

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L23209KA1988GOI008959

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACM5132A

(ii) (a) Name of the company

MANGALORE REFINERY AND P

(b) Registered office address

MUDAPADAV, KUTHETHUR P.O. VIA KATIPALLA
MANGALORE
Karnataka
575030
India

(c) *e-mail ID of the company

irc@mrpl.co.in

(d) *Telephone number with STD code

08242270400

(e) Website

www.mrpl.co.in

(iii) Date of Incorporation

07/03/1988

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Union Government Company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024
2	BSE LIMITED	1

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2021

(c) Whether any extension for AGM granted

Yes No

(f) Specify the reasons for not holding the same

To be held on 4th September, 2021

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C5	Coke and refined petroleum products	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

4

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	OIL AND NATURAL GAS CORP	L74899DL1993GOI054155	Holding	71.63
2	ONGC MANGALORE PETROCHI	U40107KA2006GOI041258	Subsidiary	99.99
3	SHELL MRPL AVIATION FUELS	U51909KA2008PLC045558	Joint Venture	50
4	HINDUSTAN PETROLEUM COR	L23201MH1952GOI008858	Associate	16.95

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	2,900,000,000	1,752,598,777	1,752,598,777	1,752,598,777
Total amount of equity shares (in Rupees)	29,000,000,000	17,525,987,770	17,525,987,770	17,525,987,770

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	2,900,000,000	1,752,598,777	1,752,598,777	1,752,598,777
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	29,000,000,000	17,525,987,770	17,525,987,770	17,525,987,770

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	100,000,000	0	0	0
Total amount of preference shares (in rupees)	1,000,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	100,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	1,000,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	19,988,997	1,732,609,717	1752598777	17,525,987	17,525,987	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	19,988,997	1,732,609,717	1752598777	17,525,987	17,525,987	
Preference shares						

At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil
 [Details being provided in a CD/Digital Media] Yes No Not Applicable

Separate sheet attached for details of transfers Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		18/09/2020	
Date of registration of transfer (Date Month Year) <input style="width: 100%;" type="text"/>			
Type of transfer	<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 150px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 150px;" type="text"/>
Ledger Folio of Transferor		<input style="width: 100%;" type="text"/>	
Transferor's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width: 100%;" type="text"/>	
Transferee's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year) <input style="width: 100%;" type="text"/>			
Type of transfer	<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 150px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 150px;" type="text"/>

Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>			
	Surname	middle name	first name			
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>			
	Surname	middle name	first name			

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	37,770	1000000	37,770,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			37,770,000,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	25,600,000,000	12,170,000,000	0	37,770,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total	<input type="text"/>		<input type="text"/>		<input type="text"/>

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

509,738,363,519.91

(ii) Net worth of the Company

75,283,670,487.85

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	1,552,507,615	88.58	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	1,552,507,615	88.58	0	0

Total number of shareholders (promoters)

2

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	107,386,606	6.13	0	
	(ii) Non-resident Indian (NRI)	7,026,652	0.4	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	2,400	0	0	
	(ii) State Government	500	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	23,158,636	1.32	0	
4.	Banks	1,425	0	0	
5.	Financial institutions	43,700	0	0	
6.	Foreign institutional investors	12,944,709	0.74	0	
7.	Mutual funds	24,600,630	1.4	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	3,602,001	0.21	0	
10.	Others Others	21,323,903	1.22	0	
	Total	200,091,162	11.42	0	0

Total number of shareholders (other than promoters) 333,580

**Total number of shareholders (Promoters+Public/
Other than promoters)** 333,582

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
AXA ROSENBERG EQU	CITIBANK N.A. CUSTODY SERVICES			121,280	
COPTHALL MAURITIUS	JPMORGAN CHASE BANK N.A. IND			63,507	
FRANKLIN TEMPLETON	DEUTSCHE BANK AG, DB HOUSE H			669	
EMERGING MARKETS	DEUTSCHE BANK AG, DB HOUSE H			82,946	

