad Menezes	22/10/2013	NA	Appointed as Non-official Part Time / Independent Director.
Shri. Sudhir Vasudeva	26/02/2009	01/03/2014	Ceased to be Director consequent upon his superannuation as CMD, ONGC.
Shri. D. K. Sarraf	01/03/2014	NA	Appointed as Director / Chairman in place of Shri Sudhir Vasudeva.
Shri B. Ravindranath	01/11/2010	06/01/2014	Ceased to be a Director.
Dr. D. Chandrasekharam	10/01/2012	11/03/2014	The tenure has ended with the expiry of his three years term as an Independent Director on the Board of ONGC, our parent company.

(v) CHANGES IN THE BOARD OF DIRECTORS AFTER 31/03/2014

- Shri P P Upadhyia, Managing Director was superannuated from the services of MRPL w.e.f 31/07/2014
- Shri Vishnu Agrawal, Director (Finance) has assumed the additional charge of Managing Director w.e.f. 01/08/2014
- An order from Ministry of Petroleum & Natural Gas, Government of India dated 7th August, 2014 has been received appointing Shri H. Kumar, as Managing Director, MRPL.

B) ATTENDANCE OF DIRECTORS AT THE BOARD MEETING HELD DURING THE FINANCIAL YEAR 2013-14 AND 25th ANNUAL GENERAL MEETING HELD ON 23/09/2013

(i) DETAILS OF BOARD MEETINGS HELD DURING THE FINANCIAL YEAR 2013-14.

SI No.	Date of meeting	Meeting No.	Place
1	24/05/2013	179	Mumbai
2	22/07/2013	180	Mumbai
3	08/08/2013	181	New Delhi
4	23/09/2013	182	Mangalore
5	29/10/2013	183	New Delhi
6	18/12/2013	184	New Delhi
7	08/02/2014	185	Mangalore
8	27/03/2014	186	New Delhi

Note: During the year 2013-14, 8 Board Meetings were held.

(ii) ATTENDANCE OF DIRECTORS DURING THE YEAR 2013-14.

Director	No. of Board Meetings attended	Attended Last AGM
Shri D. K. Sarraf	1	NA
Shri P. P. Upadhya	8	YES
Shri Vishnu Agrawal	8	YES
Shri V. G. Joshi	8	YES
Shri P. Kalyanasundaram	7	YES
Shri B. K. Namdeo	5	NO
Shri C. L. Shah	4	NA
Smt. Neela Gangadharan	2	NA
Prof. Jayant M. Modak	3	NA
Prof. Usha Kiran Rai	3	NA
Capt. John Prasad Menezes	4	NA

(iii) ATTENDANCE OF THE PAST DIRECTORS DURING THE YEAR 2013-14.

Director	No. of Board Meetings attended	Attended Last AGM
Shri Sudhir Vasudeva*	7	Yes
Shri K. Murali **	0	NA
Shri. B. Ravindranath ***	4	Yes
Dr. D. Chandrasekharam ****	7	Yes

* ceased to be Director from 01/03/2014

** ceased to be Director from 01/07/2013

*** ceased to be Director from 06/01/2014

**** ceased to be Director from 11/03/2014

2) AUDIT COMMITTEE

(i) TERMS OF REFERENCE:

The Audit Committee was constituted on the terms of reference as prescribed under Section 292A of the Companies Act, 1956, Clause 49 of the Listing Agreement with the Stock Exchanges, and Guidelines on Corporate Governance for Central Public Sector Enterprise issued by Department of Public Enterprise, Government of India.

The terms of reference of the Audit Committee has been revised pursuant to the provisions of the Companies Act, 2013 and the revised Clause 49 of the Listing Agreement.

(ii) COMPOSITION OF AUDIT COMMITTEE AS ON 31.03.2014

Members of Audit Committee	Category
Shri C. L. Shah	Chairman (Independent Director)
Smt. Neela Gangadharan	Member (Independent Director)
Prof. Jayant M Modak	Member (Independent Director)

Note:

- The Company complies with the requirement of Clause 49(II)(A) of the listing agreement as regards to constitution of the Audit Committee.
- Shri. B. K. Namdeo is special invitee to the Audit Committee Meetings.
- Director (Finance) and Head (Internal Audit) are the Invitees to the Audit Committee Meetings.
- Company Secretary is the Secretary to the Audit Committee.
- Joint Statutory Auditors are Special Invitees while reviewing the financial statements by the Audit Committee

(i) DETAILS OF THE AUDIT COMMITTEE MEETING HELD DURING THE FINANCIAL YEAR 2013-14

Date of Meeting	Meeting No.	No. of members attended
24/05/2013	59	2
22/07/2013	60	2
08/08/2013	61	3
23/09/2013	62	2
29/10/2013	63	3
08/02/2014	64	2

Note: During the year 2013-14, 6 Audit Committee Meetings were held.

(iv) ATTENDANCE IN AUDIT COMMITTEE MEETINGS HELD IN THE FINANCIAL YEAR 2013-14.

Members of Audit Committee	No. of Meetings attended	Remarks
Shri C. L. Shah	1	-
Smt. Neela Gangadharan	1	-
Prof. Jayant M Modak	1	-
Shri B. Ravindranath	4	Past Member
Shri K. Murali	0	Past Member
Dr. D. Chandrasekharam	5	Past Member
Shri. B. K. Namdeo	2	Past Member

3) NOMINATION AND REMUNERATION COMMITTEE:

MRPL is a 'Schedule A' Central Public Sector Enterprise. The appointment, terms, conditions and remuneration of Managing Director and Functional Directors (Whole-time Directors) are fixed by the Department of Public Enterprises (DPE), Govt. of India.

Pursuant to Clause 49 of the Listing Agreement and DPE guidelines on Corporate Governance for CPSE, the Company has constituted a Remuneration Committee in April 2009. The Committee was reconstituted as Nomination and Remuneration Committee in the 185th meeting of the Board held on 8th February 2014. During the year 2013-14, no Remuneration Committee Meeting was held. The Terms of reference of the Nomination and Remuneration Committee has been revised pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Committee comprises following Directors as on 31/03/2014:

Members of Remuneration / Nomination Committee	Attendance of Members
Prof. Usha Kiran Rai, Chairman (Independent Director)	NA
Shri P. Kalyanasundaram, Member (Government Director)	NA

We have reconstituted the Nomination and Remuneration Committee by inducting Shri C L Shah as a Member, to conform to the requirements of the Companies Act, 2013 and revised Clause 49 of the Listing Agreement.

Mangalore Refinery and Petrochemicals Limited

The Company pays the sitting fees only to Independent Directors for attending the Board Sub-Committee and Board meetings.

