



# मंगलूर रिफाइनरी एण्ड पेट्रोकेमिकल्स लिमिटेड

## MANGALORE REFINERY AND PETROCHEMICALS LIMITED

अनुसूची 'अ' के अंतर्गत भारत सरकार का उद्यम SCHEDULE 'A' GOVT. OF INDIA ENTERPRISE.

(ऑयल एण्ड नेचुरल गैस कॉर्पोरेशन लिमिटेड की सहायक कंपनी A SUBSIDIARY OF OIL AND NATURAL GAS CORPORATION LIMITED)

सीआईएन / CIN : L23209KA1988GOI008959

पंजीकृत कार्यालय : कुत्तेतुर पोस्ट, वाया काटीपल्ला मंगलूर - 575 030 (भारत) दूरभाष: 0824-2270400, फैक्स: 0824-2271404, E-mail: mrplmlr@mrpl.co.in

Regd. Office : Kuthethoor P.O. Via Katipalla, Mangaluru - 575 030 (India) Tel. : 0824-2270400 Fax: 0824-2271404 Website : www.mrpl.co.in

आई.एस.ओ. 9001, 14001 एवं 50001 प्रमाणित कंपनी AN ISO 9001, 14001 AND 50001 CERTIFIED COMPANY

20/05/2021

The Assistant General Manager, Listing Compliance  
BSE Limited  
Scrip Code No: 500109

The Compliance & Listing Department  
National Stock Exchange of India Limited  
Symbol: MRPL, Series: EQ

Dear Sir,

**Subject: Intimation to Exchange under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to acquisition of balance 0.0002% of equity holding in ONGC Mangalore Petrochemicals Limited (OMPL).**

Further to the letter dated 19/10/2020 and 02/01/2021 pursuant to Regulation 30 read with Part 'A', Para 'A', of Schedule III of SEBI (LODR), Regulations, 2015 ("SEBI LODR"), that MRPL Board has, in its 232<sup>nd</sup> meeting held on 19/10/2020, approved acquisition of 1,24,66,53,746 equity shares of ₹10 each of ONGC Mangalore Petrochemicals Limited (OMPL), a subsidiary of Mangalore Refinery & Petrochemicals Limited (MRPL) from Oil and Natural Gas Corporation Limited (ONGC) (an existing shareholder of OMPL).

Accordingly, a Share Purchase Agreement (SPA) was executed with ONGC for acquisition of 124,66,53,746 equity shares of Rs.10/- each of OMPL from ONGC. An amount of ₹ 1216,73,40,561/- was paid to ONGC towards consideration for acquisition of 124,66,53,746 equity shares at a price of Rs. 9.76 per share.

As per the SPA, ONGC transferred 124,66,53,746 shares of OMPL to MRPL's demat Account on 01/01/2021. With this, shareholding of MRPL in OMPL has increased to 99.9998%.

Now on acquisition of balance 0.0002%\_equity holding of ONGC Mangalore Petrochemicals limited (OMPL), a subsidiary of the Company by Mangalore Refinery and Petrochemicals Limited (MRPL), OMPL has now become a wholly owned subsidiary of MRPL upon holding 100% shares.

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Bengaluru Office: Plot A-1, Opp. KSSIDC A. O Building, Industrial Estate, Rajajinagar, Bengaluru - 560 010.

दूरभाष: 0800: (का.) (0) 080-22642200, फैक्स 0800: 080-23505501

दिल्ली कार्यालय : कोर - 8, 7वीं मंजिल, स्कोप कॉम्प्लेक्स, लोधी रोड, नई दिल्ली - 110003 दूरभाष: 011-24306400, फैक्स: 011-24361744

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मुंबई कार्यालय : मेकर टॉवर 'ई' विंग 15वां तल, कफ परेड, मुंबई - 400005. दूरभाष: 022-22173000, फैक्स: 22173233

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This disclosure has been made pursuant to Regulation 30 (7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Part-A of Schedule III of the aforesaid regulations, is enclosed as per 'Annexure-A'.

This is for your information and record.

Thanking you,

Yours faithfully,  
For Mangalore Refinery and Petrochemicals Limited

Shyam Kumar  
Company Secretary and Compliance Officer  
Encl : A/a

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### Annexure A

Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### SCHEDULE III Part A

a) name of the target entity, details in brief such as size, turnover etc.;	Name : ONGC Mangalore Petrochemicals Limited  Brief such as size, turnover etc.: ONGC Mangalore Petrochemicals Limited (OMPL), a green field petrochemicals project, is promoted by Oil and Natural Gas Corporation Ltd (ONGC) – India's Most Valuable Public Sector Enterprise and Mangalore Refinery and Petrochemicals Limited (MRPL).  The Complex is the largest single stream unit in Asia to produce 914 KTPA Para-xylene and 283 KTPA Benzene.
b) whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arms length”	No
c) industry to which the entity being acquired belongs	Petrochemical
d) objects and effects of acquisition (including but not limited to, disclosure	To make OMPL as wholly owned subsidiary. Such integration yield additional synergy benefits for the group.

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of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	
e) brief details of any governmental or regulatory approvals required for the acquisition	Honorable National Company Law Tribunal (NCLT) order on Consolidation of share capital of OMPL.
f) indicative time period for completion of the acquisition;	100% Acquisition completed and OMPL is now Wholly owned subsidiary
g) nature of consideration - whether cash consideration or share swap and details of the same	Cash
h) cost of acquisition or the price at which the shares are acquired;	₹9.76 per equity share
i) percentage of shareholding / control acquired and / or number of shares acquired;	0.00027776%_holdings acquired and thereby 100% equity held by MRPL.
j) brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover,	OMPL, a subsidiary of MRPL, is a joint venture between ONGC and MRPL, set up for value addition of excess Naphtha and Aromatic streams available from MRPL refinery. OMPL was incorporated on 19th December 2006 and is located adjacent to MRPL in the Mangalore SEZ, spread around 441 acres of land. Majority of the feed stocks (Naphtha and aromatics streams) generated by MRPL Refinery Complex is being processed to produce Paraxylene and benzene in OMPL. Paraxylene and Benzene are exported through a dedicated 14 KM long pipeline corridor through New Mangalore

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country in which the acquired entity has presence and any other significant information (in brief);	<p>Port Trust Jetty. OMPL has a provision to operate on imported Naphtha and has a dedicated import pipeline. The complex is designed to produce 900 KTP A of high purity Para-xylene and around 273 KTPA of high purity Benzene products which are sold internationally. Paraxylene process Licensor is UOP, USA, a world renowned Licensor for energy efficient processes.</p> <p>The company introduced new product of Paraffinic Raffinate in the export market and heavy Aromatics in domestic market in the year 2020. Company made operational changes to produce and export Reformate in the current downmarket. Paraxylene, the main product is sold in Northeast Asia countries. Benzene, the other product is sold to Middle East, Southeast Asia and Europe. The company has earned enviable reputation in the International market for its top-notch quality and timely delivery of its products. The Company has made B2B deals with large International Players such as Aramco, SABIC and REPSOL etc.</p> <p>Turnover of OMPL for previous 3 financial years are:</p> <p>2020-21 : ₹33,887.90 million 2019-20 : ₹49,541.70 million 2018-19 : ₹85,674.16 million</p>
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