

General information about company

Scrip code	500109
NSE Symbol	MRPL
MSEI Symbol	NA
ISIN	INE103A01014
Name of the entity	MANGALORE REFINERY AND PETROCHEMICALS LIMITED
Date of start of financial year	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Yearly
Date of Report	31-03-2021
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities



Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

		Disclosure of notes on composition of board of directors explanatory													Textual Information(1)								
		Whether the listed entity has a Regular Chairperson																					
		Whether Chairperson is related to MD or CEO																					
		Yes																					
		No																					
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	No of Directorship in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN	
1	Mr	SHASHI SHANKER	ADEFS7718L	06447938	Non-Executive - Nominee Director	Chairperson related to Promoter		02-03-1961	NA		01-10-2017	03-08-2019			3	0	0	0	0				
2	Mr	M VENKATESH	ACBPR8921L	07025342	Executive Director	Not Applicable	CEO-MD	11-01-1965	NA		01-04-2015	01-06-2018			1	0	0	0	0				
3	Mrs	POMILA JASPAL	AAHPJ5574B	08436633	Executive Director	Not Applicable		11-01-1964	NA		15-10-2019			52	1	0	1	0	1				
4	Mr	SANJAY VARMA	ABIPV9410A	05155972	Executive Director	Not Applicable		24-06-1964	NA		09-06-2020			49	1	0	0	0	0				



I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg-17(A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes not provided PAN
5	Mr	SUBHASH KUMAR	ADDPK3631P	07905656	Non-Executive - Nominee Director	Not Applicable		01-01-1962	NA		15-05-2018	18-09-2020			3	0	3	0	
6	Mr	VINOD S SHENOY	AAKPS6670G	07632981	Non-Executive - Nominee Director	Not Applicable		09-09-1962	NA		08-11-2016	18-09-2020			2	0	1	0	
7	Mr	ROHIT MATHUR	ACZPM5865E	08216731	Non-Executive - Nominee Director	Not Applicable		20-09-1968	NA		10-12-2020				1	0	2	0	
8	Ms	ESHA SRIVASTAVA	AZJPS9848L	08504560	Non-Executive - Nominee Director	Not Applicable		09-06-1980	NA		10-12-2020				1	0	1	0	



I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re- appointment	Date of Re- cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes not provid PAN
9	Mr	R.T AGARWAL	AAKPA1232A	01937329	Non- Executive - Independent Director	Not Applicable		12- 08- 1956	NA		12-07-2019			36	1	1	2	2	



Text Block

Textual Information(1)	MRPL being a Central Public Sector Enterprise (CPSE), Directors on the Board of the Company are appointed by the Administrative Ministry, i.e., Ministry of Petroleum and Natural Gas (MoP&NG), Government of India. Company has been pursuing with the Administrative Ministry, i.e., Ministry of Petroleum and Natural Gas (MoP&NG), Government of India for appointment of requisite number of Independent Directors on the Board of MRPL.
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Audit Committee Details							
Sr	DIN Number	Name of Committee members	Whether the Audit Committee has a Regular Chairperson		Date of Appointment	Date of Cessation	Remarks
			Category 1 of directors	Category 2 of directors			
1	01937329	R.T. AGARWAL	Non-Executive - Independent Director	Chairperson	08-09-2020		
2	08216731	ROHIT MATHUR	Non-Executive - Nominee Director	Member	19-02-2021		
3	08504560	ESHA SRIVASTAVA	Non-Executive - Nominee Director	Member	19-02-2021		
4	07905656	SUBHASH KUMAR	Non-Executive - Nominee Director	Member	08-09-2020		
5	07632981	VINOD S SHENOY	Non-Executive - Nominee Director	Member	08-09-2020		



Nomination and remuneration committee							
Sr	DIN Number	Name of Committee members	Whether the Nomination and remuneration committee has a Regular Chairperson		Date of Appointment	Date of Cessation	Remarks
			Category 1 of directors	Category 2 of directors			
1	01937329	R.T AGARWAL	Non-Executive - Independent Director	Chairperson	08-09-2020		
2	08216731	ROHIT MATHUR	Non-Executive - Nominee Director	Member	19-02-2021		
3	07905656	SUBHASH KUMAR	Non-Executive - Nominee Director	Member	08-09-2020		
4	07632981	VINOD S SHENOY	Non-Executive - Nominee Director	Member	08-09-2020		
5	08504560	ESHA SRIVASTAVA	Non-Executive - Nominee Director	Member	19-02-2021		





Stakeholders Relationship Committee						
Whether the Stakeholders Relationship Committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Yes	Remarks
1	01937329	R.T AGARWAL	Non-Executive - Independent Director	Chairperson	08-09-2020	
2	08216731	ROHIT MATHUR	Non-Executive - Nominee Director	Member	19-02-2021	
3	08436633	POMILA JASPAL	Executive Director	Member	08-09-2020	

Risk Management Committee								
Whether the Risk Management Committee has a Regular Chairperson								
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Yes	Date of Appointment	Date of Cessation	Remarks
1	07025342	M VENKATESH	Executive Director	Chairperson		01-06-2018		
2	08436633	POMILA JASPAL	Executive Director	Member		15-10-2019		
3	05155972	SANJAY VARMA	Executive Director	Member		19-07-2019		
4	99999999	YOGISH NAYAK	Member	Member		17-07-2020		