(i) **DETAILS OF REMUNERATION (SITTING FEES) PAID TO THE INDEPENDENT DIRECTORS DURING FINANCIAL YEAR 2013 –14:**

Independent Directors	Sitting Fees (₹)
Shri C. L. Shah	1,20,000
Smt. Neela Gangadharan	75,000
Prof. Jayant M Modak	1,05,000
Prof. Usha Kiran Rai,	60,000
Capt. John P. Menezes,	90,000
Shri B. Ravindranath	1,95,000
Dr. D.Chandrasekharam	3,30,000

(ii) **DETAILS OF REMUNERATION PAID TO MANAGING DIRECTOR, DIRECTOR (FINANCE) AND DIRECTOR (REFINERY) DURING FY 2013-14 ON PAID BASIS:**

(Amount in ₹)

Particulars	Managing Director	Director (Finance)	Director (Refinery)	Total
Salaries and Allowances	27,47,865	28,53,285	24,81,093	80,82,243
Contribution to PF & Other Funds	4,53,465	4,98,812	4,66,610	14,18,887
Other Perquisites & Benefits	4,21,300	20,213	52,825	4,94,338
Total	36,22,630	33,72,310	30,00,528	99,95,468

Terms of service contract:

Particulars	Managing Director	Director (Finance)	Director (Refinery)
	5 years from the date of appointment or till the date of superannuation or until further orders, whichever is earlier.	5 years from the date of appointment or till the date of superannuation or until further orders, whichever is earlier.	5 years from the date of appointment or till the date of superannuation or until further orders, whichever is earlier.
Notice period	Three Months Notice or on payment of three months salary in lieu thereof.	Three Months Notice or on payment of three months salary in lieu thereof.	Three Months Notice or on payment of three months salary in lieu thereof.
Severance fees	Not Applicable	Not Applicable	Not Applicable
Stock Options details (if any)	Not Applicable	Not Applicable	Not Applicable
Whether issued at discount	Not Applicable	Not Applicable	Not Applicable
Period over which it is accrued and is exercisable	Not Applicable	Not Applicable	Not Applicable

(iii) **DIRECTOR'S SHAREHOLDING:**

The Directors are holding Equity shares of the Company as on 31/03/2014 as under:

Name of the Director	No. of Shares held
Shri D. K. Sarraf	100
Shri Vishnu Agrawal	50

4) **STAKEHOLDERS' RELATIONSHIP/INVESTORS' GRIEVANCE COMMITTEE**

(i) The Company has reconstituted Stakeholders' Relationship / Investors'

Grievance Committee pursuant to the provisions of the Companies Act, 2013 and Revised Clause 49 of Listing agreement and Guidelines issued by SEBI in the 185th meeting of the Board held on 8th February 2014.

COMPOSITION OF STAKEHOLDERS' RELATIONSHIP / INVESTORS' GRIEVANCE COMMITTEE AS ON 31/03/2014.

Members of Stakeholders' Relationship/ Investors' Grievance Committee	Category
Smt. Neela Gangadharan	Chairman (Independent Director)
Prof. Usha Kiran Rai	Member (Independent Director)
Managing Director	Member
Director (Finance)	Member
Director (Refinery)	Member

(ii) Share Transfer Committee approves transfers, transmission, Dematerialization, rematerialization etc of shares of the Company.

Note:

- **Name and Designation of the Compliance officer: Shri Dinesh Mishra, Company Secretary & Compliance Officer.**

- **No. of Shareholder's complaints received during the FY 2013-2014 : 78**

- **No. of complaints remains unresolved during the FY 2013 – 2014 : 2***

- **No. of pending share transfers as on 31/03/2014 : NIL**

* Subsequently resolved within one month.

5) **DETAILS OF GENERAL BODY MEETINGS**

(i) Location, place and time of last 3 AGMs held

Year	Location	Date	Time
2013 25 th AGM	Registered Office of the Company Mudapadav, Kuthethoor P.O.Via Katipalla, Mangalore –575 030	23/09/2013	4:00 p.m
2012 24 th AGM	Registered Office of the Company Mudapadav, Kuthethoor P.O.Via Katipalla, Mangalore –575 030	15/09/2012	4:00 p.m
2011 23 rd AGM	Registered Office of the Company Mudapadav, Kuthethoor P.O.Via Katipalla, Mangalore –575 030	27/08/2011	4:00 p.m

(ii) Whether any special resolutions passed in the previous 3 AGMs?

Yes

One special resolution was passed in the 24th AGM for:

(i) Pursuant to Section 31 and other applicable provisions if any of the Companies Act, 1956 and Article 27(1) of Articles of Association of the Company with regard to Buy-back of shares.

(iii) Any special resolutions were put through Postal ballot last year:

No special resolution was put through postal ballot in the last AGM.

(iv) Persons who conducted the Postal Ballot exercise:

Not Applicable.

(v) Procedure for Postal Ballot:

Not Applicable.

6) **DISCLOSURES:**

(i) **MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS:**

(a) The Company is a State controlled enterprise and there are no transactions to be disclosed as per the Accounting Standard 18 (AS - 18) of Related Party Disclosures issued by the Institute of Chartered Accountants of India except 'b' and 'c' mentioned below.

(b) Key Management Personnel:

Whole-time Directors:

Shri P.P. Upadhyaya : Managing Director

Shri Vishnu Agrawal : Director (Finance)

Shri V. G. Joshi : Director (Refinery)

Details of Transactions during financial year 2013 - 2014:

The Remuneration paid to Managing Director, Director (Finance) and Director (Refinery) for the FY 2013-14.

- Salaries and allowances ₹ 80,82,243/-.
- Contribution to Provident Fund & other Funds ₹ 14,18,887/-.
- Other perquisite and benefits ₹ 4,94,338/-

(Excluding accrued leave salary and gratuity since the same is not available for individual employees)

(c) Enterprises in which significant influence is exercised:

Name	Relationship	Nature of Transaction
ONGC Mangalore Petrochemicals Limited	Associate *	Details furnished in Note-13 and 14 of Accounts 2013-14.
Shell MRPL Aviation Fuel & Services Limited.	Joint Venture	
Mangalam Retail Services Limited	Associate	

* along with group companies.

(ii) Details of non-compliance by the company, penalties, strictures imposed by the Stock Exchange or SEBI or any authority on any matter related to capital markets during last 3 years: NIL

(iii) NON - MANDATORY REQUIREMENTS:

- The Company maintains a Chairman's office at its expense.
- MRPL is a 'Schedule A' Central Public Sector Enterprise. The appointment, terms, conditions and remuneration of Managing Director and Functional Directors (Whole-time Directors) are fixed by the Department of Public Enterprises (DPE), Govt. of India.
- As the Company's Quarterly / Half Yearly Financial results are displayed on the website of the company and Published in the Newspaper, the half-yearly report is not sent to each Shareholder's residence.
- There are no qualifications in the Auditor's report on the financial statements to the shareholders of the Company.
- A formal policy for training of the Board members of the Company is under formulation. The directors are being sent for various seminars, training, workshops and orientation programmes depending on the suitability and convenience.
- The Nomination and Remuneration Committee's terms of reference provide for a formal mechanism for performance evaluation of non-executive directors.
- The Company has a Board approved Whistle Blower Policy. As per the said Whistle Blower Policy, company has not denied any employee access to the Competent Authority / Chairman, Audit Committee.
- The company mandatorily complies with all the Accounting Standards issued by ICAI from time to time.

(iv) CODE OF CONDUCT FOR MEMBERS OF THE BOARD AND SENIOR MANAGEMENT

The Board at its meeting held on 30/01/2006, has adopted a Code of Conduct ('Code') for Members of the Board and Senior Management. This Code is a comprehensive code applicable to Executive and Non-executive Directors as well as members of the Senior Management i.e. Managerial Personnel at the level of Group General Manager and above of the Company. The Code of conduct is available on the Company's website www.mrpl.co.in

All the members of the Board and Senior Management have affirmed that they have complied with the code of conduct. The Managing Director has declared as under:

I, P.P. Upadhy, Managing Director, hereby confirm that:

The Company has obtained affirmation from all the members of the

Board and Senior Management that they have complied with the Code of Conduct for Members of Board and Senior Management, in respect of the financial year 2013-14.