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
FRANKLIN TEMPLETON	DEUTSCHE BANK AG, DB HOUSE H			6,290	
LAERER NES PENSION I	JPMORGAN CHASE BANK N.A. IND			465,320	
VANGUARD FIDUCIAR	JPMORGAN CHASE BANK N.A. IND			913,723	
VANGUARD FTSE ALL-	DEUTSCHE BANK AG DB HOUSE, H			335,742	
VANGUARD TOTAL IN	JPMORGAN CHASE BANK N.A. IND			2,014,419	
WORLD EX U.S. CORE I	CITIBANK N.A. CUSTODY SERVICES			40,362	
BLACKROCK COLLECT	DEUTSCHE BANK AG, DB HOUSE H			76,321	
BOFA SECURITIES EUR	CITIBANK N.A. CUSTODY SERVICES			39,324	
FRANKLIN LIBERTYSH/	DEUTSCHE BANK AG, DB HOUSE H			9,056	
SPDR S AND P EMERG	DEUTSCHE BANK AG DB HOUSE, H			74,432	
VANGUARD FIDUCIAR	JPMORGAN CHASE BANK N.A. IND			77,323	
VANGUARD FUNDS PU	HSBC SECURITIES SERVICES 11TH F			79,957	
DIMENSIONAL EMERG	CITIBANK N.A. CUSTODY SERVICES			232	
EMERGING MARKETS C	CITIBANK N.A. CUSTODY SERVICES			896,438	
EMERGING MARKETS S	CITIBANK N.A. CUSTODY SERVICES			16,296	
LEGAL & GENERAL GL	CITIBANK N.A. CUSTODY SERVICES			61,515	
LEGAL AND GENERAL	CITIBANK N.A. CUSTODY SERVICES			369,511	
PIMCO EQUITY SERIES	DEUTSCHE BANK AG, DB HOUSE H			227,950	
UTAH STATE RETIREM	CITIBANK N.A. CUSTODY SERVICES			47,689	
VANGUARD TOTAL W	DEUTSCHE BANK AG DB HOUSE, H			45,416	
BNP PARIBAS ARBITRA	BNP PARIBAS, CUSTODY OPERATIC			50,441	

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	310,885	333,580
Debenture holders	30	51

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	3	3	3	3	0	0
B. Non-Promoter	0	5	0	1	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	5	0	1	0	0
C. Nominee Directors representing	0	2	0	2	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	2	0	2	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	10	3	6	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

10

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Shri Shashi Shanker	06447938	Director	0	01/04/2021

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
VENKATESH MADHAV	07025342	Managing Director	0	
POMILA JASPAL	08436633	Whole-time director	0	
SUBHASH KUMAR	07905656	Director	0	
VINOD SANDANAND S	07632981	Director appointed	0	
SANJAY VARMA	05155972	Whole-time director	50	
RAM TIRATH AGARWA	01937329	Director	0	
ESHA SRIVASTAVA	08504560	Nominee director	0	
ROHIT MATHUR	08216731	Nominee director	0	
DINESH RANJAN MISH	AHCPM5356J	Company Secretar	0	02/05/2021

(ii) Particulars of change in director(s) and Key managerial personnel during the year

12

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
SANJAY VARMA	05155972	Additional director	09/06/2020	Appointment
SANJAY VARMA	05155972	Whole-time director	18/09/2020	Change in Designation
ROHIT MATHUR	08216731	Nominee director	10/12/2020	Appointment
ESHA SRIVASTAVA	08504560	Nominee director	10/12/2020	Appointment
POMILA JASPAL	08436633	Whole-time director	18/09/2020	Change in Designation
MUNDANAT VINAYAKI	08225553	Whole-time director	31/05/2020	Cessation
VIJAY SHARMA	08045837	Additional director	04/08/2020	Cessation
SUNIL KUMAR	08467559	Nominee director	10/12/2020	Cessation
BALBIR SINGH	07945679	Director	07/09/2020	Cessation
GUNVANT KANTILAL F	07945704	Director	07/09/2020	Cessation
VIRUPAKSHAN PRAN	07710821	Director	07/09/2020	Cessation
SEWA RAM	01652464	Director	07/09/2020	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	18/09/2020	339,242	60	88.58

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	09/06/2020	13	12	92.31
2	04/08/2020	12	12	100
3	10/08/2020	12	12	100
4	19/10/2020	8	8	100
5	29/10/2020	8	7	87.5
6	20/01/2021	9	9	100
7	01/02/2021	9	9	100

C. COMMITTEE MEETINGS

Number of meetings held

17

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	06/06/2020	3	3	100
2	Audit Committee	09/06/2020	3	3	100
3	Audit Committee	28/07/2020	3	3	100
4	Audit Committee	29/07/2020	3	3	100
5	Audit Committee	04/08/2020	3	3	100
6	Audit Committee	19/10/2020	5	5	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
7	Audit Committee	29/10/2020	5	5	100
8	Audit Committee	20/01/2021	5	5	100
9	Audit Committee	01/02/2021	5	5	100
10	Nomination and	15/05/2020	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Shri Shashi S	7	6	85.71	0	0	0	
2	VENKATESH	7	7	100	5	5	100	
3	POMILA JAS	7	7	100	4	4	100	
4	SUBHASH KL	7	7	100	5	5	100	
5	VINOD SAND.	7	7	100	5	5	100	
6	SANJAY VAR	7	7	100	6	6	100	
7	RAM TIRATH	7	7	100	11	11	100	
8	ESHA SRIVAS	2	2	100	0	0	0	
9	ROHIT MATH	2	2	100	0	0	0	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shri M. Venkatesh	Managing Director	5,749,634				5,749,634
2	Shri Sanjay Varma	Whole-Time Director	4,794,215				4,794,215
3	POMILA JASPAL	Whole-Time Director	5,383,087				5,383,087
4	MUNDANAT VINAY	Whole-Time Director	6,807,839				6,807,839
	Total		22,734,775	0	0	0	22,734,775

Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	DINESH RANJAN M	Company Secretary	3,947,687				3,947,687
	Total		3,947,687	0			3,947,687

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shri RAM TIRATH	Independent Director	0	0	0	670,000	670,000
2	Shri VIRUPAKSHAI	Independent Director	0	0	0	360,000	360,000
3	Shri SEWA RAM	Independent Director	0	0	0	360,000	360,000
4	GUNVANT KANTIL	Independent Director	0	0	0	210,000	210,000
5	Shri Balbir Singh	Independent Director	0	0	0	270,000	270,000
	Total		0	0	0	1,870,000	1,870,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

NARASIMHA PAI P.

Whether associate or fellow

Associate Fellow

Certificate of practice number

11629

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach
Attach
Attach
Attach

List of attachments

Draft MGT-8.pdf Committee Positions.pdf
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Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

CS Narasimha Pai P.

B.Com, FCS, PGDHRM

CS Sonali Suresh Mallya

BBM, MBA, FCS

 **P.N. Pai & Co**
Company Secretaries

DRAFT FORM NO. MGT.8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **MANGALORE REFINERY AND PETROCHEMICALS LIMITED** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31st March, 2021. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. Its status under the Act; i.e. Public Limited Company, Limited by shares.
 2. Maintenance of registers/records & making entries therein within the time prescribed therefore;
 3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time;
 4. Calling/convening/holding meetings of Board of Directors or its committees, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions.

1st Floor, Shriram Arcade, Opp. Alice Manor Apts, Patrao Lane, Bunts Hostel, Mangalore-575 003.

Mobile: +91 94485 79797 Office: +91 94837 49797 | Email: narasimhapaip@gmail.com

Web: www.pnpaiandco.in

have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed; further the Company was not required to pass any resolution by postal ballot.

5. Closure of Register of Members/Security holders, as the case may be;
6. There were no advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7. Contracts/arrangements with related parties which were in the ordinary course of business and on the arm's length basis as specified in section 188 of the Act.
8. There were no default in transfer or transmission of shares and issue of share certificates in all instances; there was no alteration or reduction of share capital or conversion of shares, hence not required to issue share certificates in such cases.

There was an Issue and allotment of 12,170 non-convertible debentures of Rs. 10,00,000.00 each in dematerialized form.

9. The Company has not kept in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act. – Not Applicable.
10. Transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act; The Company has not declared dividend during the period under review.
11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof.
12. Constitution/appointment/re-appointments/retirement/filling up of casual vacancies/disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them and appointment of KMP pursuant to Section 203 of the Companies Act, 2013.

The company did not have required number Independent Directors under section 149(1) (4) of the companies Act from 7th September 2020 during the period under review.

The company being Central Public Sector Enterprise has been following up with Ministry of Petroleum and Natural Gas for the appointment of requisite number of Independent Directors.

13. Appointment of auditors as per the provisions of section 139 of the Companies Act, 2013.
14. Approvals wherever required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. The Company has not accepted any deposits under Section 73 of the Companies Act 2013.
16. The Company has not made any borrowings from its directors, members or public;
17. The Company has complied with applicable provisions of the Act in respect of Borrowings from public financial institutions, banks and others creation/modification/satisfaction of charges in that respect, wherever applicable.
18. During the period under review, the company has acquired 1,24,66,53,746 Equity shares of ONGC MANGALORE PETROCHEMICALS LIMITED from OIL AND NATURAL GAS CORPORATION LIMITED. Further, the company has not given any loans or given guarantees or provided of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;

19. No Alteration of the provisions of the Memorandum and/or Articles of Association of the Company;

CS Narasimha Pai P.
(Practicing Company Secretary)
CP. NO. 11629

IX (C) COMMITTEE MEETINGS

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
11	Nomination and Remuneration Committee	14/08/2020	3	3	100
12	Nomination and Remuneration Committee	29/12/2020	3	3	100
13	Stakeholders' Relationship Committee	06/06/2020	3	3	100
14	Stakeholders' Relationship Committee	28/07/2020	3	3	100
15	Stakeholders' Relationship Committee	29/10/2020	3	3	100
16	Stakeholders' Relationship Committee	01/02/2021	3	3	100
17	Corporate Social Responsibility Committee	28/07/2020	3	3	100

K B Shyam Kumar
Company Secretary

