



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 कॉरपोरेशन लिमिटेड की सहायक कंपनी, A SUBSIDIARY OF OIL AND NATURAL GAS CORPORATION LIMITED)
आई.एस.ओ 9001, 14001 एवं 50001 प्रमाणित कंपनी, AN ISO 9001, 14001 AND 50001 CERTIFIED COMPANY.
सीआईएन /CIN : L23209KA1988GOI008959 / Website :www.mrpl.co.in

10/02/2022

Yash Gala
Assistant Manager
Listing Compliance
BSE Limited
P J Towers, Dalal Street,
Mumbai – 400001

Scrp Code: 500109

Debt Security Code: INE103A08027, INE103A08019, INE103A08035, INE103A08043, INE103A08050

Dear Sir/Madam,

Sub: Compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is with reference to your e-mail dated 07/02/2022 on non-compliances under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 observed in Corporate Governance Report submitted for the quarter ended 31st December, 2021 with regard to composition of Board of Directors including one Women Independent Director and composition of Board Committees.

The clarification is provided as under:

Sl No.	Non-compliances/Discrepancy	MRPL's Response
1.	Number of Independent Directors in Audit Committee of a company should be atleast 2/3 of its total members. Mangalore Refinery and Petrochemicals Ltd has 1 Independent Directors and the total members are 5.	MRPL being a Central Public Sector Enterprise (CPSE), Directors on the Board of the Company are appointed by the Administrative Ministry, Ministry of Petroleum and Natural Gas (MoP&NG), Government of India. The Company has been pursuing with the Administrative Ministry, Ministry of Petroleum and Natural Gas (MoP&NG), Government of India for appointment of requisite number of Independent Directors on the Board of MRPL to comply with the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The MoP&NG nominated 4 (Four) Independent Directors and they were appointed on the Board of MRPL on 15/11/2021. The Audit Committee had been reconstituted on 17/01/2022 to comply with SEBI (LODR) Regulations, 2015.



2.	Chairperson of Board of Mangalore Refinery and Petrochemicals Ltd is not a Non-Executive Director but the number of Independent Directors is 5 which is less than half of the BoD strength. Total number of Directors are 13 on Board.	<p>The Chairperson on the Board of the Company is Non-Executive Director.</p> <p>MRPL being a Central Public Sector Enterprise (CPSE), Directors on the Board of the Company are appointed by the Administrative Ministry, Ministry of Petroleum and Natural Gas (MoP&NG), Government of India. The Company has been pursuing with the Administrative Ministry, Ministry of Petroleum and Natural Gas (MoP&NG), Government of India for appointment of requisite number of Independent Directors on the Board of MRPL to comply with the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>
3.	Mangalore Refinery and Petrochemicals Ltd does not have Independent Woman Director on the Board	<p>Ministry of Petroleum and Natural Gas (MoP&NG), Government of India vide letter No.CA-31033/2/2021-PNG (39069) dated 08/11/2021 appointed 4 (Four) Independent Directors including a Woman Independent Director on the Board of MRPL. These Independent Directors have been appointed on the Board of MRPL on 15/11/2021.</p> <p>The Company had reported the details of Woman Independent Director i.e Smt. Nivedida Subramanian (DIN: 08646502) in the Corporate Governance Report submitted for the quarter ended 31/12/2021.</p>
4.	Number of Independent Directors in Nomination and Remuneration Committee of a Company should be atleast 50% of its total members. Mangalore Refinery and Petrochemicals Ltd has 1 Independent Directors and the total members are 5.	<p>MRPL being a Central Public Sector Enterprise (CPSE), Directors on the Board of the Company are appointed by the Administrative Ministry, Ministry of Petroleum and Natural Gas (MoP&NG), Government of India. The Company has been pursuing with the Administrative Ministry, Ministry of Petroleum and Natural Gas (MoP&NG), Government of India for appointment of requisite number of Independent Directors on the Board of MRPL to comply with the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>The MoP&NG nominated 4 (Four) Independent Directors and they were appointed on the Board of MRPL on 15/11/2021.</p>



		The Nomination and Remuneration Committee had been reconstituted on 17/01/2022 to comply with SEBI (LODR) Regulations, 2015.
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Trust the above clarifies the matter.

Thanking You,

Yours faithfully,

For MANGALORE REFINERY AND PETROCHEMICALS LIMITED


K B Shyam Kumar
Company Secretary