(v) MRPL CODE ON INSIDER TRADING

In pursuance of the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2008 the Board has approved the amended "Code of Conduct for Prevention of Insider Trading". This Code is followed by all Designated Employees of the Company.

(vi) CEO & CFO CERTIFICATION

In terms of revised Clause 49 of the Listing Agreement, the certification by the CEO & CFO on the financial statements and internal controls relating to financial reporting has been obtained.

vii) BUSINESS RESPONSIBILITY REPORT (BRR)

Pursuant to new Clause 55 of the Listing Agreement, a BRR for the year 2013-14 has been made which forms part of the Annual Report. As a measure of Green Initiative, Stock Exchange has permitted the Company to upload the BRR in the Company's website and a reference to the link be printed in the Annual Report. Accordingly, the BRR could be viewed at www.mrpl.co.in. The BRR Annexure is not sent along with the Annual Report. Any member who is interested to have a hard copy of the BRR may write to the Company or its R&T Agent, M/s Link Intime.

7) MEANS OF COMMUNICATION:

- Quarterly Results : Quarterly Results of the Company are published in English and Vernacular Newspaper and are also displayed in the Company's website www.mrpl.co.in
- News Releases, Presentations, etc : Official news releases and Official Media Releases are available on the website of the Company.
- Presentation to Institutional Investors /Analysts : Yes
- Website : The Company's website www.mrpl.co.in contains a separate dedicated section 'Investor Services' where shareholders information is available. The Annual Report of the Company is also available on the website in a user-friendly and downloadable PDF.
- Annual Report : Annual Report containing the Audited Annual Accounts, Financial Statements, Director's Report, Auditor's Report, Corporate Governance Report is sent to the shareholders. The Management Discussion and Analysis (MD&A) Report forms part of the Annual Report and is displayed on the Company's website www.mrpl.co.in
- Chairman's Communique : Printed copy of the Chairman's Speech is distributed to all the shareholders at the Annual General Meetings. The same is placed on the website of the Company and sent to Stock Exchanges and published in leading Newspapers.
- Reminders to investors : Reminders for unclaimed shares was sent to shareholders.
- Corporate and Filing and Dissemination System(CFDS) : The CFDS portal jointly owned, managed and maintained by BSE and NSE is a single source to view information filed by listed companies. All disclosures and communications to BSE & NSE are filed electronically through the CFDS portal and hard copies of the said disclosures and correspondence are also filed
- NSE Electronic Application Processing System (NEAPS) : The NEAPS is web based application designed by NSE for corporate, The Shareholding Pattern and Corporate Governance Report are also filed electronically on NEAPS.

Mangalore Refinery and Petrochemicals Limited

- x) SEBI Complaints Redress System (SCORES) : The investor complaints are redressed in a centralized web based complaints redressal system provided by SEBI.
- xi) Designated Exclusive email-id : Company has designated the following e-mail-id exclusively for investor servicing.
- investor@mrplindia.com

8) GENERAL SHAREHOLDERS INFORMATION

26th ANNUAL GENERAL MEETING

- (i) Company Registration Details : The Company is registered in the State of Karnataka, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L85110KA1988GOI008959
- (ii) Day, Date, Time and Venue : 13th September, 2014 at 16:00 hrs
Registered Office Mudapadav, Kuthethoor P.O. Via Katipalla, Mangalore -575 030
- (iii) Financial Year : 01/04/2013 to 31/03/2014
- (iv) Date of Book Closure : 30/07/2014 to 02/08/2014 (both days inclusive for e-voting)
- (v) Dividend Payment Date : Not applicable
- (vi) Listing on Stock Exchange
- A) Equity Shares : 1) Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001
Scrip Code : 500109
- 2) The National Stock Exchange of India Limited Exchange Plaza, Bandra (E), Mumbai - 400 051
Trading Symbol : MRPL
- B) Payment of Listing Fees : Annual listing fee for the year 2014-15 has been paid by the Company to BSE and NSE.
- C) Payment of Depository Fees : Annual Custody / Issuer fee for the year 2014-15 has been paid by the Company to NSDL and CDSL.

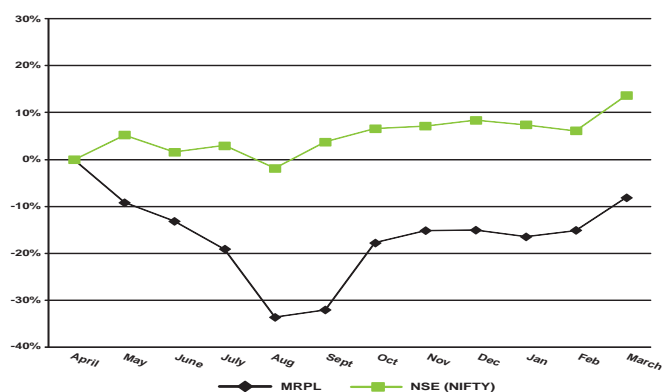
- (vii) Brief Resume of all Directors mentioning qualification, expertise, names of the companies in which they hold Chairmanship/ Directorship in the Board and Chairmanship/ Directorship in the Board sub-committees, shareholding in these companies and relationship between director *inter-se* pursuant to Clause 49 of Listing agreement with Stock exchanges are provided in this report which forms part of the Annual Report.

- (viii) Market Price Data

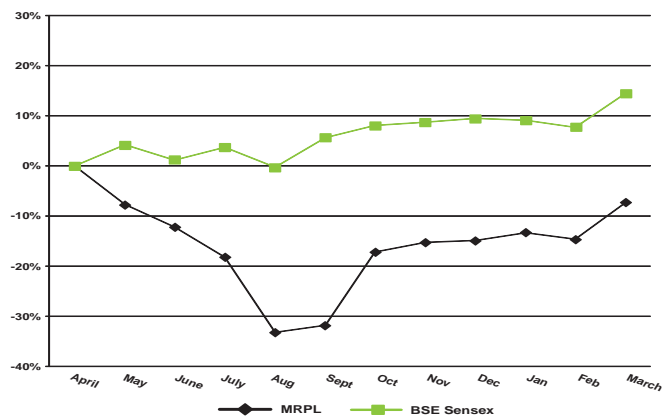
Month	Bombay Stock Exchange		National Stock Exchange of India Limited	
	High	Low	High	Low
(2012-2013)	(₹)	(₹)	(₹)	(₹)
Apr-13	52.90	46.70	52.90	46.90
May-13	48.90	40.00	49.00	40.00
Jun-13	45.90	34.00	46.40	34.00
Jul-13	42.75	31.75	42.80	31.80
Aug-13	34.90	26.45	35.10	26.30
Sep-13	35.70	30.25	35.95	30.10
Oct-13	43.30	32.90	43.50	32.90
Nov-13	44.30	38.00	44.90	38.10
Dec-13	44.45	39.00	44.95	39.00
Jan-14	45.30	40.00	45.10	40.05
Feb-14	44.60	38.05	44.90	38.05
Mar-14	48.45	38.10	48.60	38.00

- (ix) Performance in comparison to broad based indices such as NSE NIFTY and BSE Sensex:

NSE (NIFTY) 2013-14



BSE SENSEX 2013-14



- (x) Registrar and Transfer Agent: M/s Link Intime India Private Limited., C - 13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (W), Mumbai - 400 078

- (xi) Share transfer system:

The share transfer work is being handled by Company's R&T Agents, M/s. Link Intime India Pvt Ltd., who are having connectivity with the depositories viz. NSDL and CDSL. The transfers are approved by the Share Transfer Committee on weekly basis. Share transfers are registered and dispatched within a period of 15 days from the date of receipt provided they are complete in all respects.