Corporate Social Responsibility Committee						
Whether the Corporate Social Responsibility Committee has a Regular Chairperson						
						Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	08504560	ESHA SRIVASTAVA	Non-Executive - Nominee Director	Chairperson	19-02-2021	
2	01937329	R. T. AGARWAL	Non-Executive - Independent Director	Member	08-09-2020	
3	07025342	M VENKATESH	Executive Director	Member	16-01-2019	
4	08436633	POMILA JASPAL	Executive Director	Member	08-09-2020	
5	05155972	SANJAY VARMA	Executive Director	Member	19-02-2021	



Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks



Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory		Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter					
1	29-10-2020			Yes	7	1
2		82		Yes	9	1
3		11		Yes	9	1



Annexure 1

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Disclosure of notes on meeting of committees explanatory					No. of Independent Directors attending the meeting*
			Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	
1	Audit Committee	29-10-2020				Yes	5	1
2	Audit Committee	20-01-2021	82			Yes	5	1
3	Audit Committee	01-02-2021	11			Yes	5	1
4	Stakeholders Relationship Committee	29-10-2020				Yes	3	1
5	Stakeholders Relationship Committee	01-02-2021				Yes	3	1
6	Risk Management Committee	14-10-2020				Yes	3	0



Annexure 1

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
7	Risk Management Committee	21-01-2021				Yes	3	0



Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	





Annexure 1

VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	No
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	No
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	No
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	DINESH RANJAN MISHRA
2	Designation	Company Secretary and Compliance Officer



Text Block	
Textual Information(1)	MRPL being a Central Public Sector Enterprise (CPSE), Directors on the Board of the Company are appointed by the Administrative Ministry, i.e., Ministry of Petroleum and Natural Gas (MoP&NG), Government of India. Company has been pursuing with the Administrative Ministry, i.e., Ministry of Petroleum and Natural Gas (MoP&NG), Government of India for appointment of requisite number of Independent Directors on the Board of MRPL.





Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No", details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.mrpl.co.in
2	Terms and conditions of appointment of independent directors	Yes		www.mrpl.co.in
3	Composition of various committees of board of directors	Yes		www.mrpl.co.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.mrpl.co.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.mrpl.co.in
6	Criteria of making payments to non-executive directors	Yes		www.mrpl.co.in
7	Policy on dealing with related party transactions	Yes		www.mrpl.co.in
8	Policy for determining 'material' subsidiaries	Yes		www.mrpl.co.in
9	Details of familiarization programmes imparted to independent directors	Yes		www.mrpl.co.in



Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.mrpl.co.in
11	email address for grievance redressal and other relevant details	Yes		www.mrpl.co.in
12	Financial results	Yes		www.mrpl.co.in
13	Shareholding pattern	Yes		www.mrpl.co.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.mrpl.co.in
18	Credit rating or revision in credit rating obtained	Yes		www.mrpl.co.in
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.mrpl.co.in
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.mrpl.co.in
21	Materiality Policy as per Regulation 30	Yes		www.mrpl.co.in
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.mrpl.co.in
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.mrpl.co.in

Annexure II

II. Annual Affirmations			
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
			If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1), 17(1A) & 17(1B)	No
3	Meeting of Board of directors	17(2)	Yes
4	Quorum of Board meeting	17(2A)	Yes
5	Review of Compliance Reports	17(3)	Yes
6	Plans for orderly succession for appointments	17(4)	No
7	Code of Conduct	17(5)	Yes
8	Fees/compensation	17(6)	Yes
9	Minimum Information	17(7)	Yes
10	Compliance Certificate	17(8)	Yes



Annexure II



II. Annual Affirmations			
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
			If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes
12	Performance Evaluation of Independent Directors	17(10)	Yes
13	Recommendation of Board	17(11)	Yes
14	Maximum number of Directorships	17A	Yes
15	Composition of Audit Committee	18(1)	No
			MRPL being a Central Public Sector Enterprise (CPSE), Directors on the Board of the Company are appointed by the Administrative Ministry, i.e., Ministry of Petroleum and Natural Gas (MoP&NG), Government of India. Company has been pursuing with the Administrative Ministry, i.e., Ministry of Petroleum and Natural Gas (MoP&NG), Government of India for appointment of requisite number of Independent Directors on the Board of MRPL so that Audit committee can be constituted as per the SEBI (LODR) Regulations, 2015.
16	Meeting of Audit Committee	18(2)	Yes
17	Composition of nomination & remuneration committee	19(1) & (2)	No
			MRPL being a Central Public Sector Enterprise (CPSE), Directors on the Board of the Company are appointed by the Administrative Ministry, i.e., Ministry of Petroleum and Natural Gas (MoP&NG), Government of India. Company has been pursuing with the Administrative Ministry, i.e., Ministry of Petroleum and Natural Gas (MoP&NG), Government of India for appointment of requisite number of Independent Directors on the Board of MRPL so that Nomination and Remuneration Committee can be constituted as per the SEBI (LODR) Regulations, 2015.
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes



Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	



Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II	
1	Name of signatory DINESH RANJAN MISHRA
2	Designation Company Secretary and Compliance Officer



Annexure II

III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	



Annexure II	
1	Name of signatory DINESH RANJAN MISHRA
2	Designation Company Secretary and Compliance Officer



Signatory Details	
Name of signatory	DINESH RANJAN MISHRA
Designation of person	Company Secretary and Compliance Officer
Place	MANGALURU
Date	07-04-2021