- (xii) Distribution of Shareholding as on 31/03/2014.

No. of Equity Shares held	No. of shareholders holding shares in		No. of shares held in		% of Equity capital held in	
	Physical Form	Demat Form	Physical Form	Demat Form	Physical Form	Demat Form
1-500	230880	227899	40894681	39948924	2.33	2.28
501-1000	951	14893	728875	11879653	0.04	0.68
1001-2000	170	5499	247557	8323205	0.01	0.47
2001-3000	25	1534	62925	3905774	0.00	0.22
3001-4000	7	604	25008	2174475	0.00	0.12
4001-5000	15	476	70450	2258962	0.00	0.13
5001-10000	14	647	100950	4637756	0.01	0.26
10001 & above	9	431	326500	1637013082	0.02	93.40
Total	232071	251983	42456946	1710141831	2.42	97.58

(xiii) Shareholding Pattern as on 31/03/2014.

Particulars	No. of Shares	Percentage
Oil and Natural Gas Corporation Ltd.	1255354097	71.63
Hindustan Petroleum Corporation Ltd.	297153518	16.96
Resident Individuals	112186852	6.40
Non Resident Individuals	8356363	0.48
Domestic Companies	17199289	0.98
Foreign Inst. Investor	8869864	0.50
Banks & Financial Institutions/ Insurance/Mutual Funds	53455767	3.05
Central/State Govt. Institutions	2700	0.00
Trusts	20327	0.00
Total	1752598777	100.00

(xiv) Dematerialization of Shares and liquidity

As on 31st March 2014, 1710141831 equity shares representing 97.58 %, is in dematerialized form.

Both the promoters, ONGC and HPCL are holdings shares in dematerialized form.

(xv) Unclaimed/Undelivered Shares

Sl. No	Particulars	No. of shareholders	No. of shares
1	Aggregate number of shareholders whose shares were lying undelivered / unclaimed at the beginning of the year;	9072	1016425
2	Addition - Number of shareholders whose shares lying undelivered / unclaimed during the year (April, 13 to March, 14)	56	11700
3	Number of shareholders who approached the company for their undelivered shares during the year;	84	8800

Sl. No	Particulars	No. of shareholders	No. of shares
4	Number of shareholders to whom undelivered shares were returned / re-posted during the year;	84	8800
5	Aggregate number of shareholders and the outstanding shares in the "Unclaimed Share Suspense Account" lying at the end of the year;	9044	1019325

(xvi) Outstanding GDR/ ADR/ Warrants or any convertible instruments, conversion date and impact on equity: NIL

(xvii) Plant Location : Mangalore Refinery and Petrochemicals Limited
Mudapadav, Kuthethoor P.O.Via Katipalla,
Mangalore - 575 030, Karnataka, India.

(xviii) Address for Correspondence:

**REGISTERED OFFICE/ COMPANY'S INVESTOR RELATIONS CELL:
Mangalore Refinery and Petrochemicals Limited (MRPL)**

- Mudapadav, Kuthethoor, P.O.Via Katipalla,
Mangalore-575 030. Karnataka.
Tele. No.:0824-2270400 Fax No. : 0824-2273300
Email: investor@mrplindia.com Website: www.mrpl.co.in
- LGF, Merchantile House,
15, K. G. Marg, New Delhi-110001.
Tel.: 011-23463100
Email: irc@mrplindia.com.
- M/s. LINK INTIME INDIA PVT.LTD (R&T Agent)**
UNIT : MRPL
C-13 Pannalal Silk Mills Compound,
L.B.S Marg, Bhandup (West), Mumbai- 400 078
Tel.: 022-25963838 / 25946970 Fax No.: 022-25946969
E-mail: mrplirc@linkintime.co.in Website : www.linkintime.co.in

AUDITOR'S CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

The Members,

Mangalore Refinery and Petrochemicals Limited
Mangalore.

We have examined the compliance of conditions of Corporate Governance by Mangalore Refinery and Petrochemicals Limited for the year ended 31st March, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us and the representation made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement except relating to appointment of Independent Directors on the Board of the company, which is being pursued with the Ministry of Petroleum and Natural Gas, Government of India.

We state that no investor grievance is pending with the company as at 31st March, 2014 for a period exceeding one month against the Company as per the records maintained and certified by the Company/Registrar and Transfer Agents of the Company.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For GOPALAIYER AND SUBRAMANIAN.
Chartered Accountants
Firm Registration No 000960S

For A.RAGHAVENDRA RAO & ASSOCIATES
Chartered Accountants
Firm Registration No 003324S

CA. S KASI VISWANATHAN
Partner
Membership No.026975

CA. A.RAGHAVENDRA RAO
Partner
Membership No. 007533

Place : Coimbatore
Date : 5th July, 2014

Place : Mangalore
Date : 4th July, 2014

SECRETARIAL AUDIT REPORT

To,

The Board of directors,
Mangalore Refinery and Petrochemicals Ltd.
Regd. Office: Mudapadav, Kuthethoor,
Post office via Katipalla, Mangalore-575030.

We have examined the registers, records and documents of Mangalore Refinery and Petrochemicals Ltd. ("the Company") for the financial year ended on 31.3.2014 according to the provisions of:

- The Companies Act, 1956 and Rules made under the Act and The Companies Act, 2013 wherever applicable.
- The Depositories Act, 1996 and the Regulations and Bye-laws framed under the Act;
- The Securities and Exchange Board of India (Substantial Acquisition of Shares and takeovers) Regulations, 1997;
- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- The Equity Listing Agreements with the Bombay Stock Exchange Ltd. and the National stock Exchange of India Ltd. and
- Guidelines on Corporate Governance for Central Public Sector Enterprises as stipulated in the O.M.No 18(8)/2005-GM dated 14th May, 2010 of the Ministry of Heavy Industries and Public Enterprises, Government of India ("the DPE Guidelines on Corporate Governance").

Based on our examination and verification of records produced to us and according to the information and explanations given to us by the Company, in our opinion:

1. We report that the Company has complied with the provisions of the Companies Act, 1956 ("the Act") and Rules made under the Act, the Companies Act, 2013, wherever applicable, and the Memorandum and Articles of Association of the Company with regard to:
 - a. Maintenance of statutory registers and documents and making necessary entries therein;
 - b. Filing of the requisite forms and returns with the Registrar of Companies, Karnataka, Bangalore within the time prescribed under the Act and the Rules made thereunder.
 - c. Service of documents by the Company on its members and the Registrar of Companies.
 - d. Closure of Register of Members and Share Transfer Books of the Company.
 - e. Notice of Board Meetings and Committee meetings of Directors;
 - f. Convening and holding of the meetings of Directors and Committees of Directors including passing of resolutions by circulation;
 - g. Notice and convening of the 25th Annual General Meeting held on 23rd September 2013.
 - h. Recording and maintenance of the minutes of the proceedings of General Meetings and Meetings of the Board and committees thereof.
 - i. Approvals of the Board of Directors, Committee of Directors, Members and Government Authorities, wherever required.
 - j. Constitution of Board of Directors and appointment, retirement and re-appointment of directors;
 - k. Appointment of Chairman, Managing Director, Whole Time Directors and non-executive Directors and their remuneration.
 - l. Transfer and transmission of shares within the stipulated time and issue and delivery of original and duplicate certificates of shares; dematerialization/rematerialization of shares;
 - m. The Company has credited and paid to the Investor Education and Protection Fund within the stipulated time, all the unpaid dividends as required to be so credited to the fund.
 - n. Investment of Company's funds including inter corporate loans and investments.
 - o. Appointment and payment of remuneration to Statutory Auditors.
 - p. Appointment of Cost Auditors under Section 233B of the Act.
 - q. Generally, all other applicable provisions of the Act and Rules there under.
2. We further report that:
 - a. The Directors disclosed their interests and concerns in contracts and arrangements, shareholdings and directorships in other companies and interests in other entities and their disclosures have been noted and recorded by the Board.
 - b. The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent, and their disclosures have been noted and recorded by the Board and the Company has complied with all the provisions with regard to appointment of Independent Directors.
 - c. The Company has not invited/accepted any deposits falling within the purview of Section 58A of the Act during the financial year.
 - d. The Company has made secured borrowings during the financial year ended on 31st March, 2014 and has created, modified charges on assets of the Company and complied with the applicable laws.
 - e. The Company has not bought back any shares during the financial year.
 - f. The Company has not altered any provisions of its Memorandum and Articles of Association during the Financial Year.
 - g. The Company has followed the relevant provisions / Schedules / rules of the Companies Act, 1956 with regard to maintenance of books of accounts and preparations/adoption/filing of financial statements, Auditors' Report, Board's report and attachments to such statements and reports, as clarified by the MCA General Circular No.08/2014 dated 04/04/2014
 - h. The Company has created a Trust, namely, the Provident Fund of MRPL for its employees. The Company has deposited both the employees' and employer's contribution with the above Trust within the prescribed time pursuant to Section 418 of the Act.
 - i. The Company has not provided e-voting facility to the members at the 25th Annual General Meeting of the Company held on 23rd September 2013, as there was no Business to be transacted by the Postal Ballot. The providing of e-voting facility to the Shareholders in respect of those businesses to be transacted by Postal Ballot was mandated to the top 500 Listed Companies based on Market Capitalisation by SEBI as per its circular dated July 13, 2012, which shall be applicable for shareholders meeting held after 1st October 2012.
 - j. There was no prosecution initiated against or show cause notice received by the Company and no fines or any other punishment was imposed on the Company, its Directors and officers during the financial year for any offences under the Act.
3. We further report that the Company has complied with the provisions of the Depositories Act, 1996 and Regulations framed there under with regard to dematerialization/rematerialisation of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.
4. We further report that:
 - i. The Company has complied with the requirements of Equity Listing Agreements entered into with the Bombay Stock Exchange Ltd and the National Stock Exchange of India Ltd. However, Board of Directors of the Company comprises of Five Independent Directors against Six Non-Independent Directors as on 31/03/2014, consequent upon completion of tenure of one of the Independent Director on 10/03/2014. The appointment of one Independent Director on the Board is under active consideration by Ministry of Petroleum & Natural Gas (MoP & NG), Government of India (GoI).
 - ii. The Company has complied with the provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 with regard to disclosures and maintenance of records required under the Regulations.
 - iii. The Company has complied with the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 with regard to disclosures and maintenance of records required under the Regulations.
 - iv. The Company has complied with the provisions of SEBI (Depositories and Participants) Regulations, 1996 including submitting of Reconciliation of Share Capital Audit Reports.
5. In our opinion and to the best of our information and according to explanations given to us by the management, we certify that, except the composition of the Board of Directors with regard to independent Directors, the Company has complied with the DPE guidelines on Corporate Governance.

For **Ullas Kumar Melinamogaru & Associates**
Practising Company Secretaries

Ullas Kumar Melinamogaru
Proprietor
CP No. 6640

Date: 21/07/2014
Place: Mangalore

NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of the Members of **Mangalore Refinery and Petrochemicals Limited** will be held at the Registered office of the Company at Mudapadav, Kuthethoor, P.O Via- Katipalla, Mangalore-575 030 on **Saturday, 13th September, 2014 at 4.00 p.m.**, to transact, with or without modifications, as may be permissible, the following ordinary and special businesses:

ORDINARY BUSINESS

- To receive, consider and adopt the audited Financial Statements for the year ended March 31, 2014, the reports of the Board of Directors, Auditors and the comments of the Comptroller and Auditor General of India thereon in terms of Section 143(6) of the Companies Act, 2013.
- To appoint a Director in place of Shri P Kalyanasundaram who retires by rotation and being eligible offers himself for re-appointment as a Director.
- To appoint a Director in place of Shri B. K. Namdeo who retires by rotation and being eligible offers himself for re-appointment as a Director.
- To fix and / or to determine the payment of remuneration to the Joint Statutory Auditors of the Company to be appointed by the Comptroller and Auditor General of India for auditing the accounts of the Company for the Financial Year 2014-15.

SPECIAL BUSINESS

- To appoint Shri D K Sarraf (DIN: 00147870) as Director of the Company. Shri D K Sarraf has been appointed as the Chairman of the Company w.e.f. 01/03/2014 subsequent to superannuation of Shri Sudhir Vasudeva. Shri D K Sarraf was appointed as an Additional Director of the Company w.e.f. 01/03/2014 pursuant to Article 140 of the Company's Articles of Association and holds office only up to the date of this AGM under the said article and Section 161 of the Companies Act, 2013. The Company has received a notice along with a deposit of ₹ 1,00,000/- pursuant to Section 160 of the Companies Act, 2013 from ONGC Ltd. (Promoter Company) proposing the candidature of Shri D K Sarraf for the office of Director of the Company.

Proposed to consider and pass the following resolution as an ordinary resolution.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, Shri D K Sarraf (DIN: 00147870), who was appointed as an Additional Director on 01/03/2014 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby elected and appointed as a Director of the Company.”

- Increase in the Authorised Share Capital and amendment to the Memorandum of Association of the Company.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13, 61(1)(a) and other applicable provision(s) of the Companies Act, 2013, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), the Authorised Share Capital of the Company be increased from ₹ 20,00,00,00,000/- (Two Thousand Crores) divided into 190,00,00,000 (One hundred and Ninety Crore) Equity Shares of ₹ 10/- each and 10,00,00,000 (Ten Crore) Redeemable Preference Shares of ₹ 10 each to ₹ 30,00,00,00,000/- (Three Thousand Crores) divided into 290,00,00,000 (Two hundred and Ninety Crore) Equity Shares of ₹ 10/- each and 10,00,00,000 (Ten Crore) Redeemable Preference Shares of ₹ 10 each.”

“RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company relating to Amount of Capital be and is hereby altered by deleting the same and substituting in its place, the following as new Clause V of the Memorandum of Association of the Company:-
Clause V: (Memorandum of Association)

“The Authorized Share Capital of the Company is ₹ 30,00,00,00,000/- (Three Thousand Crores) divided into 290,00,00,000 (Two hundred and Ninety Crore) Equity Shares of ₹ 10/- each and 10,00,00,000 (Ten Crore) Redeemable Preference Shares of ₹ 10/- each with power to increase or reduce the capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach there to respectively such preferential, qualified or special rights, privileges and conditions, as may be permissible at law and/ or determined by or in accordance with the Articles of Association of the

Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.”

- Alteration of Article 4 of the Articles of Association of the Company:
To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, for the time being in force, the existing Article 4 of the Articles of Association of the Company be and is hereby altered by deleting the same and substituting in its place, the following new Article 4 of the Articles of Association of the Company viz:

Article 4. The Authorised Share Capital of the Company is ₹ 30,00,00,00,000/- (Three Thousand Crores) divided into 290,00,00,000 (Two hundred and Ninety Crore) Equity Shares of ₹ 10/- each and 10,00,00,000 (Ten Crore) Redeemable Preference Shares of ₹ 10/- each with power to increase or reduce the capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach there to respectively such preferential, qualified or special rights, privileges and conditions, as may be permissible at law and/ or determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.”

By Order of the Board

Dinesh Mishra
Company Secretary

DATE: 07/08/2014

Registered Office
Mangalore Refinery and Petrochemicals Limited
Mudapadav, Kuthethoor P.O., Via Katipalla,
Mangalore- 575030.

NOTES:

- The Company has notified that Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, 30th July, 2014 to Saturday, 2nd August, 2014** (Both days inclusive) for the purpose of determining the number of members eligible for e-voting and 26th Annual General Meeting.
- A member entitled to attend and vote at the Annual General Meeting is also entitled to appoint a proxy to attend and vote instead of himself, and the proxy need not be a member of the company. The proxy form should be lodged with the company at its registered office, not later than forty-eight hours before the time of commencement of the 26th Annual General Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- A member eligible to vote will exercise his/her voting power by e-voting, at the e-voting platform of CDSL (www.evotingindia.com) for all the business provided in the notice to be transacted at the 26th AGM of the Company. Please refer page 47 for evoting instructions. The Instructions for e-voting are also available at the CDSL e-voting platform (www.evotingindia.com). The e-voting notice will be published after completion of dispatch of the AGM notice, e-voting instructions along with the 26th Annual Report by post and email to the eligible shareholders.
- Corporate members intending to send their authorized representatives to attend and vote at the Meeting are requested to send their nomination letter approved by competent authority authorizing their representative to attend and vote at the Meeting.
- In terms of Article 151 to 153 of the Articles of Association of the company, read with Section 152 of the Companies Act, 2013 Shri P Kalyanasundaram and Shri B.K.Namdeo retire by rotation in the 26th Annual General Meeting and being eligible offer themselves for re-appointment.
- An Explanatory Statement pursuant Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the meeting is annexed hereto.

Mangalore Refinery and Petrochemicals Limited

7. The notice of the 26th AGM and instructions for e-voting, along with the attendance slip and Proxy form, is being sent by electronic mode to all the members whose e mail addresses are registered with Company/Depository Participant(s) unless a member has requested for hard copy of the same.
8. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days and business hours of the Company, up to the date of the Annual General Meeting.
9. Members holding shares in Demat form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address immediately to our R&T Agent, M/s Link Intime, Mumbai.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in Demat form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to our R&T Agent, M/s Link Intime, Mumbai.
11. Members holding more than one Share Certificate in the same name under the different Ledger Folios are requested to apply for consolidation of such folios and send the relevant share certificate to our R&T Agent M/s Link Intime, Mumbai.
12. The Company has entered into an Agreement with both the Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for custody and Dematerialization of securities. The company has paid Custody fees for FY 2013-14 to NSDL and CDSL. Members can avail of the depository facilities by approaching any of the Depository Participants of NSDL or CDSL.
13. Members holding shares in physical form and in particular whose holding is in single name, are requested to avail the above facility by furnishing to the Company the particulars of their nomination. Members can download prescribed Nomination Form at "Investor Services" link of the Company website i.e. www.mrpl.co.in.
14. Members are requested to register/ update their email address with the company by sending a written request duly signed by the member to the M/s. Link Intime Mumbai, R&T Agent of the Company for receiving communication through their email address. Members may also register / update their email address with their depositories.
15. The Company has listed its shares at the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited. Listing fees have been paid to both the Stock Exchanges for the financial year 2014-2015.
16. In respect of appointment/ re- appointment of the Directors, a brief resume containing details of the concerned Directors is annexed to this notice for the information of Members.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No 5:

Shri D K Sarraf (DIN: 00147870) has been appointed as the Chairman/Additional Director of the Company w.e.f. 01/03/2014 consequent upon superannuation of Shri Sudhir Vasudeva.

Shri D K Sarraf was appointed as an Additional Director w.e.f. 01/03/2014 under Article 140 of Articles of Association of the Company read with Section 161 of the Companies Act, 2013. Shri D K Sarraf holds office up to the date of the 26th Annual General Meeting.

The Company has received a notice in writing from ONGC Ltd. (Promoter Company) alongwith the deposit of ₹ 100000 proposing the candidature of Shri D K Sarraf for the office of Director of the Company.

The Company has received from Shri D K Sarraf consent to act as Director in form DIR 2 pursuant to Rule 2 of Companies (Appointment and Qualification of Directors) Rules 2014. Shri D K Sarraf is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Brief resume of Shri D K Sarraf, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided below.

Accordingly, the Directors recommend the resolution set out in this item for your approval. None of the Directors, except Shri D K Sarraf is concerned or interested in this resolution.

Item No 6 and 7:

The Authorised Capital of your Company is ₹ 2000 Crores consisting of 190 Crore equity shares of ₹ 10/- each and 10 Crore Redeemable Preference shares of ₹ 10 each. The Paid-up Equity Share Capital of your Company is ₹ 1752.59 Crores, as on 31/03/2014.

As you are aware, your company is setting up several downstream processing units to produce more value added products. Your company is also exploring the

possibility of acquiring Petrochemical units for better synergy. Your company has signed an MOU with Government of Karnataka for setting up a Linear Alkyl Benzene (LAB) Plant (for producing raw materials to manufacture detergent) and to expand its Refining capacity to 18/21 MMTPA in a time horizon of 3 to 6 years subject to techno economic viability and availability of required infrastructure at Mangalore with an approximate investment of ₹ 8500 Crore.

The Securities and Exchange Board of India (SEBI) has proposed to amend the Securities Contracts Regulation Act, 1956 mandating all Public Sector Undertaking (PSU) to have a minimum public shareholding of 25% which is presently 10%.

Presently the Company's promoter's shareholding is 88.58% and the free float Public Shareholding is 11.42%. In view of the proposed move by SEBI as regards Minimum Public Shareholding norms your Company being a PSU is required to increase the free float public shareholding to 25% either by sale of promoters share or issue of new shares. Accordingly, the models of dilution available with your company would be either through FPOs, IPPs, auction method or through preferential allotment.

In order to meet the above Growth objectives, future projects and to strengthen its financial position and also to comply with the requirement of proposed minimum public shareholding of 25% in your company, it is proposed to increase the Authorised Share Capital of your Company from ₹ 2,000 crore to ₹ 3,000 crore and for that purpose, the Memorandum of Association and the Articles of Association of your Company are proposed to be suitably altered by increasing the Authorised Share Capital as set out at item Nos. 12 and 13 of the accompanying Notice.

The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for increase in the Authorised Share Capital and for the alteration of capital clause of the Memorandum of Association and the Articles of Association of the Company.

The Board of Directors accordingly recommend the resolutions set out at item Nos. 12 and 13 of the accompanying Notice for your approval.

None of the Directors of your Company are, in any way, concerned or interested in the said resolutions.

Pursuant to Section 102(3) of the Companies Act, 2013, Copies of the Memorandum and Articles of Association of the Company are available for inspection by the members during business hours on any working day upto the date of the 26th Annual General Meeting.

DETAILS OF THE DIRECTORS' SEEKING APPOINTMENT/ REAPPOINTMENT AT THE 26th ANNUAL GENERAL MEETING

Name of Director	Shri P. Kalyanasundaram	Shri B K Namdeo	Shri D K Sarraf
Date of Birth	25/12/1954	17/10/1956	03/09/1957
Date of Appointment/ Reappointment	15/04/2013	01/07/2013	01/03/2014
Expertise in specific functional areas	Shri P. Kalyanasundaram holds Law Graduate and Masters in Geology, Economics and Business Administration, an M.B.A., M. Phil. in Commerce, M.A. in Economics, M. Phil. in Social Science, Master's Diploma in Public Administration and Ph. D in International Business. He is currently the Joint Secretary (MoP&NG) and has worked in various capacities in different Ministries of Government of India.	Shri B. K. Namdeo is Mechanical Engineer with a Masters' degree in Industrial Management from I.I.T Bombay. He has over 33 years of experience in various Refinery functions Viz. Maintenance, Operations & Project Departments and an expert in Planning & Monitoring Projects. He was instrumental in achieving key milestones such as CCEA approval in record time in the mega project of Rajasthan Refinery Limited (RRL).	Shri D. K Sarraf, is the Chairman & Managing Director of Oil and Natural Gas Corporation Ltd (ONGC) and the Chairman of ONGC Group companies. He has experience of over three decades in the oil and gas industry. He started his career in India's second largest upstream Oil Company- Oil India Limited and worked there till 1991. He joined ONGC in 1991 and handled various key assignments at corporate offices.
Qualification	M.Sc (Geology); LLB;MBA, M. Phil (Commerce); M.A (Economics); M. Phil (Social Science); Masters' Diploma in Public Administration; (Ph. D) in International Business.	Bachelor in Mechanical Engineering and Masters in Technology from Indian Institute of Technology Bombay in Industrial Management	Graduate and Post Graduate in Commerce from the prestigious Shri Ram College of Commerce, Delhi University. He is an associate member of the Institute of Cost Accountants of India and the Institute of Company Secretaries of India.
List of outside Directorships held.		<ol style="list-style-type: none"> 1. HPCL 2. HPCL Mittal Energy Limited 3. Prize petroleum Company Limited 4. CREDA- HPCL Bio Fuels Limited 5. HPCL Rajasthan Refinery Limited 	<ol style="list-style-type: none"> 1. Oil and Natural Gas Limited. 2. ONGC Videsh Limited. 3. ONGC Petro-additions Limited. 4. Mangalore SEZ. 5. ONGC Tripura Power Company Limited. 6. Petronet LNG Limited. 7. ONGC Mangalore Petrochemicals Limited. 8. ONGC Mittal Energy limited.
Chairman/ Member of the Committees of the Board of Directors of the Company	Human Resource Management Committee- member Remuneration / Nomination Committee- Member	Project Appraisal and Execution / HSE Committee- Member	-
Chairman/ Member of the Committees of Director of other Companies in which he is a Director	-	-	-
Shareholding in MRPL as on 31 st March, 2014	-	-	100

Mangalore Refinery and Petrochemicals Limited

E-VOTING INSTRUCTION

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and clause 35 B of the Listing members are requested to cast their votes electronically on all resolutions set forth in the Notice convening the 26th Annual General Meeting to be held on Saturday, 13th September, 2014 at 4 p.m. The Company has availed the services of Central Depository Services (India) Limited (CDSL) for e-voting facility. Members are requested to follow the instructions detailed below to cast their vote electronically.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

Log on to the e-voting website www.evotingindia.com

- (i) Click on "Shareholders" tab.
- (ii) Now, select Mangalore Refinery And Petrochemicals Limited from the drop down menu and click on "SUBMIT"
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for Mangalore Refinery And Petrochemicals Limited on which you choose to vote.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xiv) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 25th August, 2014 (9.:00 a.m.) and ends on 27th August, 2014 (5:30 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 29th July, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

FIVE YEAR PERFORMANCE AT A GLANCE

	2013-14	2012-13	2011-12	2010-11	2009-10
					(₹ in million)
What We Owe					
Share Capital	17,526.64	17,526.64	17,572.57	17,618.50	17,618.50
Reserves	53,162.08	47,150.26	54,719.37	47,670.51	38,347.02
Net Worth	70,688.72	64,676.90	72,291.94	65,289.01	55,965.52
Borrowings	97,927.21	75,576.54	61,831.10	15,569.75	16,963.97
Deferred Tax Liability	4,702.69	7,343.28	4,531.40	3,471.64	6,602.22
TOTAL	173,318.62	147,596.72	138,654.44	84,330.40	79,531.71
What We Own					
Fixed Assets (Including Capital WIP)	208,025.23	188,929.44	161,134.49	130,871.85	92,954.50
Less : Depreciation	62,595.55	55,578.31	49,644.32	45,301.36	41,428.08
	145,429.68	133,351.13	111,490.17	85,570.49	51,526.42
Deferred Tax Asset	-	-	-	-	-
Investments	150.02	150.02	422.80	948.25	16,236.62
Net Current Assets	27,738.92	14,095.57	26,741.47	(2,188.34)	11,768.67
TOTAL	173,318.62	147,596.72	138,654.44	84,330.40	79,531.71
Income					
Sales (Net Of Excise Duty)	718,104.96	656,915.16	537,633.43	389,566.73	318,851.74
Other Income	3,244.67	1,160.36	3,543.09	2,171.83	2,915.12
Exchange Fluctuation (net) : Gain	-	-	-	184.48	3,903.97
Increase/ (Decrease) in stocks	6,740.75	11,161.53	1,502.05	8,152.71	2,958.77
TOTAL	728,090.38	669,237.05	542,678.57	400,075.75	328,629.60
Expenditure					
Raw Materials	707,406.32	654,001.82	512,367.50	372,193.37	302,308.74
Operating expenses	2,603.87	2,235.03	2,431.61	2,270.15	1,679.76
Sales Tax & Excise Duty on Stocks (net)	199.63	217.99	(606.16)	647.77	894.23
Salaries & Other Expenses	2,154.74	1,845.60	1,606.42	1,845.35	958.95
Exchange Fluctuation (net) : Loss	19.03	5,364.91	6,482.20	-	-
Administration & Other Expenses	1,331.25	1,010.53	789.47	786.27	821.22
Interest	3,214.41	3,285.53	2,066.77	1,043.73	1,154.98
Depreciation	7,064.17	6,044.10	4,338.73	3,914.19	3,893.27
TOTAL	723,993.42	674,005.51	529,476.54	382,700.83	311,711.15
Profit Before Tax	4,096.96	(4,768.46)	13,202.03	17,374.92	16,918.45
Provision for Taxation	(1,914.86)	2,800.65	4,116.25	5,608.59	5,794.68
Profit After Tax	6,011.82	(7,569.11)	9,085.78	11,766.33	11,123.77
Dividend	-	-	1,752.60	2,103.13	2,103.13
Dividend Distribution Tax	-	-	284.32	341.18	349.30
GRM (\$/bbl)	2.67	2.45	5.60	5.96	5.51
Middle Distillate Yield (in %)	54.69	55.58	53.00	53.09	54.23
Capital Expenditure	19,095.79	27,794.95	30,262.64	39,896.78	14,139.16



MANGALORE REFINERY AND PETROCHEMICALS LIMITED

Registered Office :Mudapadav, Kuthethoor P.O. Via. Katipalla, Mangalore - 575030, Karnataka.
CIN : L85110KA1988GOI008959

ATTENDANCE SLIP

26th Annual General Meeting on Saturday, 13th September, 2014

Regd. Folio No.		*D.P Id		E-mail address
No. of Shares held		*Client Id		

I hereby record my presence at the 26th Annual General Meeting of the Company held on **Saturday, 13th September, 2014** at 4.00 p.m. at Mudapadav, Kuthethoor P.O. Via Katipalla, Mangalore - 575 030, Karnataka.

Members'/Proxy's Name in Block Letters

Members'/Proxy's Signature

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

*Applicable for investors holding shares in electronic form.

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MANGALORE REFINERY AND PETROCHEMICALS LIMITED

Registered office: Mudapadav, Kuthethoor P.O. Via. Katipalla, Mangalore - 575030, Karnataka
CIN : L85110KA1988GOI008959

PROXY FORM - MGT 11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

26th Annual General Meeting on Saturday, 13th September, 2014

Name of the member (s): Registered address:		E-mail Id: Folio No/ Client Id: DP ID:	
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I/We, being the member(s) of shares of Mangalore Refinery and Petrochemicals Limited, hereby appoint

- Name:
Address:
E-mail Id:
Signature:, or failing him
- Name:
Address:
E-mail Id:
Signature:, or failing him
- Name:
Address:
E-mail Id:
Signature: or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the company, to be held on Saturday, 13th September, 2014 at 4:00 p.m. at the Registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution for Ordinary Business		For	Against	Abstain
1	Consider and adopt the audited Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss for the year ended on that date including Schedules thereto and the reports of the Board of Directors, Auditors and Comptroller and Auditor General of India thereon.			
2	Appoint a Director in place of Shri P Kalyanasundaram who retires from office by rotation and being eligible offers himself for re-appointment as a Director.			
3	Appoint a Director in place of Shri B. K. Namdeo who retires from office by rotation and being eligible offers himself for re-appointment as a Director.			
4	To fix and / or to determine the payment of remuneration to the Joint Statutory Auditors of the Company to be appointed by the Comptroller and Auditor General of India for auditing the accounts of the Company for the Financial Year 2014-15.			
Resolutions for Special Business				
5	To appoint Shri D K Sarraf (DIN: 00147870) as Director of the Company.			
6	To Increase the Authorised Share Capital and amend the Memorandum of Association of the Company.			
7	Alteration of Article 4 of the Articles of Association of the Company:			

Signed this..... day of 2014.

Affix ₹ 1
Revenue
Stamp

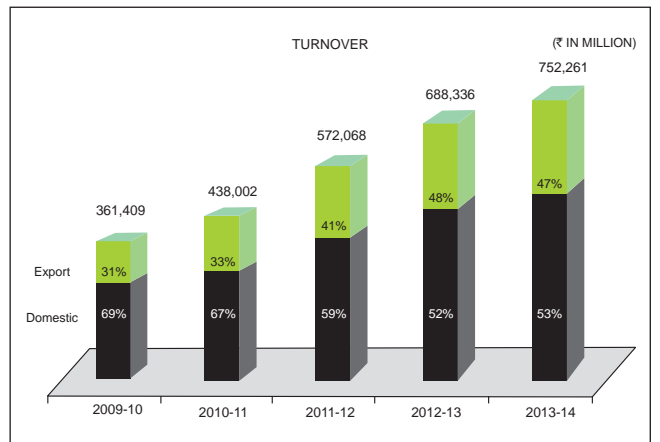
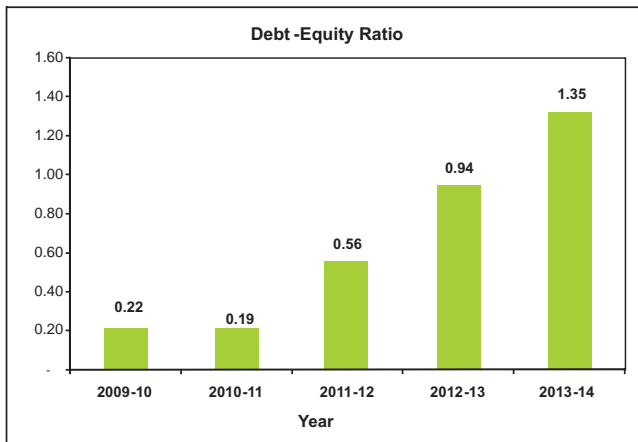
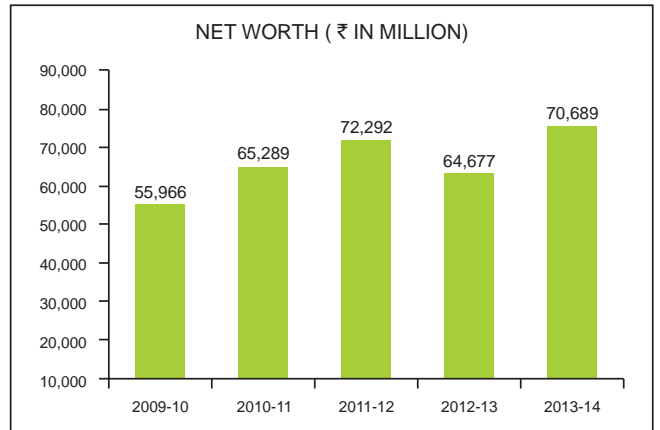
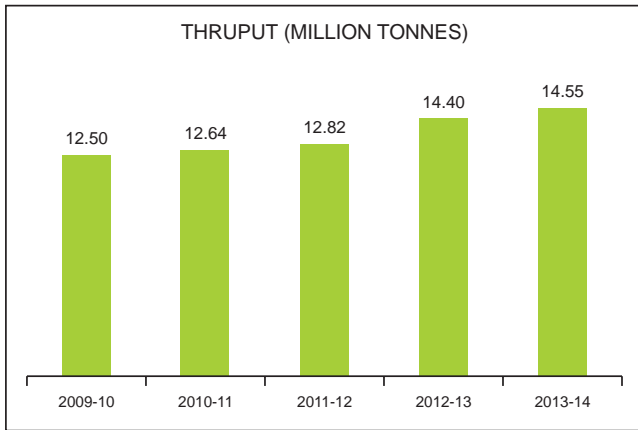
Signature of Member

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

MRPL PERFORMANCE





MRPL hosted the 24th PSPB Inter Unit Chess Tourney.



SPM & Booster Pumping Station Inauguration.



Dr. Veerappa Moily, Former Minister, P&NG, Gol interacts with MRPL Board.



Mangalore Refinery and Petrochemicals Ltd.
CIN: L85110KA1988 GOI008959.
Registered Office: Kuthethoor P.O.,
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www.mrpl.co.in